

AUDIT COMMITTEE CHARTER

1. PURPOSE

This Charter has been adopted by the Board of Directors (the “Board”) of the NFT Technologies Inc. (the “Corporation”) to assist the Audit Committee (the “Committee”) and the Board in exercising their responsibilities, particularly by defining the scope of the Committee’s authority in respect of financial and audit related matters delegated to it by the Board. The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities.

Where used in this Charter, the term “Executive Management” has the meaning ascribed to it in the Corporation’s Board Charter.

2. RESPONSIBILITIES AND DUTIES

The Board has delegated to the Committee the responsibility for the following matters:

Independent Auditor

- a) Selection and Compensation of Independent Auditor: recommending to the Board and shareholders:
 - i) Independent Auditor to be retained for the purpose of conducting review engagements on a quarterly basis (in the event the Corporation become public) and an annual audit of the Corporation’s financial statements (Independent Auditor);
 - ii) The compensation of the Independent Auditor; and
 - iii) Communication to the Independent Auditor that it is ultimately accountable to the Board and the Committee as the representative of the shareholders.
- b) Oversight of Independent Auditor: overseeing the work of the Independent Auditor, which shall report directly to the Committee, including the resolution of disagreements between Executive Management and the Independent Auditor regarding financial reporting.
- c) Pre-approval of Audit Fees: pre-approving or establishing procedures and policies for the pre-approval of the engagement and compensation of the Independent Auditor in respect of the provision of all audit, audit-related, review, or attest engagements required by applicable law.
- d) Pre-approval of Non-Audit Fees: establishing policies and procedures for the pre-approval of Non-Audit services performed by the Independent Auditor, provided that they are detailed as to the particular services and designed to safeguard the independence of the Independent Auditor.
- e) Audit Scope: reviewing and approving the objectives and general scope of the independent audit (including the overall audit plan, the proposed timing, and completion dates) and discussing the independent audit with the Independent Auditor.
- f) Independent Auditor’s Quality Control Procedures, Performance and Independence: evaluating the quality control procedures, performance (annual and comprehensive reviews) and independence of the Independent Auditor in carrying out its responsibilities, including by obtaining and reviewing, at least annually, a report by the Independent Auditor describing:
 - i) The firm’s internal quality control procedures;
 - ii) Any material issues raised by the most recent internal quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities (e.g., Canadian Public Accountability Board [Canada] and/or Public Company Accounting Oversight Board [US]), and all relationships between the Independent Auditor and the Corporation.

AUDIT COMMITTEE CHARTER

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- g) Staffing of the Audit Team: reviewing the experience and qualifications of the Independent Auditor's audit team assigned to the audit of the Corporation each year and determining that all partner rotation requirements, as promulgated by applicable rules and regulations, are executed. The Audit Committee should present its conclusions to the Board.
 - h) Required Disclosures: reviewing and discussing with the Independent Auditor all disclosures required by applicable accounting or other regulators to be reviewed with respect to the conduct of the audit and quarterly review of the interim financial results.
 - i) Relationships between the Independent Auditor and Management: satisfying itself generally that there is a good working relationship between Executive Management and the Independent Auditor, and reviewing any material correspondence between the Independent Auditor and Executive Management, including but not limited to:
 - i) Any management representation letters;
 - ii) The Independent Auditor's management letters and management's responses thereto;
 - iii) The Independent Auditor's schedule of unadjusted differences;
 - iv) Any material correspondence of the Independent Auditor;
 - v) As well as discussing any material differences of opinion between management and the Independent Auditor.
 - j) Hiring the Independent Auditor: reviewing the hiring of the partners, employees and former partners and employees of the present and any former Independent Auditor who were engaged on the Corporation's account within the last three years prior to such hiring.

Internal Controls

- k) System of Internal Controls: satisfying itself that Executive Management has:
 - i) Established and is maintaining an adequate and effective system of internal control over financial reporting and information technology general controls ("ITGCs"); and
 - ii) Is responding on a timely basis to any material weaknesses or significant deficiencies that have been identified, including by meeting with and reviewing reports of the Corporation's Internal Audit Department ("IAD") and the Independent Auditor relating to the Corporation's internal controls and ITGCs.
- l) Reports on Internal Controls: annually reviewing:
 - i) Executive Management's report relating to the effectiveness of the Corporation's disclosure controls and procedures, internal control over financial reporting, changes in internal controls over financial reporting and ITGCs; and
 - ii) The Independent Auditor's report on internal controls over financial reporting under standards of the United States Public Company Accounting Oversight Board (if the issuer is a Securities and Exchange Commission (SEC) registrant).

Internal Audit

- m) Internal Audit Department (IAD): overseeing the appointment, termination, and replacement of the Chief Audit Executive of IAD, the scope of the IAD's work plan and budget, as well as the overall performance, staffing and resources of the IAD. The Committee shall also be responsible for coordinating the IAD and Independent Auditor.
The Committee shall also review:
 - i) Annually, the IAD Charter and recommend changes (if any) to the Charter;
 - ii) Periodically, with the Chief Audit Executive, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the IAD's work.

Accounting Matters

AUDIT COMMITTEE CHARTER

- n) Critical Accounting Policies: reviewing and discussing with the Independent Auditor:
 - i) The selection, use, and application of, as well as proposed material changes to, critical accounting policies, principles, practices, and related judgments;
 - ii) Alternative accounting treatments for policies and practices relating to material items, including the ramifications of such alternative disclosures or treatments and any recommended treatment;
 - iii) Review and approve all related party transactions and the Independent Auditor's evaluation of the Corporation's identification of, accounting for, and disclosure of its relationships with related parties;
 - iv) Review and understand strategies, assumptions and estimates that management has made in preparing financial statements, budgets, and investment plans;
 - v) To satisfy itself that the critical accounting policies and practices and GAAP treatments adopted are appropriate and consistent with the Corporation's needs and applicable requirements.
- o) Critical audit matters (CAMs) / Key audit matters (KAMs): discussing the CAMs/KAMs and related disclosures with the independent auditor.
- p) Disagreements: satisfying itself that there is an agreed upon course of action leading to the resolution of significant unsettled issues between Executive Management and the Independent Auditor that do not affect the audited financial statements (e.g., disagreements regarding correction of internal control deficiencies or the application of accounting principles to proposed transactions), if any.
- q) Off-Balance Sheet Transactions: reviewing all material off-balance sheet transactions and the related accounting presentation and disclosure.

Risk Oversight

- r) Financial Risk Oversight: assessing with Executive Management the Corporation's material risk exposures relating to financial and financial reporting matters and the Corporation's actions to identify, monitor, and mitigate such exposures.
- s) Litigation/Regulatory Actions Oversight: monitoring the status and potential impact of material litigation, regulatory proceedings, and any tax uncertainties.
- t) Reviewing, monitoring, reporting and, where appropriate, providing recommendations to the Board on the Corporation's major legal obligations and compliance risks including regulatory, privacy and records management, environmental risks, and environment trends that may impact the Corporation's operations and business.

Financial Disclosures

- u) Disclosure Controls: satisfying itself that procedures are in place for the review of the Corporation's public disclosure of financial information and assessing the adequacy of those procedures annually.
- v) Approval of Disclosures: meeting to review and discuss the Corporation's financial statements with Executive Management and the Independent Auditor and recommending to the Board, prior to release, all such financial statements of the Corporation, together with related Management's Discussion & Analysis of Results of Operations and Financial Position ("MD&A"), earnings press releases, the use of "pro forma" or non-GAAP financial information and all other public disclosure documents of the Corporation containing financial information of the Corporation. Also, discussing the impact of selecting one of several generally accepted accounting principles (GAAP) and/or non-GAAP measures on the financial statements when such a selection has been made in the current reporting period. Alternatively, the Board may delegate the quarterly approval of the interim financial statements of the Corporation, together with related MD&A, earnings press releases, and all other public disclosure documents of the Corporation containing financial

AUDIT COMMITTEE CHARTER

information of the Corporation to the Committee. The annual financial statements and applicable reports must be approved by the Board.

- w) The Committee will review, discuss with Management and with others, as it deems appropriate, and approve all related party transactions and the disclosure thereof.

Financial Integrity and Whistleblowing

- x) Financial Integrity: reviewing on behalf of the Board:

- i) Any actual or alleged illegal, improper, or fraudulent behaviour related to the Corporation's financial statements, or its accounting or auditing practices; and
- ii) The findings of any regulatory authorities in relation to the financial affairs of the Corporation.

- y) Whistle-Blowing Procedures: overseeing the implementation, operation and effectiveness of the Corporation's mechanisms for:

- i) The receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal controls, and auditing matters; and
- ii) The confidential, anonymous submission of complaints by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Ethics and Legal Compliance

- z) Compliance Culture and Training: reviewing Executive Management's implementation of systems and controls designed to promote compliance with applicable legal and regulatory requirements. In performing its oversight responsibilities, the Committee shall:

- i) Satisfy itself that Executive Management has established an appropriate tone and culture with respect to:
 - (1) Ethical business conduct by the Corporation's employees, agents, representatives, contractors, and suppliers; and
 - (2) Legal and regulatory compliance.
- ii) Review with Executive Management the design, implementation, and effectiveness of policies or programs that promote compliance with legal and regulatory requirements; and
- iii) periodically meet with representatives of the Corporation's various functional departments and/or external advisors to discuss the Corporation's compliance with applicable legal and regulatory requirements, the results of internal compliance reviews and material non-compliance with legal and/or regulatory requirements or internal policies, procedures and programs of the Corporation.

- aa) Code of Conduct: monitoring the implementation, operation, and effectiveness of the Corporation's Code of Conduct, periodically reviewing and recommending to the Board changes to such Code, authorizing any waiver of compliance of such Code and overseeing the investigation of any alleged breach thereof.

Reporting and Disclosure

- bb) Reporting to the Board: quarterly reporting to the Board with respect to the Committee's review of the Corporation's financial statements, MD&A, financial disclosures, earnings press releases, and related matters, and at least quarterly with respect to the Committee's other activities.

- cc) Audit Committee Report: overseeing the preparation of the Audit Committee report for inclusion in the Corporation's management information circular/proxy statement, in the form and at the time required by the laws, rules, and regulations of applicable regulatory authorities.

3. SIZE, COMPOSITION, AND INDEPENDENCE

AUDIT COMMITTEE CHARTER

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- a) **Size:** The Committee shall be composed of not less than three (3) nor more than five (5) members. The Board shall annually appoint the members of the Committee and a Chair from amongst those appointed, to hold office until the next annual meeting of the shareholders of the Corporation. The members of the Committee shall serve at the request of the Board and vacancies occurring from time to time shall be filled by the Corporate Governance, Compensation and Nominating Committee. Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee once the member is no longer a director of the Corporation.
 - b) **Independence:** All of the members of the Committee shall meet the independence standards specified by the applicable laws, which is currently Section 1.4 of National Instrument 52-110 of the Canadian Securities Administrators.
 - c) **Financial Literacy and Expertise:** All of the members of the Committee shall be “financially literate” as such term is defined in National Instrument 52-110 of the Canadian Securities Administrators, and at least one member of the Committee shall have such accounting or financial expertise as is required to comply with applicable rules and regulations of the Ontario Securities Commission (“OSC”) and any other regulatory authority having jurisdiction.
 - d) **Limit on outside audit committees:** No director shall serve as a member of the Committee if that director is a member of the audit committees of more than three other boards of directors of other public companies. If the member of Committee can demonstrate financial expertise then that director shall serve no more than four other board of directors of other public companies.
 - e) **Independent Advisors:** The Committee may retain and compensate such outside financial, legal, and other advisors at the expense of the Corporation as it deems reasonably necessary to assist and advise the Committee in carrying out the Committee’s duties and responsibilities.
 - f) **Role of Chair:** The Chair of the Committee shall generally provide leadership to enhance the effectiveness of the Committee and act as the liaison between the Committee and the Board as well as between the Committee and Executive Management. The Chair shall also manage the Committee’s activities and meetings, manage any outside legal or other advisors retained by the Committee, and manage the process of reporting to the Board on the Committee’s activities and related recommendations.
 - g) **Secretary of the Committee:** Unless otherwise determined or approved by the Committee, the Secretary or an Assistant Secretary of the Corporation shall act as the Secretary of the Committee. In the absence of the Secretary or an Assistant Secretary, the Committee shall select an individual to act as the Secretary of the Committee. The Secretary of the Committee shall keep minutes of the Committee and such minutes shall be retained in the corporate records of the Corporation. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, once approved, shall be made available to all members of the Board, unless a conflict of interest exists.

4. COMMITTEE MEETING ADMINISTRATION

- a) **Meetings:** The Committee shall hold at least four scheduled meetings each year, consisting of quarterly meetings held within the timeframes set forth in Section 10 of this Charter. Other meetings shall be scheduled as required. Regular meetings of the Committee shall be called by the Chair of the Committee, and additional meetings may be called by any member of the Committee, the Chair of the Board, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer or the Secretary of the Corporation. At each quarterly meeting, the Committee shall meet separately with the Independent Auditor (in the situation where the Corporation is a public company) and the Chief Audit Executive in the absence of Management, and Management in the absence of the Independent Auditor. At least annually, the Committee shall meet separately with the Corporation’s Vice President responsible for legal, ethical matters without members of Management being present.

AUDIT COMMITTEE CHARTER

b) Quarterly Meetings: the Committee shall meet with Executive Management and the Independent Auditor of the Corporation within:

- i) Forty-five (45) days, or such lesser period as may be prescribed by applicable law, following the end of each of the first three financial quarters of the Corporation, but in any event prior to the release of the financial results for each such quarter and their filing with the applicable regulatory authorities, to review and discuss the financial results of the Corporation for the fiscal quarter and the related MD&A as well as the results of the Independent Auditor's review of the financial statements for such quarter and, if satisfied, report thereon to, and recommend their approval by, the Board and their inclusion in the Corporation's required regulatory filings for such quarter; and
- ii) Seventy-five (75) days, or such lesser period as may be prescribed by applicable law, following the financial year-end of the Corporation, but in any event prior to the release of the financial results for the financial year and their filing with the applicable regulatory authorities, to review and discuss the audited financial statements of the Corporation for the preceding fiscal year and the related MD&A, as well as the results of the Independent Auditor's audit of the financial statements for the year and, if satisfied, report thereon to, and recommend their approval by, the Board and the Corporation's shareholders as required by applicable law and their inclusion in the Corporation's Annual Report and other required regulatory filings.

In reviewing the quarterly and annual financial results, the Committee shall ensure that there are adequate procedures for the review of such financial results, including a timely review by the Independent Auditor.

c) Minimum Attendance: Each member of the Committee is expected to use all reasonable efforts to attend a minimum of 75% of all regularly scheduled Committee meetings, except to the extent that any absence is due to medical or other valid reasons.

d) Notice of Meeting: Unless otherwise determined or approved by the Committee, the Secretary of the Committee shall provide notice of each meeting of the Committee to the following persons, all of whom shall be entitled to attend each Committee meeting:

- i) the Committee Chair and each member of the Committee;
- ii) the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer of the Corporation, the Senior Vice-President, Finance, and the Controller;
- iii) the Independent Auditor;
- iv) the Chief Audit Executive;
- v) the Chief Compliance Officer; and
- vi) any other person whose attendance is deemed necessary or advisable by the Chair of the Committee.

e) Committee Access to Employees and Others: For the purpose of performing their duties and responsibilities, the members of the Committee shall have full access to and the right to discuss any matters relating to such duties with any or all of:

- i) any employee of the Corporation;
- ii) the Independent Auditor; and/or

AUDIT COMMITTEE CHARTER

iii) any advisors to the Corporation (including advisors retained by the Committee), as well as the right to inspect all applicable books, records, and facilities of the Corporation and its subsidiaries and shall be permitted to discuss such books, records and facilities and any other matters within the Committee's mandate with any of the foregoing.

f) Meeting Agendas: The Committee Chair shall establish a preliminary agenda for each Committee meeting with the assistance of the Secretary of the Corporation. Any director or other person entitled to call a meeting may request items to be included on the agenda for any meeting.

g) Meeting Materials: To the reasonably practicable extent, meeting materials shall be distributed sufficiently in advance of Committee meetings to permit members to properly review and consider such materials.

h) Quorum: A majority of the members of the Committee shall constitute a quorum and all actions of the Committee shall be taken by a majority of the members present at the meeting. If the Committee only has two members as a result of a vacancy on the Committee, both members shall constitute a quorum. The definition of quorum is usually disclosed in the by-laws of the Corporation.

5. DELEGATION OF RESPONSIBILITY

a) Right of Delegation: Subject to applicable law, the Committee may, from time to time, delegate one or more of its duties and responsibilities under this Charter to the Chair of the Committee, any other member of the Committee or any sub-committee of the Committee.

6. REVIEW AND REVISION OF CHARTER

a) Annual review: The Committee shall annually review this Charter and recommend to the Board such changes as it deems advisable.

7. OTHER MATTERS

a) Training of Committee Members: The Committee shall be provided with appropriate and timely training, both in the form of an induction program for new members and on an ongoing basis for all other members. The induction program for new members should cover this Charter and provide an overview of the Organization's internal controls and risk management systems. This induction should also include meeting the Independent Auditor and relevant employees of the Corporation.

b) Performance of the Committee: The Committee shall review its own performance on a biennial basis to ensure that it is Operating at maximum effectiveness and also recommend any changes it considers necessary to the Board for approval.

c) Accountability: The minutes of all meetings of the Audit Committee will be made available for review by any member of the Board on request to the Chair of the Audit Committee.