

**TIDEWATER RENEWABLES LTD.**

**AUDIT COMMITTEE CHAIR POSITION DESCRIPTION AND MANDATE**

The term “**Board**” refers to the board of directors of Tidewater Renewables Ltd. (the “**Company**”), the term “**Committee**” refers to the Audit Committee of the Board, and the term “**Chair**” refers to the chairperson of the Committee.

**1. Introduction**

- (a) The Chair is appointed annually by the Board and reports to the Board.
- (b) The Chair maintains ongoing communications with the Chair of the Board with regard to material issues as such issues arise from time to time.
- (c) The Chair’s primary role is managing the affairs of the Committee, including ensuring the Committee is organized properly, functions effectively and meets its obligations and responsibilities, including those matters set forth in the mandate of the Committee.
- (d) The Chair works with the Chief Financial Officer (“**CFO**”) of the Company to ensure an effective working relationship with Committee members.
- (e) The Chair maintains on-going communications with the CFO and with such other officers and employees of the Company as the Chair determines appropriate.
- (f) The Chair, in conjunction with the Committee, maintains ongoing communications with the Company’s external auditors.

**2. Duties and Responsibilities**

**Working with the Company and the Company’s External Auditors**

The Chair has the responsibility to:

- (a) lead the Committee in overseeing the work of the Company’s financial management team and the Company’s external auditors;
- (b) lead the Committee in overseeing the integrity of the Company’s financial statements and financial reporting process, including the audit process and the Company’s internal accounting controls and procedures and compliance with related legal and regulatory requirements; and
- (c) report to the Board after each Committee meeting at the Board’s next meeting.

**Managing the Committee**

The Chair has the responsibility to:

- (a) ensure the Committee is alert to its obligations to the Board and pursuant to law;
- (d) chair Committee meetings;
- (e) establish the frequency of Committee meetings and review such frequency from time to time, as considered appropriate (provided, however, that Committee meetings shall be

called by the Chair at the request of two members of the Committee or at the request of the Company's external auditors);

- (f) assist the Board in its recommendation of Committee members and its review of the performance and suitability of the Committee members;
- (g) ensure the coordination of the agenda, information packages and related events for Committee meetings in conjunction with the CFO;
- (h) maintain a liaison and communication with Committee members, other directors and the Chair of the Board to co-ordinate input from Committee members and directors, and optimize the effectiveness of the Committee;
- (i) in collaboration with the CFO, ensure information requested by Committee members is provided and meets their needs; and
- (j) in conjunction with the Governance, Compensation and Sustainability Committee, review and assess Committee attendance, performance and compensation and the size and composition of the Committee.