

CANSO SELECT OPPORTUNITIES CORPORATION

AUDIT COMMITTEE CHARTER

Last updated and approved by the Board of Directors on May 23, 2024

AUDIT COMMITTEE CHARTER

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1. Objectives

The Audit Committee (the “**Committee**”) is appointed by the board of directors (the “**Board**”) of Canso Select Opportunities Corporation (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting issues and issues relating to the appointment and review of the external auditor for the Corporation.

The Committee acknowledges the corporate governance guidelines issued by the Canadian Securities Administrators in National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines*, and other regulatory provisions as they pertain to financial reporting and accounting matters. The objective of the Committee is to review, monitor and promote appropriate accounting practices of the Corporation.

The Committee is responsible for assisting the Board in relation to:

- (a) Overseeing the work of the external auditor, including the resolution of any disagreements between the external auditor and management.
- (b) Reviewing and approving any proposed hiring of any current or former partner or employee of the current and former external auditor of the Corporation.
- (c) Receiving, retaining and treating complaints received by the Corporation regarding accounting, internal controls or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (d) Reviewing and approving the annual and interim financial statements and other financial information provided by the Corporation at its discretion to any regulatory authority, stock exchange or the public before such information is disclosed publicly.
- (e) Satisfying itself that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information, extracted or derived from its financial statements, other than as described in (d) above, including periodically assessing the adequacy of such procedures.

The Committee’s oversight role regarding compliance systems shall not include responsibility for the Corporation’s actual compliance with applicable laws and regulations.

The Committee will continuously review and modify this Charter with regards to, and to reflect changes in, the business environment, industry standards on matters of financial reporting and accounting, additional standards which the Committee believes may be applicable to the Corporation’s business, the location of the Corporation’s business and its shareholders and the application of laws and policies.

2. Composition

The Committee shall be comprised of a minimum three directors as determined by the Board, a majority of whom shall not be officers or employees of the Corporation or any of its affiliates.

All members of the Committee shall be financially literate as deemed appropriate by the Board.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting or until their successors are duly elected. Unless a chairperson ("**Chair**") is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. Meetings and Minutes

(a) Scheduling

The Committee will meet as often as it determines is necessary to fulfill its responsibilities, which in any event will be not less than quarterly. A meeting of the Committee may be called by the external auditor, the Chair of the Committee, the Chair, the Chief Executive Officer, the Chief Financial Officer or any Committee member.

Meetings will be held at a location determined by the Chair of the Committee and notice shall be given in accordance with the provisions of the Corporation's bylaws.

(b) Notice to External Auditor

The external auditor is entitled to receive notice of every meeting of the Committee at the discretion of the Board and to attend and be heard thereat and, if so requested by a member of the Committee, shall, at the expense of the Corporation, attend any meeting of the Committee held during the term of office of the external auditor.

(c) Agenda

The Chair of the Committee will establish the agenda for each meeting. Any member may propose the inclusion of items on the agenda, request the presence of or a report by any member of senior management, or at any meeting raise subjects that are not on the agenda for the meeting.

(d) Distribution of Information

The Chair of the Committee will distribute, or cause the officers of the Corporation to distribute, an agenda and meeting materials in advance of each meeting to allow members sufficient time to review and consider the matters to be discussed.

(e) Attendance and Participation

Each member is expected to attend all meetings. A member who is unable to attend a meeting in person may participate by telephone or teleconference.

(f) Quorum

A majority of the members will constitute a quorum for any meeting of the Committee.

(g) Voting and Approval

At meetings of the Committee, each member will be entitled to one vote and questions will be decided by a majority of votes. In case of an equality of votes, the Chair of the Committee will not have a second or casting vote in addition to his or her original vote.

(h) Procedures

Procedures for Committee meetings will be determined by the Chair of the Committee or a resolution of the Committee or the Board.

(i) **Transaction of Business**

The powers of the Committee may be exercised at a meeting where a quorum is present in person or by telephone or other electronic means, or by resolution in writing signed by all members entitled to vote on that resolution at a meeting of the Committee.

(j) **Absence of Chair of the Committee**

In the absence of the Chair of the Committee at a meeting of the Committee, the members in attendance must select one of them to act as Chair of that meeting.

(k) **Secretary**

The Committee may appoint one of its members or any other person to act as secretary.

(l) **Minutes of Meetings**

The secretary, and if the secretary is not in attendance at a meeting, then a person designated by the Chair of the Committee at such meeting, will keep minutes of the proceedings of the Committee and the Chair will cause an officer of the Corporation to circulate copies of the minutes to each member on a timely basis.

4. Scope, Duties and Responsibilities

The Committee is responsible for performing the duties set out below as well as any other duties at any time required by law to be performed by the Committee or otherwise delegated to the Committee by the Board:

(a) **Appointment and Review of the External Auditor**

The external auditor is ultimately accountable to the Committee and reports directly to the Committee. Accordingly, the Committee will evaluate and be responsible for the Corporation's relationship with the external auditor. Specifically, the Committee will:

- (i) elect, evaluate and recommend an external auditor to the Board for appointment or reappointment, as the case may be, by the Corporation's shareholders and make recommendations with respect to the external auditor's compensation;
- (ii) review and approve the external auditor's engagement letter;
- (iii) resolve any disagreements between senior management and the external auditor regarding financial reporting;
- (iv) at least annually, obtain and review a report by the external auditor describing:
 - (1) the external auditor's internal quality-control procedures, including the safeguarding of confidential information;
 - (2) any material issues raised by such procedures, or the review of the external auditor by an independent oversight body, such as the Canadian Public

Accountability Board, respecting independent audits carried out by the external auditor, and the steps taken to deal with any issues raised in any such review;

- (v) meet with senior management not less than quarterly without the external auditor present for the purpose of discussing, among other things, the performance of the external auditor and any issues that may have arisen during the quarter; and
- (vi) where appropriate, recommend to the Board that the external auditor be terminated.

(b) Confirmation of the External Auditor's Independence

- (i) review a formal written statement from the external auditor describing all of its relationships with the Corporation;
- (ii) discuss with the external auditor any relationships or services that may affect its objectivity and independence (including considering whether the external auditor's provision of any permitted non-audit services is compatible with maintaining its independence);
- (iii) obtain written confirmation from the external auditor that it is objective within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute of Chartered Professional Accountants to which it belongs and is an independent public accountant within the meaning of the Independence Standards of the Chartered Professional Accountants of Canada; and
- (iv) confirm that the external auditor has complied with applicable rules, if any, with respect to the rotation of certain members of the audit engagement team.

(c) Pre-Approval of Non-Audit Services

The approval of the appointment of the external auditor for any non-audit service to be provided to the Corporation must be obtained from the Committee in advance; provided that it will not approve any service that is prohibited under the rules of the Canadian Public Accountability Board or the Independence Standards of the Chartered Professional Accountants of Canada. Before the appointment of the external auditor for any non-audit service, the Committee will consider the compatibility of the service with the external auditor's independence. The Committee may pre-approve the appointment of the external auditor for any non-audit services by adopting specific policies and procedures, from time to time, for the engagement of the external auditor for non-audit services.

(d) Communications with the External Auditor

The Committee has the authority to communicate directly with the external auditor and will meet privately with the external auditor periodically to discuss any items of concern to the Committee or the external auditor.

(e) Review of the Audit Plan

The Committee will discuss with the external auditor the nature of an audit and the responsibility assumed by the external auditor when conducting an audit under generally accepted auditing standards. The

Committee will review a summary of the external auditor's audit plan for each audit and approve the audit plan with such amendments as it may agree with the external auditor.

(f) Review of External Audit Fees

The Committee will review and determine the external auditor's fee and the terms of the external auditor's engagement and inform the Board thereof. In determining the external auditor's fee, the Committee will consider, among other things, the number and nature of reports to be issued by the external auditor, the quality of the internal controls of the Corporation, the size, complexity and financial condition of the Corporation and its subsidiaries and the extent of support to be provided to the external auditor by the Corporation.

(g) Review of Financial Statements

The Committee will review and discuss with senior management and the external auditor the annual audited financial statements, together with the external auditor's report thereon and with senior management the interim financial statements, before recommending them for approval by the Board. The Committee will also review and discuss with senior management and the external auditor management's discussion and analysis relating to the annual audited financial statements and interim financial statements, where applicable. The Committee may, in its discretion, engage the external auditor to review the interim financial statements prior to the Committee's review of such financial statements if the Committee believes such review is warranted in the circumstances.

(h) Review of Other Financial Information

The Committee will review:

- (i) all earnings press releases and other press releases disclosing financial information, as well as all financial information and written earnings guidance provided to analysts and rating agencies;
- (ii) all other financial statements of the Corporation that require approval by the Board before they are released to the public, including, without limitation, financial statements for use in prospectuses or other offering or public disclosure documents and financial statements required by regulatory authorities; and
- (iii) disclosures made to the Committee by the Chief Executive Officer and Chief Financial Officer during their certification process for applicable securities law filings by the Corporation (where applicable) about any significant deficiencies and material weaknesses in the design or operation of the Corporation's internal controls over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information, and any fraud involving senior management or other employees who have a significant role in the Corporation's internal control over financial reporting.

(i) Oversight of Internal Controls and Disclosure Controls

The Committee will review periodically with senior management of the Corporation the adequacy of the internal controls and procedures that have been adopted by the Corporation to safeguard assets from loss

and unauthorized use and to verify the accuracy of the financial records. The Committee will review any special audit steps adopted in light of material control deficiencies or identified weaknesses.

The Committee will review with senior management of the Corporation the controls and procedures that have been adopted by the Corporation to confirm that material information about the Corporation and its subsidiaries that is required to be disclosed under applicable law or stock exchange rules is disclosed.

(j) Legal Compliance

The Committee will review any legal matters that could have a significant effect on the Corporation's financial statements.

(k) Risk Management

The Committee will oversee the Corporation's risk management function and, on a quarterly basis, will review a report from senior management describing the major financial, legal, operational and reputational risk exposures of the Corporation and the steps senior management has taken to monitor and control such exposures.

(l) Taxation Matters

The Committee will review with senior management the status of taxation matters of the Corporation.

(m) Signing Authority and Approval of Expenses

The Committee will determine the signing authority of officers and directors in connection with the expenditure and release of funds. The Committee will also review the Chief Executive Officer's and Chief Financial Officer's expense statements. Director expense statements will be reviewed by the Chief Executive Officer. Where the Chief Executive Officer thinks it advisable, he or she may request that the Committee review director expense statements.

5. Complaints Procedure

The Committee will administer the Corporation's Whistleblower Policy for the receipt, retention and follow-up of complaints received by the Corporation regarding accounting, internal controls, disclosure controls or auditing matters and the confidential, anonymous submission of concerns by employees of the Corporation regarding such matters.

6. Reporting

The Committee will regularly report to the Board on:

- (a) the external auditor's independence, engagement and fees;
- (b) the performance of the external auditor and the Committee's recommendations regarding its reappointment or termination;
- (c) the adequacy of the Corporation's internal controls and disclosure controls;
- (d) the Corporation's risk management procedures;

- (e) its recommendations regarding the annual and interim financial statements of the Corporation, including any issues with respect to the quality or integrity of the financial statements;
- (f) its review of any applicable annual and interim management's discussion and analysis;
- (g) any complaints made under, and the effectiveness of, the Corporation's Whistleblower Policy;
- (h) the Corporation's compliance with applicable legal and regulatory requirements related to financial reporting; and
- (i) other matters that are within its responsibilities, together with any associated recommendations.

7. Assessment

On an annual basis, the Board will opine on the effectiveness of the Committee in fulfilling its responsibilities and duties as set out in this Charter.

8. Review and Disclosure

The Committee will review this Charter at least annually and submit it to the Board together with any proposed amendments. The Board will review the Charter and may propose further amendments as it deems necessary and appropriate.

9. Access to Outside Advisors and Records

The Committee may retain independent counsel and any outside advisor at any time and has the authority to determine any such advisors' fees and other retention terms. The Committee, and any outside advisors retained by it, will have access to all records and information, relating to the Corporation and all their respective officers, employees and agents which it deems relevant to the performance of its duties.