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### APPENDIX A

**Procedures for Approval of Non-Audit Services**



**REVOLVE RENEWABLE POWER CORP.**

**AUDIT COMMITTEE CHARTER**

Adopted by the Board effective March 7, 2022.

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## I. Purpose

The Audit Committee (the "Committee") is appointed by and reports to the board of directors (the "Board") of REVOLVE RENEWABLE POWER CORP. (the "Corporation"). The Committee assists the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation.

The Committee and its membership shall to the best of its ability, knowledge and acting reasonably, meet all applicable legal, regulatory and listing requirements, including, without limitation, those of any stock exchange on which the Corporation's shares are listed, the Canada Business Corporations Act (the "Act"), and all applicable securities regulatory authorities.

## II. Composition

- a) The Committee shall be composed of a minimum of three directors as shall be designated by the Board from time to time, the majority of whom are not officers, employees or Control Persons (as defined by the TSX Venture Exchange) of the Corporation or any of its subsidiaries or affiliates.
- b) Each member of the Committee shall be financially literate (as such terms are defined under applicable securities laws and exchange requirements for audit committee purposes, as may be amended or replaced from time to time). Each member of the Committee shall be able to read and understand fundamental financial statements, including a corporation's balance sheet, income statement and cash flow statement, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.
- c) At least one member of the Committee shall have sufficient experience to be considered a Financial Expert, where such expertise is determined by having been a chief financial officer, chartered or certified public accountant, certified management accountant, partner of an accounting firm or current or past as Chair of an Audit Committee of a corporation traded on a public stock exchange.
- d) Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting. Each member shall serve until his/her successor is appointed unless he/she shall resign or be removed by the Board or he/she shall otherwise cease to be a director of the Corporation. Any member may be removed or replaced at any time by the Board.
- e) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by a vote of a majority of the Board.
- f) A Chair of the Committee shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chair by vote of a majority of the full Committee membership.

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- g) If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.
- h) The Chair of the Committee presiding at any meeting shall not have a casting vote.
- i) The Committee shall appoint a secretary (the "Secretary") who need not be a member of the Committee or a director of the Corporation. The Secretary shall keep minutes of the meetings of the Committee in sufficient detail to convey the substance of all discussions held. This role is normally filled by the Secretary of the Corporation.
- j) No Committee member shall simultaneously serve on the audit committee of more than two other public companies with active business operations or significant assets.

### III. Meetings

- a) The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements, provided that meetings of the Committee shall be convened whenever requested by the external auditors (the "Independent Auditors") or any member of the Committee in accordance with the Act.
- b) The Chair of the Committee, any member of the Committee, Independent Auditors, the President, Chairman, the Chief Executive Officer or the Chief Financial Officer may call a meeting of the Committee by notifying the Corporation's Corporate Secretary who will notify the members of the Committee.
- c) The Chair of the Committee shall prepare and/or approve an agenda in advance of each meeting.
- d) Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.
- e) A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- f) Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.
- g) A majority of Committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.



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- h) If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- i) If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office for no more than six months, at which time the vacancy will be filled by a vote of a majority of the Board.
- j) 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. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully effective as if it had been made at a meeting duly called and held.
- k) The CEO and CFO are expected to be available to attend meetings, but a portion of every meeting will be reserved for in camera discussion without the CEO or CFO, or any other member of management, being present and the agenda for each Committee meeting will afford an opportunity for such a discussion.
- l) The Independent Auditors are entitled to receive notice of, to attend and be heard at each Committee meeting. Additionally, the Committee may by specific invitation have other resource persons in attendance such officers, directors and employees of the Corporation and its subsidiaries, and other persons as it may see fit, from time to time, to attend at meetings of the Committee.
- m) The Board may at any time amend or rescind any of the provisions hereof, or cancel them entirely, with or without substitution.
- n) The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- o) Minutes of Committee meetings shall be sent to all Committee members.
- p) The Chair of the Committee shall report periodically the Committee's findings and recommendations to the Board.

#### **IV. Resources and authority**

- a) The Committee shall have free and unrestricted access to such officers and employees of the Corporation and its subsidiaries and to such information with respect to the Corporation and its subsidiaries as it considers being necessary or advisable in order to perform its duties and responsibilities.

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- b) The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and resources, as it deems advisable, at the expense of the Corporation.
- c) The Committee shall have the authority to communicate directly with the internal and external auditors.

## V. Responsibilities

### A. Chair

To carry out its oversight responsibilities, the Chair of the Committee shall undertake the following:

- 1) Provide leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- 2) Chair meetings of the Committee, unless not present (including in camera sessions), and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- 3) Ensures that the Committee meets on a regular basis and at least four times per year;
- 4) In consultation with the Committee members, establishes a calendar for holding meetings of the Committee;
- 5) Establish the agenda for each meeting of the Committee, with input from other Committee members, and any other parties, as applicable;
- 6) Ensures that Committee materials are available to any director on request;
- 7) Acts as liaison and maintains communication with the Chair of the Board (or Lead Director if an individual other than the Chair) and the Board to optimize and coordinate input from Board members, and to optimize the effectiveness of the Committee. This includes, at least annually and at such other times and in such manner as the Committee considers advisable, reporting to the full Board on:
  - ❖ All proceedings and deliberations of the Committee;
  - ❖ The role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole; and
  - ❖ Principal operating and business risks identified by management and how each are either mitigated or managed.
- 8) Ensure that the members of the Committee understand and discharge their duties and obligations;
- 9) Foster ethical and responsible decision making by the Committee and its individual members;



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- 10) Encourage Committee members to ask questions and express viewpoints during meetings;
- 11) Together with the Corporate Governance and Nominating Committee, oversee the structure, composition, membership and activities delegated to the Committee from time to time;
- 12) Ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approve work to be done for the Committee by consultants;
- 13) Facilitate effective communication between members of the Committee and management;
- 14) Encourage the Committee to meet in separate, regularly scheduled, non-management, closed sessions with the Independent Auditors;
- 15) Attend each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair; and
- 16) Perform such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

**B. The Committee**

The Committee shall have the functions and responsibilities set out below as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these functions and responsibilities, the Committee shall perform the functions and responsibilities required of an audit committee by any exchange upon which securities of the Corporation are listed, or any governmental or regulatory body exercising authority over the Corporation, as are in effect from time to time (collectively, the "Applicable Requirements") or as the Board otherwise deems necessary or appropriate.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the Independent Auditors as well as any officer of the Corporation, or legal counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee is hereby delegated the duties and powers specified in Section 171 of the Act and, without limiting these duties and powers, the Committee will carry out the following responsibilities:

❖ *Financial Accounting and Reporting Process and Internal Controls*

- 1) Review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable Canadian accounting standards and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review and approve the interim financial statements, management's discussion and analysis relating to annual and interim financial statements, annual and interim earnings

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press releases, financial disclosure in a prospectus or other securities offering document of the Corporation and any other public disclosure documents that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information and/or prior to their being filed with the appropriate regulatory authorities including material financial outlook and forward-oriented financial information provided to analysts, rating agencies or otherwise publicly disseminated. The Committee shall satisfy itself that the information contained in the annual audited financial statements, the interim financial statements and management's discussion and analysis relating to such annual and interim financial statements is not significantly erroneous, misleading or incomplete and that the audit and review functions have been effectively carried out. In conducting its review of the annual financial statements or the interim financial statements, the Committee shall:

- i. Meet with management and the auditors to discuss the financial statements and MD&A;
- ii. Review the disclosures in the financial statements;
- iii. Review the audit report or review report, if any, prepared by the Independent Auditors;
- iv. Discuss with management, the auditors and internal legal counsel, as requested, any litigation claim or other contingency that could have a material effect on the Corporation's financial statements;
- v. Regularly review the Corporation's critical accounting policies followed and critical accounting and other significant estimates and judgements underlying the financial statements as presented by management;
- vi. Consider the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;
- vii. Review management's process for formulating sensitive accounting estimates and the reasonableness of these estimates;
- viii. Review significant recorded and unrecorded audit adjustments;
- ix. Review any material effects of regulatory accounting initiatives or off-balance sheet structures on the financial statements as presented by management, including requirements relating to complex or unusual transactions, significant changes to accounting principles and alternative treatments under applicable generally accepted accounting principles ("GAAP");
- x. Review any material changes in accounting policies and any significant changes in accounting practices and their impact on the financial statements as presented by management;
- xi. Inquire at least annually of both the Corporation's management, accounting group and the Corporation's auditors as to whether either has any concerns

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relative to the quality or aggressiveness of management’s accounting policies;

- xii. Review with the auditors alternative accounting treatments that have been discussed with management;
  - xiii. Review with management any significant changes in GAAP, as well as emerging accounting and auditing issues, and their potential effects;
  - xiv. Review with management matters that may have a material effect on the financial statements;
  - xv. Review management’s report on the effectiveness of internal controls over financial reporting;
  - xvi. Review the factors identified by management as factors that may affect future financial results;
  - xvii. Review applicable submission from the Corporation’s Procedures for Receipt of Complaints and Submissions Relating to Ethical Conduct, Bullying, Harassment and Accounting (the “Whistleblowing Procedures”); and
  - xviii. Review any other matters, related to the financial statements, that are brought forward by the auditors, management or which are required to be communicated to the Committee under accounting policies, auditing standards or Applicable Requirements.
- 2) Review management’s internal control report. In consultation with the Independent Auditors the Committee shall assess the integrity of management’s risk assessments and internal controls over financial reporting and disclosure controls and procedures. At least annually, the Committee shall periodically consider and review with management and the Independent Auditors:
- i. The effectiveness of, or weaknesses or deficiencies in: the design or operation of the Corporation’s internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management’s conclusions;
  - ii. Any significant changes in internal controls over financial reporting that are disclosed, or considered for disclosure, including those in the Corporation’s periodic regulatory filings;
  - iii. Any material issues raised by any inquiry or investigation by the Corporation’s regulators;
  - iv. The Corporation’s fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may

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expose the Corporation to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and

- v. Any related significant issues and recommendations of the Independent Auditors together with management's responses thereto, including the timetable for implementation of recommendations to correct weaknesses in internal controls over financial reporting and disclosure controls.
  
- 3) Review financial summaries and disclosures made in accordance with regulations in the energy sector, including but not limited to attestation reports made by a director or officer of the Corporation that the information in the report is true, accurate and complete in all material respects and that reasonable diligence has been exercised.
  
- 4) Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of these procedures.
  
- 5) Meet no less frequently than annually with the Independent Auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, deems appropriate.
  
- 6) Inquire of management and the Independent Auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and establish and manage appropriate systems to manage such risks with a view to achieving a proper balance between risks incurred and potential return to holders of securities of the Corporation and to the long-term viability of the Corporation. In this regard, the Committee shall require management to report on a quarterly basis to the Committee, and the Committee shall review such reports provided by management, on the risks inherent in the business of the Corporation (including appropriate crisis preparedness, business continuity, information system controls, cybersecurity and information security and disaster recovery plans), the appropriate degree of risk mitigation and risk control, overall compliance with and the effectiveness of the Corporation's risk management policies, and residual risks remaining after implementation of risk controls. The Committee shall report to the Board on a quarterly basis, with respect to the principal risks faced by the Corporation and the steps implemented by management to manage these risks.
  
- 7) Review the post-audit or management letter containing the recommendations of the Independent Auditors and management's response and subsequent follow-up to any identified weaknesses.
  
- 8) Oversee the Corporation's plans to adopt changes to accounting standards and related disclosure obligations.

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- 9) In consultation with the Corporate Governance and Nominating Committee, ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting and overseeing a corporate code of ethics for senior financial personnel.
- 10) Review reports from the Corporation's Corporate Secretary and other management members on: (a) legal or compliance matters that may have a material impact on the Corporation; (b) the effectiveness of the Corporation's compliance policies; and (c) any material communications received from regulators. The Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.
- 11) Establish procedures for the receipt, retention and treatment of:
  - i. Complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
  - ii. Confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting, internal accounting controls or auditing matters.
- 12) Provide oversight to related party transactions entered into by the Corporation.

❖ *Independent Auditors*

- 1) Recommend to the Board for approval by shareholders, the selection, appointment and compensation of the Independent Auditors;
- 2) Be directly responsible for oversight of the Independent Auditors and the Independent Auditors shall report directly to the Committee.
- 3) Ensure the lead audit partner and the other audit partners (if any) at the Independent Auditor is replaced in compliance with applicable laws.
- 4) Be directly responsible for overseeing the work of the Independent Auditors, including the resolution of disagreements between management and the Independent Auditors regarding financial reporting.
- 5) With reference to the procedures outlined separately in "Procedures for Approval of Non-Audit Services" (attached hereto as Appendix 'A'), pre-approve all audit and non-audit services not prohibited by law to be provided by the Independent Auditors.
- 6) Monitor and assess the relationship between management and the Independent Auditors and monitor, confirm, support and assure the independence and objectivity of the Independent Auditors and resolve any disagreements between management and the Independent Auditors as to financial reporting matters brought to its attention.
- 7) Review all reportable events, including disagreements, unresolved issues and

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consultations with the Independent Auditors, whether or not there is to be a change of auditors, and receive and review all reports prepared by the Independent Auditors.

- 8) Review the Independent Auditor's audit plan, including scope, procedures, timing and staffing of the audit.
- 9) Review the results of the annual audit with the Independent Auditors, including matters related to the conduct of the audit, and receive and review the auditor's interim review reports.
- 10) Review the results of procedures undertaken by the Independent Auditors.
- 11) Obtain timely reports from the Independent Auditors describing critical accounting policies and practices, alternative treatments of information within applicable Canadian accounting principles that were discussed with management, their ramifications, and the Independent Auditors' preferred treatment and material written communications between the Corporation and the Independent Auditors.
- 12) Obtain from the Independent Auditors a formal written statement describing all relationships between the Independent Auditors and the Corporation; discuss with the Independent Auditors any disclosed relationships or services that may affect the objectivity and independence of the Independent Auditors; and obtain written confirmation from the Independent Auditors that they are objective and independent within the meaning of the applicable Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of chartered accountants to which the Independent Auditors belong and other Applicable Requirements on an annual basis and before the Independent Auditors issue their report on the annual financial statements,. The Committee shall take appropriate action to oversee the independence of the Independent Auditors.
- 13) Review fees paid by the Corporation to the Independent Auditors and other professionals in respect of audit and non-audit services on an annual basis.
- 14) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.
- 15) Prepare, review and approve any audit committee disclosures required by Applicable Requirements in the Corporation's disclosure documents.

❖ *Whistleblowing Procedures*

- 1) The Committee shall oversee (a) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters, pursuant to the Whistleblowing Procedures.
- 2) Any such complaints or concerns that are received shall be reviewed by the Committee and, if the Committee determines that the matter requires further investigation, it will

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direct the Committee Chair to engage outside advisors, as necessary or appropriate, to investigate the matter and will work with management to reach a satisfactory conclusion.

**Other Responsibilities**

- 1) Perform any other activities consistent with this Charter and Applicable Requirements, as the Committee or the Board deems necessary or appropriate;
- 2) Institute and oversee special investigations, as needed; and
- 3) Review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

**VI. Delegation**

The Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.

**VII. No Rights Created**

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Corporation. While it should be interpreted in the context of all Applicable Requirements, as well as in the context of the Corporation's Articles and By-laws, it is not intended to establish any legally binding obligations.

**VIII. Review**

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## Appendix A

### Procedures for Approval of Non-Audit Services

1. The external auditors to REVOLVE RENEWABLE POWER CORP. (the “Corporation”) shall be prohibited from performing for the Corporation the following categories of non-audit services:
  - a) Bookkeeping or other services related to the Corporation’s accounting records or financial statements;
  - b) Financial information systems design and implementation;
  - c) Appraisal or valuation services, fairness opinion or contributions-in-kind reports;
  - d) Actuarial services;
  - e) Internal audit outsourcing services;
  - f) Management functions;
  - g) Human Resources;
  - h) Broker or dealer, investment adviser or investment banking services;
  - i) legal services;
  - j) Expert services unrelated to the audit; and
  - k) Any other service that the Canadian Public Accountability Board or any other applicable regulatory authority determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation’s external auditors for minimal non-audit services (e.g. tax compliance, tax advice or tax planning), the Chief Financial Officer of the Corporation shall consult with the Chair of the Audit Committee of the Board of Directors (the “Committee”), who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services in accordance with the requirements set forth under the “Exemption for minimal non-audit services” provided by Section 2.3 (4) of National Instrument 52-110 - Audit Committees, whereby
  - a) The aggregate fees paid for all the non-audit services that are not approved by the Committee is reasonably expected to constitute no more than five per cent of the aggregate fees paid by the Corporation and its subsidiary entities to the Corporation’s external auditor during the financial year in which the services are provided;
  - b) The Corporation or the subsidiary entity of the issuer, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
  - c) Once recognized as non-audit services, the services are promptly brought to the attention of the Committee of the issuer and approved, prior to the completion of the audit, by the Committee.
3. All other non-audit services shall be approved or disapproved by the Committee as a whole as set forth herein.
4. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.

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