

ORBITE TECHNOLOGIES INC.

AUDIT COMMITTEE CHARTER**ARTICLE 1 - PURPOSE AND COMPOSITION****Section 1.1 Audit Committee**

The purpose of the Audit Committee (the “Committee”) of Orbite Technologies Inc. (the “Company”) is to assist the Board of Directors (the “Board”) in its oversight of:

- The integrity of the Company’s financial statements;
- The internal and external auditor qualifications and independence;
- The performance of the Company’s internal audit function and external auditor;
- The integrity of internal controls;
- The procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- The identification of the material risks that may affect the Company and the implementation of appropriate measures to manage such risks.

The Committee does not have the mandate of planning or conducting a financial audit, nor is it responsible for determining whether the financial statements are complete and fully reflect the Company’s situation or whether accounting principles applicable to the Company have actually been applied. In these respects, after having carried out the verifications dictated by the circumstances, and having ensured the existence of adequate internal controls, the Committee relies on the accounting and financial expertise of the President and Chief Executive Officer and the Chief Financial Officer of the Company who are responsible for the integrity of the information submitted to the Committee and to the Board.

The Committee of the Company shall be composed of not less than three directors of the Company, all of whom shall be independent within the meaning of *Regulation 52-110 respecting audit committees* (Québec) (the “Regulation 52-110”), as amended or replaced from time to time, subject to the exceptions set out in Regulation 52-110. All members of the Committee shall be financially literate as prescribed in Regulation 52-110.

Section 1.2 Management

Management is responsible for:

- The preparation, presentation and integrity of the Company’s financial statements and for maintaining appropriate accounting policies and internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations;
- Identifying the material risks and putting in place appropriate measures allowing to manage such risks.

Section 1.3 Auditor

The external auditor is responsible for auditing the Company's annual financial statements and reviewing the Company's quarterly financial statements (if requested by the management of the Company or if required under the applicable legislation).

ARTICLE 2 – SCOPE OF MANDATE

The responsibilities of the Committee extend to Orbite Technologies Inc., its subsidiaries and their divisions. In this mandate, the word "Company" refers to Orbite Technologies Inc., its subsidiaries and their divisions.

ARTICLE 3 – RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Section 3.1 Financial Disclosure

- Review the Company's:
 - a) interim and annual financial
 - b) management's discussions and analyses;
 - c) interim and annual earnings press releases;
 - d) annual information forms;
 - e) prospectuses;
 - f) other documents containing audited or unaudited financial information, at its discretion.
- And report thereon to the Board before such documents are approved by the Board and disclosed to the public;
- Be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the disclosure provided by the financial statements, management's discussions and analyses and earnings press releases, and shall periodically assess the adequacy of those procedures.

Section 3.2 External Audit

The Committee shall:

- Recommend to the Board the external auditor to be appointed for purposes of preparing or issuing an auditor's report or performing other audit, review or attest services;
- Review and approve the audit plan, the terms of the external auditor's engagement, the appropriateness and reasonableness of proposed audit fees, and any issues relating to the payment of audit fees, and make a recommendation to the Board with respect to the compensation of the external auditor;
- Review the independence of the external auditor;
- Meet with the external auditor and with management to discuss the audit plan, audit findings, any restrictions on the scope of the external auditor's work, and any problems that the external auditor experiences in performing the audit;

- Review with the external auditor and management any changes in the applicable accounting principles that may be material to the Company's financial reporting;
- Review pro forma or adjusted information not in accordance with the applicable accounting principles;
- Have the authority to communicate directly with the external auditor;
- Require the external auditor to report directly to the Committee;
- Directly oversee the work of the external auditor that is related to the preparation or issue of an auditor's report or other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- Meet with the external auditor to discuss the annual financial statements (including the report of the external auditor thereon) and the interim financial statements (including the review engagement report of the external auditor thereon);
- Review any management letter containing the recommendations of the external auditor, and the response and follow up by management in relation to any such recommendations;
- Review any evaluation of the Company's internal control over financial reporting conducted by the external auditor, together with management's response;
- Pre-approve (or delegate such pre-approval to one or more of its independent members) in accordance with a pre-approval policy, all engagements for non-audit services to be provided to the Company or its subsidiary entities by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor;
- Review and approve the Company's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- In the event of a change of auditor, review and approve the Company's disclosure relating thereto.

Section 3.3 - Financial Complaints Handling Procedures

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- Establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Section 3.4 – Annual Review

- The Committee shall review and assess the adequacy of its mandate annually, report to the Board thereon and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of the performance of the Committee and shall report to the Chairman of the Board thereon.

ARTICLE 4 - OPERATION OF THE COMMITTEE

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

- **Reporting.** The Committee shall report to the Board.
- **Meetings.** The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder.
- **Advisors.** The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay, at the Company's expense, the compensation of such advisors.
- **Chairman.** The Committee will recommend a director as Chairman of the Committee to the Board for approval.

If the Chairman 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.

- **Quorum.** A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- **Secretary.** The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee.
- **Calling of Meetings.** A meeting of the Committee may be called by the Chairman of the Committee, by the external auditor of the Company, or by any member of the Committee.
- **Notice of Meeting.** 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.

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.

- **Auditor's Attendance at Meetings.** The external auditor shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Company, to attend and be heard at any meeting of the Committee. If so requested by a member of the Committee, the external auditor shall attend every meeting of the Committee held during the term of office of the external auditor.

- **Access to Information.** The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.
- **Review of Charter.** The Committee shall periodically review this Charter and recommend any changes to the Board as it may deem appropriate.
- **Reporting.** The Chairman of the Committee shall report to the Board, at such times and in such manner, as the Board may from time to time require and shall promptly inform the Chairman of the Company of any significant issues raised during the performance of the functions as set out herein, by the external auditor or any Committee member, and shall provide the Chairman copies of any written reports or letters provided by the external auditor to the Committee.