

AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee is appointed by the board of directors (the “Board”) of RF Capital Group Inc. (the “Company”) and is responsible for assisting the Board in its oversight and evaluation of:

- the quality and integrity of the financial statements of the Company;
- the internal controls and financial reporting systems of the Company;
- the Company’s compliance with legal and regulatory requirements in respect of financial disclosure;
- the qualifications, independence and performance of the Company’s independent auditors;
- the performance of the Company’s Chief Financial Officer; and
- all additional duties set out in this Charter or otherwise delegated to the Audit Committee by the Board.

In addition, the Audit Committee provides an avenue for communication between the independent auditor, financial management, other officers and employees and the Board concerning accounting and auditing matters.

The Audit Committee is responsible for recommendations to the Board regarding the appointment, compensation, retention (and termination) and for the direct oversight of the work of the independent auditor (including oversight of the resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing audit reports or performing other audit, review or attest services for the Company.

The Audit Committee is not responsible for:

- planning or conducting audits;
- certifying or determining the completeness or accuracy of the Company’s financial statements or that those financial statements are in accordance with International Financial Reporting Standards; or
- guaranteeing the report of the Company’s independent auditor.

The fundamental responsibility for the Company’s financial statements and disclosure rests with management. It is not the duty of the Audit Committee to conduct investigations, to itself resolve

disagreements (if any) between management and the independent auditor or to ensure compliance with applicable legal and regulatory requirements in respect of financial matters and disclosure.

REPORTS

The Audit Committee shall report to the Board on a regular basis and, in any event, before the public disclosure by the Company of its quarterly and annual financial results. The reports of the Audit Committee shall include any issues that the Committee is aware of relating to the quality or integrity of the Company's financial statements, its compliance with legal or regulatory requirements in respect of financial matters and disclosure, and the performance and independence of the Company's independent auditor.

The Audit Committee shall also prepare, as required by applicable law, any audit committee report required for inclusion in the Company's publicly filed documents.

COMPOSITION

The members of the Audit Committee shall be three or more members, of which one member must be the chair of the Risk Committee, all of whom are non-management directors appointed in each year (and may be replaced) by the Board on the recommendation of the Company's Governance Committee. Each of the members of the Audit Committee shall meet the standards for directors' independence required by applicable law and, without limitation, be financially literate (or acquire that familiarity within a reasonable period after appointment). This shall, at a minimum, include the ability to read, understand and critically review a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to those in the Company's financial statements.

No member of the Audit Committee shall accept (directly or indirectly) any consulting, advisory or other compensatory fee from the Company, or its subsidiaries or Affiliates (as defined in section 1.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*) (collectively, the "RF Capital Group") (other than remuneration for acting in his or her capacity as a director) or be an "affiliated person" of the RF Capital Group. (For this purpose, an "affiliate" of a person is a person that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with the first person). No member of the Audit Committee shall serve on the audit committee of a competitor.

RESPONSIBILITIES

Independent Auditors

The Audit Committee shall:

- recommend to the Board the appointment and, if appropriate, termination of the independent auditor, subject to the provisions of applicable law, regulation and policy;

- review and approve the independent auditor's engagement letter and annual audit plan, ensuring the audit plan is risk-based and covers all relevant activities;
- review with the independent auditor and approve any proposed change to the scope of the annual audit plan during the year, including without limitation, any change to the materiality level;
- recommend to the Board the compensation of the independent auditor, subject to the provisions of applicable law, regulation and policy;
- monitor actual independent auditor billings against that approved compensation;
- obtain confirmation from the independent auditor that it is ultimately accountable, and will report directly, to the Audit Committee and the Board;
- oversee the performance of the independent auditor and, in the context thereof, require the independent auditor to report to the Audit Committee (among other things) any disagreement between management and the independent auditor regarding financial reporting and the resolution of each such disagreement;
- adopt policies and procedures requiring the pre-approval of any retention of the Company's independent auditor by the RF Capital Group for audit and permitted non-audit services (subject to any restrictions on such services imposed by applicable legislation), including procedures for the delegation of authority to provide such approval to one or more members of the Audit Committee;
- at least annually, review the qualifications, performance and independence of the independent auditor. In doing so, the Audit Committee shall, among other things, undertake the measures set forth in Schedule "A";
- review and discuss with the independent auditor annually that firm's Canadian Public Accountability Board public report and any findings specific to an inspection of the RF Capital Group's audit; and
- conduct a comprehensive review of the independent auditor at least every five years, including without limitation, the periodical consideration whether to put the independent audit contract out for tender, taking into consideration the length of the current audit firm's tenure and the risks it may pose to the independent audit firm's objectivity and independence, and related approval of the criteria for tendering the engagement.

The Audit Process, Financial Statements and Related Disclosure

The Audit Committee shall, as it determines to be appropriate:

- review with management and the independent auditor:
 - the planning and staffing of the audit by the independent auditor;
 - prior to public disclosure, the Company's annual audited financial statements and quarterly unaudited financial statements, the Company's accompanying disclosure of Management's Discussion and Analysis ("MD&A") and earnings press releases and make recommendations to the Board of Directors as to the approval and dissemination of those statements and disclosure;
 - its policies and practices regarding: (a) press releases containing material financial information; and (b) financial information and earnings guidance provided to analysts and rating agencies, recognizing that this review and discussion may be done generally (consisting of a discussion of the types of information to be disclosed and the types of presentations to be made) and need not take place in advance of the disclosure of each release;
 - any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the selection or application of accounting principles, any major issues regarding auditing principles and practices, and the adequacy of internal controls that could significantly affect the Company's financial statements;
 - all critical accounting policies and practices used;
 - all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;
 - the use of "pro forma" or "adjusted" non-GAAP information;
 - the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, transactions, arrangements and obligations (contingent or otherwise), on the Company's financial statements;
 - any disclosures concerning weaknesses or deficiencies in the design or operation of internal controls or disclosure controls made to the Audit Committee by the Chief Executive Officer and the Chief Financial Officer of the Company during their financial reporting certification process for forms filed with applicable securities regulators;

- the adequacy of the RF Capital Group's internal accounting controls, management information systems and of its financial, auditing and accounting organizations and personnel, as well as any special steps adopted in light of any identified material control deficiencies; and
- the establishment, and periodic review, of procedures for the review of financial information extracted or derived from the Company's financial statements;
- coordinate (via meetings or overlap of membership) with the Board, particularly with the Risk Committee, with respect to understanding and reviewing with management the RF Capital Group's guidelines and policies with respect to the RF Capital Group's major financial risk exposures, the steps management has taken to monitor and control such exposures and required disclosure thereof;
- review with the independent auditor:
 - the quality and acceptability of the accounting principles that have been applied;
 - to the extent encountered, any problems or difficulties of the independent auditor in connection with the provision of its audit-related services, including any restrictions on the scope of activities or access to requested information, any significant disagreements with management and any management letter provided by the independent auditor or other material communication (including any schedules of unadjusted differences) to management and the Company's response to that letter or communication; and
 - any changes to the Company's significant auditing and accounting principles and practices suggested by the independent auditor and/or members of management;
- review with management the adequacy of information, information systems and recovery plans, as it relates to financial reporting;
- review with management all related party transactions and the development of appropriate policies and procedures relating to those transactions; and
- oversee appropriate disclosure of the Audit Committee's charter and other information required to be disclosed by applicable legislation.

Legal and Compliance

The Audit Committee shall, as it determines appropriate:

- review with the Company's General Counsel any legal matter that may have a material impact on the financial statements or accounting policies;
- review with the Company's Chief Compliance Officer, other members of management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies;
- establish procedures for:
 - the receipt, retention and treatment of complaints regarding accounting, (including internal accounting controls) and auditing matters; and
 - the confidential, anonymous submission by employees of the RF Capital Group of concerns regarding any accounting or auditing matters; and
- periodically review with management the need for an internal audit function, including understanding how the Company's internal audit work plan is aligned with the risks that have been identified and with risk governance (and risk management) information needs.

Delegation

To avoid any confusion, the Audit Committee responsibilities identified above are the sole responsibility of the Audit Committee and may not be delegated to a different committee of the Board, group or individual.

MEETINGS

The Audit Committee shall meet at least quarterly and more frequently as circumstances require. Any member of the Audit Committee may call a meeting. The quorum requirement for any meeting of the Audit Committee is a majority of the members. All members of the Audit Committee should strive to attend all meetings in person. The Audit Committee shall periodically meet separately with management and/or the independent auditors and may request that any officer or employee of the RF Capital Group, the RF Capital Group's external counsel or independent auditor of the RF Capital Group attend meetings of the Audit Committee or meetings with any members of, or advisors to, the Audit Committee. The Audit Committee also may meet with the investment bankers, financial analysts and rating agencies that provide services to, or follow, the RF Capital Group.

The Audit Committee may delegate authority to individual members and/or sub-committees where the Audit Committee determines it is appropriate to do so.

REPORTING

The Committee will report regularly to the Board on all significant matters it has addressed and with respect to such other matters as are within its responsibilities.

INDEPENDENT ADVICE

In discharging its mandate, the Audit Committee shall have the authority to retain and receive advice from special legal, accounting or other advisors (including the incurrence and payment of related fees and expenses) as the Audit Committee determines to be necessary to permit it to carry out its duties.

ANNUAL EVALUATION

At least annually, the Audit Committee shall, in a manner it determines to be appropriate:

- perform a review and evaluation of the performance of the Audit Committee and its members, including the compliance of the Audit Committee with this Charter; and
- review and assess the adequacy of this Charter and recommend to the Board any improvements that the Audit Committee determines to be appropriate.

WAIVERS OF THIS CHARTER

The Board may, in its absolute discretion, grant waivers of any of the provisions and requirements of this Charter.

SCHEDULE “A”

Auditor Qualifications, Performance and Independence Considerations

- Review the experience and qualifications of the senior members of the independent auditor’s team.
- Confirm with the independent auditor that it is in compliance with applicable legal, regulatory and professional standards relating to auditor independence.
- Review and approve clear policies for the hiring by any member of the RF Capital Group of employees or partners or former employees or former partners, of the current or any former independent auditor.
- Review annual reports from the independent auditor regarding its independence and consider whether there are any non-audit services or relationships that may affect the objectivity and independence of the independent auditor and, if so, recommend that the Board take appropriate action to satisfy itself of the auditor’s independence.
- Obtain and review such report(s) from the independent auditor as may be required by applicable legal and regulatory requirements.