

Prospectiva Resources Ltd.

Charter of the Audit Committee of the Board of Directors

Mandate

A. Role and Objectives

The Audit Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Prospectiva Resources Ltd. ("Prospectiva" or the "Company") established for the purpose of providing independent and objective oversight to the accounting and financial reporting process of Prospectiva and external audits of the consolidated financial statements of Prospectiva. In connection therewith, the Committee assists the Board in fulfilling its oversight responsibilities in relation to Prospectiva's internal accounting standards, controls and practices, financial information, accounting systems and procedures, financial reporting and statements and the nature and scope of the annual external audit. The Committee also recommends for Board approval Prospectiva's audited annual consolidated financial statements and other mandatory financial disclosure.

Prospectiva's external auditor is accountable to the Board and the Committee as representatives of shareholders of Prospectiva. The Committee shall be directly responsible for overseeing the relationship of the external auditor. The Committee shall have such access to the external auditor as it considers necessary or desirable in order to perform its duties and responsibilities. The external auditor shall report directly to the Committee.

The objectives of the Committee are as follows:

1. to be satisfied with the credibility and integrity of financial reports;
2. to support the Board in meeting its oversight responsibilities in respect of the preparation and disclosure of financial reporting, including the consolidated financial statements of Prospectiva;
3. to facilitate communication between the Board and the external auditor and to receive all reports of the external auditor directly from the external auditor;
4. to be satisfied with the external auditor's independence and objectivity; and
5. to strengthen the role of independent directors by facilitating in-depth discussions between members of the Committee, management and Prospectiva's external auditor.

While the Committee has the responsibilities and powers set forth in this Audit Committee Charter (the "Charter"),



management is responsible for establishing and maintaining internal financial controls, procedures and processes, and the Committee is appointed by the Board to review and monitor them.

B. Composition

1. The Committee shall comprise at least three directors, none of whom shall be an officer or employee of Prospectiva or any of its subsidiaries or any affiliate thereof. Each Committee member shall satisfy the independence, financial literacy and experience requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules. Additionally, at least one member of the Committee must be “financially sophisticated” (i.e., have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual’s financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer, other senior officer with financial oversight responsibilities, or otherwise qualifies as an audit committee financial expert. Each member of the Committee shall have no direct or indirect material relationship with Prospectiva or any affiliate thereof which could reasonably interfere with the exercise of the member's independent judgment. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.
2. Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of Prospectiva.
3. The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Committee Chair shall satisfy the independence, financial literacy and experience requirements as described above.
4. The Committee shall have access to such officers and employees of Prospectiva and to such information respecting Prospectiva as it considers necessary or advisable in order to perform its duties and responsibilities.

C. Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.
2. A quorum for meetings of the Committee shall be a majority of its members.
3. Meetings of the Committee shall be scheduled at least quarterly and at such other times during each year as it deems appropriate. Minutes of all meetings of the Committee shall be taken. The CFO shall attend meetings of the Committee, unless otherwise excused from all or part of any such meeting by the Committee Chair. The Chair of the Committee shall hold *in camera*



sessions of the Committee, without management present, at each meeting, as determined necessary.

4. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.
5. The Committee shall meet periodically with Prospectiva's external auditor in connection with the preparation of the annual consolidated financial statements and otherwise as the Committee may determine, part or all of each such meeting to be in the absence of management.

D. Responsibilities

Responsibility for the Company's financial reporting, accounting systems and internal controls is vested in the officers of the Company and is overseen by the Board.

As discussed above, the Committee is established to assist the Board in fulfilling its oversight responsibilities.

In that regard, the Committee shall:

1. satisfy itself on behalf of the Board with respect to Prospectiva's internal control systems including identifying, monitoring and mitigating the Company's major financial risks as well as compliance with related legal, ethical and regulatory requirements. The Committee shall also review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or other contingency (including tax assessments) that could have a material effect on the financial position or operating results of Prospectiva (on a consolidated basis), and the manner in which these matters may be, or have been, disclosed in the financial statements;
2. review with management and the external auditor the annual consolidated financial statements of Prospectiva, the reports of the external auditor thereon and related financial reporting, including Management's Discussion and Analysis and any earnings press releases, (collectively, "Annual Financial Disclosures") prior to their submission to the Board for approval. This process should include, but not be limited to:
 - (a) reviewing changes in accounting principles, or in their application, which may have a material impact on the current or future year's financial statements;
 - (b) reviewing significant accruals, reserves or other estimates;
 - (c) reviewing accounting treatment of unusual or non-recurring transactions;
 - (d) reviewing disclosure requirements for commitments and contingencies;
 - (e) reviewing financial statements and all items raised by the external auditor, whether or



not included in the financial statements; and

- (f) reviewing unresolved differences between Prospectiva and the external auditor.

Following such review, the Committee shall recommend to the Board for approval all Annual Financial Disclosures;

3. review with management all interim consolidated financial statements of Prospectiva and related financial reporting, including Management's Discussion and Analysis and any earnings press releases, (collectively "Quarterly Financial Disclosures") and, if thought fit, approve all Quarterly Financial Disclosures;
4. be satisfied that adequate procedures are in place for the review of Prospectiva's public disclosure of financial information extracted or derived from Prospectiva's financial statements, other than Annual Financial Disclosures or Quarterly Financial Disclosures, and shall periodically assess the adequacy of those procedures;
5. review with management and recommend to the Board for approval, any financial statements of Prospectiva which have not previously been approved by the Board and which are to be included in a prospectus of Prospectiva;
6. review with management and recommend to the Board for approval, Prospectiva's Annual Information Form;
7. with respect to the external auditor:
 - (a) receive all reports of the external auditor directly from the external auditor;
 - (b) discuss with the external auditor;
 - (i) critical accounting policies;
 - (ii) alternative treatments of financial information within GAAP discussed with management (including the ramifications thereof and the treatment preferred by the external auditor); and
 - (iii) other material, written communication between management and the external auditor;
 - (c) consider and make a recommendation to the Board as to the appointment or re-appointment of the external auditor, being satisfied that such auditor is a participant in good standing pursuant to applicable securities laws;
 - (d) review the terms of engagement of the external auditor, including the appropriateness and reasonableness of the auditor's fees and make a recommendation to the Board as to the compensation of the external auditor;

- (e) when there is to be a replacement of the external auditor, review with management the reasons for such replacement and the information to be included in any required notice to securities regulators and recommend to the Board for approval the replacement of the external auditor along with the content of any such notice;
 - (f) oversee the work of the external auditor in performing its audit or review services and oversee the resolution of any disagreements between management and the external auditor;
 - (g) review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with Prospectiva and its affiliates in order to determine the external auditor's independence, including, without limitation:
 - (i) requesting, receiving and reviewing, on a periodic basis, written or oral information from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to Prospectiva;
 - (ii) discussing with the external auditor any disclosed relationships or services that the external auditor believes may affect the objectivity and independence of the external auditor; and
 - (iii) recommending that the Board take appropriate action in response to the external auditor's information to satisfy itself of the external auditor's independence;
 - (h) as may be required by applicable securities laws, rules and guidelines, either:
 - (i) pre-approve all non-audit services to be provided by the external auditor to Prospectiva (and its subsidiaries, if any),; or
 - (ii) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services;
 - (i) review and approve the hiring policies of Prospectiva regarding partners, employees and former partners and employees of the present and former external auditor of Prospectiva;
8. (a) establish procedures for:
- (i) the receipt, retention and treatment of complaints received by Prospectiva regarding accounting, internal accounting controls or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of Prospectiva of



concerns regarding questionable accounting or auditing matters; and

- (b) review with the external auditor its assessment of the internal controls of Prospectiva, its written reports containing recommendations for improvement, and Prospectiva's response and follow-up to any identified weaknesses;
- 9. with respect to risk management, be satisfied that Prospectiva has implemented appropriate systems of internal control over financial reporting (and review management's assessment thereof) to ensure compliance with any applicable legal and regulatory requirements;
- 10. review annually with management and the external auditor and report to the Board on insurable risks and insurance coverage; and
- 11. engage independent counsel and other advisors as it determines necessary to carry out its duties and set and pay the compensation for any such advisors.
- 12. annually review and reassess the adequacy of this Charter. This Charter may be amended or modified by the Board, subject to disclosure and other policies and guidelines of relevant securities regulators and applicable securities laws and stock exchange rules.