

Policy on non-audit services provided by the independent external auditors

Aura Consolidated Group, Inc.

1 Role of the Committee

The Audit and Risk Committee (**Committee**) is responsible for setting the Company's policy on the provision of non-audit services and ensuring compliance with that policy.

2 What are non-audit services?

'Non-audit services' means any services provided by the external auditor that are not included in, or are not necessarily incidental to, the terms of the audit engagement.

'Non-audit services' do not include 'prohibited non-audit services' that are referred to in sections 3 and 4 of this policy.

3 What are prohibited non-audit services?

'Prohibited non-audit services' are services that, if provided by the external auditor to the Company, would create a real or perceived threat to the independence of the external auditor.

4 External auditor may not provide prohibited non-audit services

As a general rule, the external auditor may not provide any prohibited non-audit services to the Company.

Unless the Committee decides otherwise, the external auditor is prohibited from:

- providing appraisal or valuation and fairness opinions;
- performing internal audit services;
- providing advice on deal structuring and related documentation;
- providing tax planning and strategic advice;
- providing IT systems services, including the design and implementation of finance systems;
- performing executive recruitment or extensive human resources functions;
- acting as a broker, dealer, promoter or underwriter; or
- providing legal services.

However, even if a non-audit service is not listed above, it will still be prohibited if it creates a real or perceived threat to the independence of the external auditor.

5 CFO must approve all non-audit services

To ensure auditor independence is maintained, the Company requires all engagements of the external auditor to provide non-audit services to be approved in writing by the CFO.

6 CFO needs Committee approval for certain non-audit services

The CFO must obtain the prior written approval of the Committee before the external auditor can be engaged to perform non-audit services where:

- the fee for the particular engagement exceeds \$25,000; or
- the annual fees for all non-audit services exceed, or are likely to exceed, 25% of the auditor's annual audit fees.

7 Factors to be considered when granting approval

In assessing a request for non-audit services, the CFO and the Committee (as applicable) are required to give consideration to:

- the nature of the service provided;
- the dollar value and period of engagement;
- the availability of alternate service providers and the reasoning for recommending the external auditor;
- the audit firm's self-assessment of its independence risk, including safeguards to mitigate perceived risks; and
- any other circumstances relevant to the engagement.

8 Monitoring and reporting

CFO

The CFO must report to the Committee on a periodic basis regarding:

- any non-audit services provided by the auditor; and
- the amounts paid to the external auditor for those services.

Committee

The Committee must provide an annual report to the Board with respect to the non-audit services provided by the external auditor during the year. The report must include:

- the amounts paid or payable to the external auditor for non-audit services provided during the year;
- a statement whether the Committee is satisfied that the provision of those services during the year is compatible with the general standard of independence for auditors; and
- the reasons for the Committee's opinion.