AUDIT COMMITTEE CHARTER

The purpose of this charter (the "**Charter**") is to describe the primary duties and responsibilities of the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of NorthStar Earth & Space Enterprises, Inc. (the "**Company**"), as well as some of the policies and procedures that apply to the Committee in discharging its duties and responsibilities.

Certain aspects of the composition and organization of the Committee are prescribed and/or governed by the *Canada Business Corporations Act*, the constating documents of the Company, applicable securities laws and regulations (including the rules of the Toronto Stock Exchange ("**TSX**") and the New York Stock Exchange (the "**NYSE**")) and applicable agreements.

Note that references to GAAP mean U.S. Generally Accepted Accounting Principles.

1. PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities as they relate to:

- the integrity of the Company's financial reporting and related financial disclosure;
- the implementation of risk management and internal control over financial reporting and disclosure controls and procedures;
- the Company's compliance with certain legal and regulatory requirements, including, among other things, reviewing reports or other disclosure required by the applicable rules and regulations of the Securities and Exchange Commission (the "**SEC**") or Canadian securities laws to be included in the Company's periodic reports and filings within the scope of the authority outlined herein;
- the qualifications and independence of the registered public accounting firm or firms engaged as the Company's independent outside auditors for the purposes of preparing or issuing an audit report or performing audit, review or attest services (the "**Auditors**"); and
- the performance of the Auditors and any internal audit function.

While the Committee has the duties and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management or the Auditors. The Committee is not responsible for planning or conducting the audit or determining whether the Company's financial statements are complete and accurate and in accordance with applicable accounting rules, nor for the preparation of periodic reports and establishing and maintaining of appropriate accounting principles and financial reporting policies and satisfactory internal controls over financial reporting. Such activities are the responsibility of the Company's Auditors and management. The Committee has direct responsibility for the appointment, compensation, oversight and replacement, if necessary, of the Auditors, including the resolution of disagreements between management and the Auditors regarding financial reporting, and any other registered public accounting firm with respect to which the Committee is required to have such responsibility.

The Committee and each of its members shall be entitled to rely on:

- the integrity of those persons and organizations within and outside of the Company from which it receives information;
- the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board); and
- representations made by management as to any audit and non-audit services provided by the Auditors.

2. COMPOSITION AND QUALIFICATIONS

The members of the Committee, including the member to be acting as Chair, shall be appointed by the Board in accordance with any agreement among shareholders of the Company and the Company and applicable securities laws and regulations (including stock exchange rules). The Committee shall be comprised of such number of directors, in no event less than three, as the Board may from time to time by resolution determine. Committee members may be removed by the Board in its discretion.

The members of the Committee shall be appointed promptly after each annual shareholders' meeting. The Chair and each member of the Committee shall serve until his or her successor is duly appointed by the Board, or until his or her earlier death, resignation or removal by the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board.

Unless otherwise permitted by any applicable phase-in rules and exemptions, each member of the Committee shall meet (i) the "independence" and financial literacy requirements of Rule 10A-3 under the Securities Exchange Act of 1934, as amended, National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**"), any stock exchange on which the Company's securities are listed, and all other applicable laws and regulations, as applicable to the Committee members and in effect from time to time, when and as required by the SEC, NI 52-110 or the rules of any stock exchange on which the Company's securities are listed, and (ii) any other qualifications as determined by the Board from time to time. The Committee may avail itself of any phase-in rules or other exemptions available to the Company that are afforded by applicable securities laws and regulations or the rules of any stock exchange on which the Company's securities are listed.

At least one member of the Committee shall have accounting or related financial management experience or expertise and such person shall be designated the "audit committee financial expert," as such term is defined by the rules and regulations of the SEC and meet the expertise requirements of the listing standards of the NYSE. The Company shall identify the audit committee "financial expert" in its annual management proxy circular or annual report. Committee members shall not simultaneously serve on the audit committees of more than three other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee, and discloses this determination in the Company's annual management proxy circular.

3. MEETINGS

3.1 Frequency

The Chair, in consultation with the other members of the Committee, shall determine the schedule and frequency of meetings of the Committee. Meetings of the Committee shall be held at such times and places as the Chair may determine.

The Committee shall hold regularly scheduled meetings at least quarterly and such special meetings as circumstances dictate. The Chair of the Committee, any member of the Committee, the Auditors, the Chair of the Board, the Chief Executive Officer ("**CEO**") or the Chief Financial Officer ("**CFO**") may call a special meeting of the Committee at any time by notifying the Company's corporate secretary, who will notify the members of the Committee.

3.2 Notice

Notice of the time and place of every Committee meeting will be given verbally or in writing to each member of the Committee and to the CEO and the CFO at least 24 hours prior to the time fixed for such meeting. The Auditors shall be given notice of every Committee meeting and, at the expense of the Company, shall be entitled to attend each quarterly meeting to deliver their quarterly review procedures, audit scope or audit opinion. In addition, the Committee shall hold an audit planning meeting with the auditors in advance of the annual audit. This meeting can be combined with one of the quarterly meetings. The Committee can also hold ad hoc meetings at the request of any member as well as the CEO or CFO.

3.3 Agenda

In advance of every regular meeting of the Committee, the Chair shall prepare and distribute, or cause to be prepared and distributed, to the members of the Committee and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require senior executives and other employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

3.4 Holding and Recording Meetings

Committee meetings may be held in person, by videoconference or other electronic means or telephonically. Action may be taken by the Committee upon the affirmative vote of a majority of the members. The Committee shall keep written minutes of its meetings and submit such minutes to the Board promptly after each meeting. The Committee may also act by written resolutions and, when it does so, those actions will be filed in the minutes of the Committee.

3.5 Quorum

A majority of the members of the Committee shall constitute a quorum. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set forth under "Composition and Qualifications" above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

3.6 Sub-Committees

Subject to applicable law, the Committee shall have the authority to delegate to any of its members, any sub-committees of the Committee or any other person any of the responsibilities of the full Committee, provided however that the Committee shall not delegate any power or authority required by any law, regulation, rule or listing standard to be exercised by the Committee as a whole.

3.7 Attendees

The Committee may invite any directors, officers and employees of the Company and any advisors as it sees fit from time to time to attend Committee meetings (or any part thereof) and assist in the discussion and consideration of matters relating to the Committee. The Committee will meet in camera

at each quarterly meeting and will also meet in camera with the Auditors as required, but always in connection with the annual audit and their presentation of audit findings.

3.8 Executive Sessions

Unless otherwise directed by the Committee, each regularly scheduled meeting will include an executive session of the Committee absent any members of management.

The Committee will also meet periodically in separate executive sessions with each of the CFO or any other executive officer, the principal accounting officer and/or any senior internal auditing executive (or any other personnel responsible for any internal audit function), and the Auditors.

3.9 Secretary

The Chair or the Corporate Secretary will take and distribute minutes of each meeting.

4. COMPENSATION

The compensation of Committee members shall be determined by the Board.

5. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

5.1 System of Financial Controls

The Committee shall:

- review the adequacy and effectiveness of the Company's internal control and management information systems through discussions with senior executives of the Company and the Auditors relating to the maintenance of (i) necessary books, records and accounts in sufficient detail to accurately and fairly reflect the Company's transactions, (ii) effective internal control over financial reporting, and (iii) adequate processes for assessing the risk of material misstatements in the financial statements and for detecting control weaknesses or fraud;

- as applicable from time to time, the Committee shall assess any requirements or changes with respect to the establishment or operations of an internal audit function having regard to the size and stage of development of the Company at any particular time;

- satisfy itself, through discussions with senior executives of the Company that the adequacy of internal controls, systems and procedures has been periodically assessed in accordance with regulatory requirements and recommendations;

- oversee the work of any internal audit function, including organization, operations and independence;

- review the risk of management's ability to override the Company's internal controls;

- review material related party transactions other than those delegated to a special committee or independent committee of the Board against applicable legal and regulatory requirements, including any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC, review applicable disclosures and report to the Board on any such transactions;

- review and discuss with the CEO and CFO the process for the certifications to be provided in connection with the Company's quarterly and annual reports filed with applicable securities regulators, and receive and review any disclosure made in connection with such certifications, including: (i) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and

- review and discuss with the Auditors the Auditors' evaluation of the Company's identification of, accounting for, and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit in connection therewith.

5.2 Annual Audit Review

The Committee shall review and discuss with management and the Auditors the annual audited financial statements, including the Auditors' audit and audit report thereon, and the annual management's discussion and analysis of financial condition and results of operations of the Company proposed to be included in the Company's annual filings to be filed with applicable securities regulators. In connection with such review, the Committee shall:

- review the scope of the audit, the audit plan and the audit procedures utilized;

- review with the Auditors any audit problems or difficulties encountered during their audit, including any change in the scope of the planned audit, any restrictions placed on the scope of the audit or access to requested information, and any significant disagreements with management, and management's response to such problems or difficulties;

- resolve any differences in financial reporting between management and the Auditors;

- review and discuss with management and the Auditors reports required to be submitted by the Auditors concerning:

  - all critical accounting policies and practices used in the preparation of the Company's financial statements;

  - all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of such alternatives, and the accounting treatment preferred by the Auditors; and

  - any other material written communications between the Auditors and management, such as any management letter or schedule of unadjusted differences;

- review and discuss the integrity of the annual audited Company financial statements and quarterly financial statements with management and the Auditors, including the notes thereto and all matters required by applicable auditing standards, and the written disclosures required by applicable auditing standards regarding the Auditors' independence;

- review and discuss with management and the Auditors:
  - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; and
  - analyses prepared by management and/or the Auditors setting forth any significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analysis of the effects of alternative GAAP methods on the financial statements and the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and
- discuss policies and procedures concerning earnings press releases and review the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma" and "adjusted" or other non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies.

5.3 Quarterly Reviews

The Committee shall review and discuss with management, any internal audit function and the Auditors, as appropriate, the quarterly financial statements, together with the Auditors' review thereof pursuant to professional standards and procedures for conducting such reviews, as established by applicable auditing standards and securities laws, and the quarterly management's discussion and analysis of financial condition and results of operations of the Company.

5.4 Public Disclosure of Financial Information and Other Public Disclosure

The Committee shall

- review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms and the Company's annual report filed with the SEC, annual reports to shareholders, management proxy circulars, material change disclosure or reports furnished to the SEC of a financial nature and similar disclosure and other documents prior to the filing or public disclosure of such documents or information, focusing particularly on (i) any changes in accounting policies and practices, (ii) any material areas where judgment must be exercised, (iii) the going concern assumption, if any, (iv) compliance with accounting standards, and (v) subject to the advice of internal or external legal counsel, compliance with applicable laws, regulations, rules and listing standards;
- review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic public reports is recorded, processed, summarized and reported within the time periods specified by applicable laws, and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such disclosure controls;
- as applicable, establish a policy, which may include delegation to an appropriate member or members of management, for release of earnings press releases as well

as for the release of financial information and earnings guidance provided to analysts and rating agencies;

- review with management comment letters and other correspondence from the SEC, the NYSE, Canadian securities regulators, the TSX or any other regulatory authority regarding material issues relating to the Company's financial statements and responses of the Company to such comment letters and other correspondence;

- satisfy itself 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 and periodically assess the adequacy of those procedures; and

- to the extent deemed appropriate, review and supervise the preparation by management of: (i) any information of the Company required to be filed by the Company with applicable securities regulators or stock exchanges; (ii) press releases of the Company containing material financial information, earnings guidance, forward-looking statements, information about operations or any other material information; (iii) correspondence broadly disseminated to the shareholders of the Company; and (iv) other relevant material written and oral communications or presentations.

5.5 Oversight of Independent Auditors

The Company's Auditors shall report directly to the Committee on a regular basis. In connection with its oversight of the performance and independence of the Auditors, the Committee shall:

- be responsible for the appointment, retention, compensation, oversight of the work of the Auditors and any other auditor preparing or issuing an audit report or performing other audit services or attest services for the Company or any consolidated subsidiary of the Company, where required, and review, report and, where appropriate, provide recommendations to the Board on the appointment, terms and review of engagement, removal, independence and proposed fees of the Auditors;

- have the authority to approve the engagement of the Auditors to perform all audit, audit-related, and other permissible non-audit services proposed to be performed by the Auditors, prior to the commencement of such engagement, including the scope of and plans for the audit and the related fees for such services, and the negotiation and execution, on behalf of the Company, of the Auditors' engagement letters; such approval to be made in accordance with preapproval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of preapproval authority to one or more Committee members so long as any such preapproval decisions are presented to the full Committee at the next scheduled meeting;

- prior to the engagement of any prospective Auditors, obtain confirmation and assurance as to the prospective Auditors' independence, including ensuring that they submit on a periodic basis (not less than annually) to the Committee a formal written statement delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be expected to bear on independence;

- at least annually, obtain and review a report by the Auditors describing the firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review or peer review of the firm, or by any inquiry or

investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

- review and evaluate the performance of the Auditors, as the basis for a decision to reappoint or replace the Auditors, and every five (5) years conduct a comprehensive review of the performance of the Auditors over multiple years to provide further insight on the Auditors, their independent exercise of professional skepticism and application of protection standards;

- set clear hiring policies for employees or former employees of the Auditors, including as required by all applicable laws and listing rules; and

- assure the rotation of the lead audit partner as required by applicable law and rules, and consider periodically and, if deemed appropriate, adopt a policy regarding the rotation of auditing firms.

5.6 Risk Assessment and Management

The Committee shall

- review and discuss with management and the Auditors the Company's major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities, as applicable;

- in connection with the quarterly reviews, review with management and the Auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure;

- in consultation with management, identify the principal business and financial risks and decide on the Company's "appetite" for risk; and

- review and make recommendations to the Board regarding the adequacy of the Company's risk management policies and procedures with regard to identification of the Company's principal risks and implementation of appropriate systems and controls to manage such risks including an assessment of the adequacy of insurance coverage maintained by the Company.

5.7 Legal and Ethical Matters

The Committee shall

- establish procedures for (a) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, (b) the confidential, anonymous submission by directors, officers, employees, consultants and contractors of the Company of concerns regarding questionable accounting or auditing matters, and (c) the investigation of such matters with appropriate follow-up actions;

- on at least an annual basis, review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, license or concession defaults or notifications, health and safety violations or environmental issues, that could have a material effect upon the

financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements;

- consider and review with management and the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies; and

- monitor developments in accounting rules and practices and other legal and regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

5.8 Other Responsibilities

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee in order to discharge any of the foregoing. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

The Chair of the Committee is responsible for setting forth the Committee's expectations with respect to information (e.g., nature, level of detail, timing, reports, etc.) and ensuring the information received is responsive to important performance measures and to the key risks the Committee oversees.

Members are entitled to rely, absent knowledge to the contrary, on the integrity of the persons and organizations from whom they receive information, and on the accuracy and completeness of the information provided. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Charter is not intended to change or interpret the constating documents of the Company or applicable law or stock exchange rule to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws and rules.

The Board may, from time to time, permit departures from the terms of this Charter, either prospectively or retrospectively. This Charter is not intended to give rise to civil liability on the part of the Company or its directors or officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.

6. COMMITTEE ADMINISTRATIVE MATTERS

6.1 Independent Advisors

The Committee shall have authority to engage, provide appropriate funding for and cause the Company to pay the compensation to obtain advice and assistance from outside legal, accounting or other advisors to carry out its responsibilities.

6.2 Funding

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the Auditors or any other registered public accounting firm engaged for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the

Company; to any other advisors engaged by the Committee; and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.3 Access to Records and Personnel

The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

6.4 Reports to Board of Directors

The Committee shall report regularly to the Board with respect to the Committee's activities any material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and its conclusions with respect to the Auditors, the performance of any internal audit function or such other matters as the Committee deems appropriate, with such recommendations to the Board as the Committee deems appropriate.

6.5 Education and Orientation

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Company.

New Board members shall be provided with an orientation program to educate them on the Company's business, their responsibilities and the Company's financial reporting and accounting practices with respect to serving on the Committee.

6.6 Review of this Charter

The Committee shall review and reassess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6.7 Evaluation of Committee

The Committee is responsible for developing and conducting an annual self-assessment of its performance. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.