



CHARTER OF THE AUDIT COMMITTEE

ORBIT GARANT DRILLING INC. ("Orbit Garant" or the "Corporation")

1. Objectives

The Committee will assist the Board of Directors in fulfilling its oversight responsibilities, in particular by reviewing the Corporation's accounting framework, financial and performance information, internal controls, risk tolerance and compliance with applicable legislation. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, management and external auditors.

2. Interpretation, Composition and Meeting Particulars

Key definitions are found at Schedule 1.

Details on Composition are found at Schedule 2.

Details on Meetings and Resources are found at Schedule 3.

3. Responsibilities and Duties

3.1 General Responsibilities

While the Committee has the responsibilities and powers set forth below, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate. This is the responsibility of management and the external auditors. It is the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the external auditors and to assure compliance with laws and regulations. The Audit Committee must be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor, regarding financial reporting (Section 2.3 (3) of Regulation 52 110).

3.2 Review of Mandate of the Committee

The Board of Directors shall review and reassess the adequacy of this mandate on an annual basis.

3.3 Public disclosed financial information

3.3.1 The Committee shall review and recommend for approval by the Board of Directors, before release to the public:

3.3.1.1 interim unaudited financial statements;

3.3.1.2 audited annual financial statements, in conjunction with the report of the external auditors;

3.3.1.3 all public disclosure documents containing audited or unaudited financial information, including any prospectus, the Annual Information Form and the Management's

Discussion and Analysis of financial condition and results of operations, as well as related Press Releases, including earnings guidance; and

3.3.1.4 the compliance of management certification of financial reports with applicable legislation and attestation of the Corporation's disclosure controls and procedures.

3.3.2 The Committee shall review and report to the Board of Directors any report or document which accompanies published financial statements (to the extent such a report discusses financial condition or operating results) or which includes financial information extracted or derived from the financial statements of the Corporation for consistency of disclosure with the financial statements themselves.

3.3.3 In its review of financial statements, the Committee should obtain an explanation from management of all significant variances between comparative reporting periods and an explanation from management for items which vary from expected or budgeted amounts as well as from previous reporting periods.

3.3.4 In its review of financial statements, the Committee should review and report to the Board of Directors any unusual or extraordinary items, transactions with related parties, and adequacy of disclosures, asset and liability carrying values, income tax status and related reserves, qualifications, if any, contained in letters of representation and business risks, uncertainties, commitments and contingent liabilities.

3.3.5 In its review of financial statements, the Committee shall review the appropriateness of the Corporation's significant accounting principles and practices, including acceptable alternatives, and the appropriateness of any significant changes in accounting principles and practices.

3.4 Financial reporting and accounting trends

The Committee shall:

3.4.1 review and assess the effectiveness of accounting policies and practices concerning financial reporting;

3.4.2 review with management and with the external auditors any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;

3.4.3 question management and the external auditors regarding significant financial reporting issues discussed and the method of resolution; and

3.4.4 review general accounting trends and issues of accounting policy, standards and practices which affect or may affect the Corporation.

3.5 Internal controls

3.5.1 The Committee shall review and monitor the Corporation's internal control procedures, programs and policies, and assess the adequacy and effectiveness of internal controls over the accounting and financial reporting systems.

3.5.2 The Committee shall review:

3.5.2.1 the evaluation of internal controls by the external auditors, together with management's response;

3.5.2.2 the working relationship between management and external auditors; and

3.5.2.3 internal control procedures to ensure compliance with the law and avoidance of conflicts of interest.

3.5.3 The Committee shall undertake private discussions with staff in charge of the audit function to establish internal audit independence, the level of cooperation received from management, the degree of interaction with the external auditors, and any unresolved material differences of opinion or disputes.

3.6 External auditors

3.6.1 The Committee shall recommend to the Board of Directors the appointment of the external auditors, which must be a member of the Canadian Public Accountability Board (CPAB). The external auditors shall report directly to the Audit Committee (section 2.2 of Regulation 52-110) and that the Audit Committee shall be directly responsible for overseeing the work of the external auditors (section 2.3 (3) of Regulation 52-110).

3.6.2 The Committee shall receive every year a report from the external auditors regarding the auditors' independence, discuss such report with the auditors, and if so determined by the Committee, recommend that the Board of Directors take appropriate action to satisfy itself as to the independence of the auditors.

3.6.3 The Committee shall take appropriate steps to assure itself that the external auditors are satisfied with the quality of the Corporation's accounting principles and that the accounting estimates and judgments made by management reflect an appropriate application of generally accepted accounting principles.

3.6.4 The Committee shall undertake private discussions on a regular basis with the external auditors to review, among other matters, the quality of financial personnel, the level of co operation received from management , any unresolved material differences of opinion or disputes and the effectiveness of the work of the internal audit.

3.6.5 The Committee shall review the terms of the external auditors' engagement and the appropriateness and reasonableness of the proposed audit fees as well as the compensation of any advisors retained by the Committee and shall make recommendations in that respect to the Board of Directors.

3.6.6 The Committee shall review and pre approve any engagements for non audit services provided by the external auditors or their affiliates, together with the fees for such services, and consider the impact of this on the independence of the external auditors in accordance with Schedule 4. The Committee shall determine what the non-audit services are, that the external auditors are prohibited from providing to the Corporation and may establish a procedure to satisfy the pre approval requirements by the Committee of all non-audit services in accordance with Schedule 4.

3.6.7 When a change of auditors is proposed, the Committee shall review all issues related to the change, including the information required to be disclosed by regulations and the planned steps for an orderly transition.

3.6.8 The Committee shall review all reportable events, including disagreements, unresolved issues and consultations on a routine basis whether or not there is to be a change of auditors.

3.6.9 When discussing auditor independence, the Committee will consider both rotating the lead audit partner or audit partner responsible for reviewing the audit after a certain number of years and establishing hiring policies for employees or former employees of its external auditor.

3.6.10 The Committee must review and approve, if applicable, the Corporation's hiring policies regarding partners, employees or former partners and employees of the present and former external auditors of the Corporation.

3.7 Audit procedures

- 3.7.1 The Committee shall review the audit plans and shall inquire as to the extent to which the planned audit scope can be relied upon to detect weaknesses in internal control or fraud or other illegal acts. The audit plan should be reviewed with the external auditors and with management, and the Committee should recommend to the Board of Directors the scope of the external audit as stated in the audit plan.
- 3.7.2 The Committee shall review any problems experienced by the external auditors in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management.
- 3.7.3 The Committee shall review the post audit or management letter containing the recommendations of the external auditors, and management's response and subsequent follow-up to any identified weakness.

3.8 Risk Management and other responsibilities

- 3.8.1 The Committee shall put in place procedures to receive and handle complaints or concerns received by the Corporation about accounting or audit matters including the anonymous submission by employees of concerns respecting accounting or auditing matters.
- 3.8.2 The Committee shall review such litigations, claims, transactions or other contingencies as the external auditors or any officer of the Corporation may bring to its attention, and shall periodically review the Corporation's Risk Management Programs and Comprehensive Computer Disaster Recovery Plans.
- 3.8.3 The Committee shall examine any proposed policy of the Corporation on use of derivatives and monitor any risk associated thereto.
- 3.8.4 The Committee shall review the related party transactions in line with the applicable securities rules and regulations.
- 3.8.5 At the request of the Board of Directors, the Committee shall review business risks that could affect the ability of the Corporation to achieve its business plan.
- 3.8.6 The Committee shall review uncertainties, commitments and contingent liabilities material to financial reporting.
- 3.8.7 The Committee shall review the effectiveness of control and control systems utilized by the Corporation in connection with the financial reporting of the Corporation.
- 3.8.8 The Committee shall review material valuation issues.
- 3.8.9 The Committee shall review the quality and accuracy of accounting systems, the adequacy of the protections against damage and disruption, and security of confidential information through information systems reporting of the Corporation.
- 3.8.10 The Committee shall review material matters relating to audits of subsidiaries.
- 3.8.11 The Committee shall review cases where management has sought accounting advice on a specific issue from an accounting firm other than the one appointed as auditor.
- 3.8.12 The Committee shall review any legal matters that could have a significant impact on the financial statements.

- 3.8.13 The Committee shall consider other matters of a financial nature it feels are important to its mandate or as directed by the Board of Directors.
- 3.8.14 The Committee shall report regularly to the Board of Directors on its proceedings, reviews undertaken and any associated recommendations.
- 3.8.15 The Committee shall have the right, for the purpose of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.

4. **Compensation**

Members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board of Directors may determine from time to time.

Approved by the Board of Directors on May 8, 2012.

SCHEDULE 1

Interpretation

“**Accounting or Related Financial Experience**” means the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with International Financial Reporting Standards (IFRS).

“**Audit Services**” means the professional services rendered by the issuer’s external auditor for the audit and review of the Corporation’s financial statements or services that are normally provided by the external auditor in connection with the laws applicable in securities matters.

“**Committee**” means the Audit Committee of the Board of Directors of the Corporation.

“**Executive Officer**” means, with respect to an entity, an individual who is chair of the entity, president and Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, a vice president of a principal business unit, an officer of any subsidiary or any other individual who performs policy making functions in respect of an entity.

“**External Auditor**” means a public accounting firm that is retained by the Corporation or any of its subsidiaries to provide Audit Services to the Corporation or any of its subsidiaries, including each of such firm’s affiliated member firm;

“**Financially Literate**” An individual is financially literate if he or she has the ability to read and understand a set of financial statements 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 issuer’s financial statements.

“**Unrelated or Independent Directors**” means a director who is: (a) not a member of management and is free from any interest, direct or indirect, and any business, family or other relationship which could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Corporation, other than interests and relationships arising solely from holdings in the Corporation, (b) not currently, or has not been within the last three years, an officer, employee of or material service provider to the issuer or any of its subsidiaries or affiliates; and (c) not a director (or similarly situated individual) officer, employee or significant shareholder of an entity that has a material business relationship with the Corporation; (d) not a person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation, or (e) management consultants of the Corporation, its Associates or Affiliates.

“**Non-Audit Services**” means services other than Audit Services;

“**Public Traded Subsidiary**” means a subsidiary company, participating voting shares of which are listed for trading on a recognized stock exchange.

Schedule 2

Composition

1. The Committee shall consist solely of Independent Directors, all of whom shall be Financially Literate and at least one of whom shall have Accounting or Related Financial Experience.
2. Following each Annual General Meeting of Shareholders, the Board of Directors shall elect three Directors, who shall meet all independence and experience requirements, to serve on the Committee until the close of the next Annual General Meeting of Shareholders of the Corporation or until the member ceases to be a Director, resigns or is replaced, whichever first occurs. Any member may be removed from office or replaced at any time by the Board of Directors.
3. The Board of Directors shall appoint one of the members of the Committee as the Chairman of the Committee. If the Chairman is absent from a meeting, the members shall select a Chairman from those in attendance to act as Chairman of the meeting.

SCHEDULE 3

Meetings and Resources

1. Regular meetings of the Committee shall be held at least quarterly. Special meetings of the Committee may be called by the Chairman of the Committee, the external auditors, the Chairman of the Board of Directors of the Corporation or the Chief Financial Officer of the Corporation.
2. The powers of the Committee shall be exercisable by a meeting at which a quorum is present. A quorum shall be not less than a majority of the acting members of the Committee from time to time.
3. Unless otherwise determined by the Board of Directors, the Committee shall have the power to fix its quorum and to regulate its procedure. Matters decided by the Committee shall be decided by majority vote.
4. Notice of each meeting shall be given to each member, the external auditors, the Chairman of the Board of Directors of the Corporation, the President and the Chief Financial Officer of the Corporation, any or all of whom shall be entitled to attend, unless a member of that Committee believes that there is a potential conflict of interest, in which event only members of the Committee and such other people that the Committee determines necessary, will be permitted to attend.
5. Notice of meeting may be given orally or by letter, telephone facsimile transmission, telephone or electronic device, not less than 24 hours before the time fixed for the meeting. Members may waive Notice of any meeting. The Notice need not state the purpose or purposes for which the meeting is being held.
6. Opportunities should be afforded periodically to the external auditors and the senior management to meet separately with the Committee.
7. The Committee shall have the authority to retain special legal counsel, accountant or other consultants as it may see fit to attend its meetings and to take part in discussion and consideration of the affairs of the Committee at the Corporation's expense. The Audit Committee has the authority to set and pay the compensation for any advisors employed by the Audit Committee (section 4.1 of Regulation 52-110).
8. The Secretary of the Corporation or designate of the Secretary shall be the Secretary of all meetings of the Committee and shall maintain minutes of all meetings and deliberations of the Committee unless a member of that Committee believes that there is a potential conflict of interest, in which event another member of the Committee shall service as secretary to the Committee.

SCHEDULE 4

POLICY REGARDING PRE-APPROVAL OF SERVICES PROVIDED BY THE EXTERNAL AUDITOR

1. GENERAL

1.1 Purpose.

The Corporation and its subsidiary entities engage its External Auditor from time to time to provide both Audit Services and Non-Audit Services. The Corporation believes that it may be appropriate to engage the External Auditor to provide certain Non-Audit Services given that the External Auditor possesses unique knowledge of the business and affairs of the Corporation and its subsidiaries and can provide necessary and valuable services to the Corporation and its subsidiaries. The Committee has established this Policy for the pre-approval of services provided to the Corporation and its subsidiaries by the External Auditor for the purpose of identifying, mitigating and/or eliminating potential threats to the independence of the External Auditor.

1.2 Application.

This Policy applies to the Corporation and all of its subsidiary entities. Similar policies are in place at the Publicly Traded Subsidiaries, governing these subsidiaries and their subsidiaries.

1.3 Reporting.

Individuals who become aware of a situation or incident where this Policy has been, or may be breached, must report the situation or incident immediately. Officers or employees of the Corporation or any of its wholly owned subsidiary entities should report to an Executive Officer of the Corporation. Members of the Board of Directors should report to the Chairman of the Board of the Corporation.

1.4 Consequences of Non-Compliance with this Policy.

Any director, officer or other employee of the Corporation or any of its wholly owned subsidiary entities who violates this Policy may face disciplinary action up to and including termination of his or her appointment or employment. Violation of this Policy could also result in other sanctions and/or liability for damages for the director, officer or other employee and/or the Corporation.

2. AUDIT SERVICES

The Committee's approval of the terms of the engagement of the External Auditor for Audit Services and the recommendation to the Board of Directors that a public accounting firm be appointed the External Auditor of the Corporation shall constitute pre-approval of the Audit Services set forth in Schedule A, ("Audit Services") which Schedule shall be reviewed periodically by the Committee and amended as the Committee may deem necessary or advisable.

3. NON-AUDIT SERVICES

3.1 Prohibited Non-Audit Services.

Neither the Corporation, nor any of its subsidiary entities, shall engage the External Auditor to provide, directly or indirectly, any of the Non-Audit Services set forth in Schedule B ("**Prohibited Non-Audit Services**").

3.2 Permitted Non-Audit Services Budget.

- (a) The CFO shall submit a detailed annual budget, prior to the start of each fiscal year, of Permitted Non-Audit Services (the "Permitted Non-Audit Services Budget") that the CFO would like to have pre-approved for the upcoming fiscal year. The Committee shall review and, if appropriate,

recommend to the Board of Directors that the Permitted Non-Audit Services Budget be approved. At each quarterly meeting of the Committee, the CFO shall provide the Committee with a reconciliation of the actual amount of Permitted Non-Audit Services actually incurred, against the amount anticipated in the Budget and their best estimate of any additional Permitted Non-Audit Services specific services that they would like to have the Auditor perform. The Committee shall review and, if appropriate, recommend to the Board of Directors that the amended Permitted Non-Audit Services Budget presented at that quarterly meeting be approved.

- (b) Any specific requests for engaging the External Auditor to provide a Permitted Non-Audit Service that does not form part of the Permitted Non-Audit Services Budget (and therefore has not been pre-approved) will be made by the CFO directly to the Chairman of the Committee; provided, however, that at no time can the aggregate of the Permitted Non-Audit Service that has not been pre-approved exceed five percent (5%) of the total amount of fees reasonably expected to be paid to the Auditor in that fiscal year (the “Maximum Non-Approved Permitted Non-Audit Services”). At each meeting of the Committee they shall review and, if appropriate, approve the Permitted Non-Audit Services that were not pre-approved and have been incurred. If the Committee does not approve that expenditure, the Maximum Non-Approved Permitted Non-Audit Services for that fiscal year shall be reduced by the amount of the expenditure incurred. If the Committee approves that expenditure, the Permitted Non-Audit Services Budget shall be deemed to be amended accordingly and the Maximum Non-Approved Permitted Non-Audit Services shall be re-set as if the expenditure had not been incurred.

3.3 Independence.

In reviewing Permitted Non-Audit Services for pre-approval, the Committee shall consider the impact of all such services and associated fees on the independence of the External Auditor.

3.4 Corporate Procedures.

The Committee may establish and maintain appropriate procedures to implement this Policy.

3.5 Procedures of the External Auditor.

The Corporation shall provide a copy of this Policy to the External Auditor and shall require that the External Auditor implement its own policies and procedures to ensure that Prohibited Non-Audit Services are not provided to the Corporation or to any of its subsidiary entities and that all Permitted Non-Audit Services that are provided to the Corporation or to any of its subsidiary entities have been pre-approved in accordance with this Policy.

3.6 Publicly Traded Subsidiaries.

The Committee shall require that the Secretary of the Committee table a report annually from the Secretary of each Publicly Traded Subsidiary’s Audit confirming that:

- (a) such subsidiary has in place a policy substantially the same as the Policy, governing such subsidiary and its subsidiaries; and
- (b) that the Policy of such subsidiary governing Audit Services, Prohibited Non-Audit Services and Permitted Non-Audit Services conforms with the Policy and the appropriate Schedules under paragraph 2 and 3 hereof.

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As approved by the Board of Directors of the Corporation on May 8, 2012.

Schedule A

AUDIT SERVICES – ORBIT GARANT DRILLING

1. Audits of Consolidated Financial Statements and services normally provided in connection with statutory and regulatory filings or engagements, including consultation on accounting issues, attendance at Audit Committee meetings and other services integral to audits of financial statements for the Corporation and its subsidiaries.
2. Compliance letters, agreed-upon procedures, reviews and similar reports based on Audited Financial Statements for the Corporation and its subsidiaries.
3. Other audit engagements that may become necessary in compliance with future regulatory requirements, including audit of management's assessment of internal controls and audit of internal controls. Services include coordination and review activities that assist in identifying potential audit considerations associated with an anticipated attest engagement.

Schedule B

PROHIBITED NON-AUDIT SERVICES

1. **Management Functions:** make a management decision or perform management functions for the Corporation or any of its subsidiary entities including: (i) authorizing, approving, executing or consummating a transaction; (ii) having or exercising authority on behalf of the Corporation or any of its subsidiary entities; (iii) determining which recommendation of External Auditor will be implemented; or (iv) reporting in a management role to those charged with governance of the Corporation or any of its subsidiaries entities.
2. **Journal Entries and Sources Documents:** (i) prepare or change a journal entry, determine or change an account code or a classification for a transaction or prepare or change another accounting record without the approval of management; or (ii) prepare a source document or originating data, or make a change to such a document or data.
3. **Accounting or Bookkeeping:** accounting or bookkeeping services related to the accounting records or financial statements to be audited including: (i) maintaining or preparing the accounting records of the Corporation or any of its subsidiary entities; (ii) preparing the financial statements or preparing financial statements which form the basis of the financial statements on which the audit report is provided; or (iii) preparing or originating source data underlying such financial statements, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during the audit of such financial statements.
4. **Valuation:** valuation services to the Corporation or any of its subsidiary entities, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during the audit of the financial statements.
5. **Actuarial:** actuarial services to the Corporation or any of its subsidiary entities, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during the audit of the financial statements.
6. **Internal Audit:** internal audit services to the Corporation or any of its subsidiary entities that relate to the internal accounting controls, financial systems or financial statements of the Corporation or any of its subsidiary entities, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during the audit of the financial statements.
7. **Financial Information Systems Design and Implementation:** financial information systems design or implementation services where such services involve; (i) directly or indirectly operating, or supervising the operation of the information system of the Corporation or any of its subsidiary entities, or managing the local area network of the Corporation or any of its subsidiary entities; (ii) designing or implementing a hardware or software system that aggregates source data underlying the financial statements or generates information that is significant to the financial statements or other financial information systems of the Corporation or any of its subsidiary entities taken as a whole, unless it is reasonable to conclude that the results of these services will not be subject to audit procedures during an audit of the financial statements.
8. **Expert and Legal:** expert opinion or other expert services for the purpose of advocating the interest of the Corporation or any of its subsidiary entities in a civil, criminal, regulatory, administrative or legislative proceeding or investigating, or legal services.
9. **Human Resources:** provide any of the following services to the Corporation or any of its subsidiary entities: (i) searching for or seeking out prospective candidates for management, executive or director positions; (ii) engaging in psychological testing, or other formal testing or evaluation programs; (iii) undertaking reference checks of prospective candidates for an executive or director position; (iv) acting as a negotiator or mediator on behalf of the Corporation or any of its subsidiary entities with respect to employees or future employees with respect to any condition of employment, including position, status or

title, compensation or fringe benefits; or (v) recommending or advising the entity to hire a specific candidate for a specific job.

10. **Corporate Finance:** (i) promoting, dealing in or underwriting the securities of the Corporation or any of its subsidiary entities; (ii) making investment decisions on behalf of the Corporation or any of its subsidiary entities, or otherwise having discretionary authority over the investments of the Corporation or any of its subsidiary entities; (iii) executing a transaction to buy or sell investment of the Corporation or any of its subsidiary entities; or (iv) having custody of assets of the Corporation or any of its subsidiary entities, including taking temporary possession of securities purchased by the Corporation or any of its subsidiary entities.
11. **Other Services:** any other services prohibited by the Canadian Institute of Chartered Accountants, the Canadian Public Accountability Board or other regulatory body of competent jurisdiction.

Schedule C

ORBIT GARANT DRILLING

**PRE-APPROVED LIST
PERMITTED NON-AUDIT SERVICES**

A. AUDIT-RELATED SERVICES

1. Reviews of securities filing, letters to underwriters and other services related to financings for the Corporation and its subsidiaries.
2. Review of Interim Financial Statements of the Corporation and related regulatory filings.
3. Audits/specified procedures related to reports and filings.

B. TAX SERVICES

Tax consultations and assistance for the Corporation, its subsidiaries and certain mutual funds in connection with all tax matters, including, without limitation, income taxes, property taxes, commodity taxes, capital taxes and payroll taxes.

C. OTHER SERVICES

1. Translation services for Interim and Annual Financial Statements, MD&A, quarterly and annual reports to shareholders and if applicable, Annual Information Forms, for the Corporation and its subsidiaries.
2. Financial and tax due diligence on proposed acquisitions, divestitures or discontinued operations for the Corporation and its subsidiaries.