

MANDATE OF THE AUDIT COMMITTEE

1. Objectives of the Committee and general scope of responsibilities of the parties:

- 1.1. The objectives of the Committee are to review the adequacy and effectiveness of the actions taken by the various stakeholders in order to fulfill their responsibilities described herein and to assist the Board of Directors (the "Board") in its oversight of:
 - 1.1.1 the integrity of the Company's financial statements;
 - 1.1.2 the internal and external auditors' qualifications and independence;
 - 1.1.3 the performance of the Company's internal audit function and external auditor;
 - 1.1.4 the effectiveness of internal controls;
 - 1.1.5 the Company's compliance with legal and regulatory requirements; and
 - 1.1.6 the identification by management of the Company of the material risks that may affect the Company, their evolution and the implementation by management of the Company of appropriate measures to manage and monitor such risks.
- 1.2. Management is responsible for:
 - 1.2.1 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; and
 - 1.2.2 identifying the material risks and putting in place appropriate measures allowing to manage such risks.
- 1.3. The external auditor is responsible for auditing the Company's annual financial statements and reviewing the Company's interim financial statements.
- 1.4. The internal auditor is responsible for evaluating, through a systematic and methodical approach, the Company's risk management and control processes as well as making proposals to improve their effectiveness.

2. Scope of mandate

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

3. Composition and Organization

- 3.1 The Committee is composed of a minimum of 3 and a maximum of 6 members of the Board of Directors who are all independent directors. All members must be financially literate.
- 3.2 At any time, the Committee may communicate directly with the external auditor, the internal auditor or the management of the Company.

4. Specific responsibilities

The Audit Committee must periodically inform the Board about its activities and advise it about its recommendations.

4.1 Financial Information

- 4.1.1 The Committee reviews, before their public disclosure, the audited annual and interim financial statements, the MD&A, and all press releases relating to the financial statements and/or financial outlook information.

- 4.1.2 The Committee reviews with the management of the Company and the external auditor the accounting policies and their justification as well as the various estimates made by management which may have a significant impact on the financial position.
 - 4.1.3 The Committee ensures that adequate procedures are in place for the review of the Company's disclosure to the public of information extracted or derived from the Company's financial statements, other than the information covered by paragraph 4.1.1 hereof, and periodically assesses the adequacy of such procedures.
 - 4.1.4 The Committee reviews, before they are released, any prospectus relating to the issuance of securities by the Company, the Annual Information Form and the Management Proxy Circular.
- 4.2. Internal Controls
- 4.2.1. The Committee verifies that the management of the Company has implemented mechanisms in order to comply with regulations on internal controls and financial reporting.
 - 4.2.2. Every quarter and every fiscal year, the Committee reviews with the management of the Company the conclusions of the work supporting the certifications to be filed with the authorities.
 - 4.2.3. The Committee reviews with the management of the Company all material weaknesses and significant deficiencies identified with respect to internal controls and financial reporting, as well as the existence of any fraud and the corrective measures implemented.
- 4.3. Internal Audit
- 4.3.1. The Committee oversees and approves the appointment, replacement, reassignment or resignation of the Senior Director of the Internal Audit Department as well as their compensation and reviews and approve the mandate, annual audit plan, annual budget and resources of the internal audit function.
 - 4.3.2. The Committee receives communications from the Senior Director of the Internal Audit Department on the internal audit performance and activities in connection with the annual audit plan and any other relevant matters.
 - 4.3.3. The Committee meets with the Senior Director of the Internal Audit Department to review the results of the internal audit activities, including all material risk assessments and audit reporting as well as any significant issues reported to management by the internal audit function and management's responses and/or corrective actions, including with regards to material risks, including fraud risks, internal controls issues, governance issues and any other question requiring the attention of the Committee.
 - 4.3.4. The Committee reviews the reports from the Senior Director of the Internal Audit Department on the Department's compliance with the Institute of Internal Auditors' Code of Conduct and standards, including any action plan to remedy any material noncompliance identified.
 - 4.3.5. The Committee reviews the plan, performance, degree of independence and objectivity of the internal audit function and adequacy of the internal audit process.
 - 4.3.6. The Committee reviews with the Senior Director of the Internal Audit Department any issues that may be brought forward by him, including any difficulties encountered by the internal audit function, such as audit scope, access to information and resources. The Committee may request from management and the Senior Director of the Internal Audit Department any appropriate information needed on such matters.
 - 4.3.7. The Committee ensures the effectiveness of the coordination between the internal audit function and the external auditor.

4.4. External Audit

4.4.1. The Committee has the authority and the responsibility to recommend to the Board of Directors:

- i) the appointment and the revocation of any public accounting firm engaged for the purpose of preparing or issuing an audit report, or performing other audit, review or certification services (collectively the “external auditor”); and
- ii) the compensation of the external auditor.

4.4.2. The external auditor communicates directly with the Committee. The Committee reviews the external auditor’s reports sent to it directly which include the reports on its audit of the Company’s annual financial statements, the reports on its review of the Company’s interim financial statements as well as the reports on its review of Non-IFRS financial measures that appear in the Company’s quarterly or annual financial disclosure to determine whether such measures comply with the Company’s Policy on Non-IFRS Financial Measures. The Committee also monitors all the work performed by the external auditor, its audit plans and the results of its audits.

4.4.3. The Committee meets with the external auditor to discuss the problems encountered during the audit, in particular the existence, if any, of restrictions imposed by the management of the Company or areas of disagreement with the latter about the financial information and ensures that such disagreements are resolved.

4.4.4. The Committee, or one or more of its members to whom it has delegated the authority, pre-approves all non-audit services that are given to the external auditor. The Committee may also adopt policies and procedures concerning the pre-approval of non-audit services that are given to the external auditor. It monitors the fees paid with respect to such mandates.

4.4.5. The Committee makes sure that the external auditor has received the cooperation of the employees and officers of the Company.

4.4.6. The Committee examines the post-audit letter or the recommendation letter of the external auditor as well as management’s reaction and response to the deficiencies identified.

4.4.7. The Committee examines the qualifications, performance and independence of the external auditor and ensures that the audit report accompanying the financial statements is issued by a participating firm in the Canadian Public Accountability Board (“CPAB”) and that the firm respects any sanctions and restrictions imposed by CPAB. The Committee takes into account the opinions of the management of the Company and the internal audit function in assessing the qualifications, performance and independence of the external auditor. In particular, the Committee examines each year the quality of the work performed by the external auditor in order to facilitate an informed recommendation with regards to the appointment of the audit firm which will act as external auditor of the Company.

4.4.8. At least once a year or at any other time indicated below, the external auditor i) reports to the Committee on the internal quality control procedures that is has implemented; ii) reports to the Committee as to its internal evaluation of the quality of work of the members of the firm involved in the audit of the Company; iii) reports to the Committee as to its registration as a participant in CPAB and its authorization to conduct external audits of Canadian reporting issuers; iv) provides the members of the Committee in a timely manner with any reports, opinions, information and findings from CPAB which the external auditor may or must provide to the Committee, including any annual public report on the quality of audits performed by public accounting firms as well as any significant findings emerging from any inspection of the audit file of the Company, the content of which the external auditor must discuss with the members of the Committee.

4.4.9. The Committee reviews and approves the Company’s hiring policy concerning (current and former) partners and (current and former) employees of the (current and former) external auditor.

4.5. Compliance with legal and regulatory requirements

The Committee reviews the reports received from time to time regarding any material legal or regulatory issues that could have a significant impact over the Company's business.

4.6. Risk Management

4.6.1. The Committee reviews the material risks identified by the management of the Company. It examines the effectiveness of the measures put in place to manage these risks by questioning the management of the Company on the way in which the risks are managed and by obtaining opinions from management regarding the degree of integrity of the risk management systems and on acceptable thresholds;

4.6.2. The Committee regularly reviews the risk management policies for material risks recommended by the management of the Company and regularly obtains from the management of the Company reasonable assurance on the compliance with the Company's risk management policies for material risks. The Committee also reviews reports on material risks.

4.6.3. Material risks include operational risks such as financial, fraud and regulatory risks as well as information security, cybersecurity, climate-related, and reputational risks.

4.7. Miscellaneous

4.7.1. The Committee establishes procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and to preserve confidentiality and the protection of the anonymity of persons who may file such complaints.

4.7.2. The Committee has the authority to engage any advisor it deems necessary to assist it in the performance of its duties, as well as to determine the compensation of such advisor and obtain the necessary funds from the Company to pay such fees.

4.7.3. The Committee analyses the conditions surrounding the departure or appointment of the officer responsible for finance and any other key financial executive who participates in the financial reporting process.