



The Steel Company of Canada

## STELCO HOLDINGS INC. CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

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### FUNCTION AND PURPOSE

The Audit Committee (the “**Committee**”) shall assist the Board of Directors (the “**Board**”) of Stelco Holdings Inc. (the “**Company**”) in fulfilling its oversight responsibilities by: (i) monitoring the integrity of the corporate accounting and financial reporting processes and financial information that will be provided to shareholders and others; (ii) reviewing the compliance by the Company with certain legal and regulatory requirements; (iii) reviewing areas of potential significant financial risk to the Company; (iv) evaluating the independent auditor’s qualifications and independence; (v) monitoring the performance of the independent auditors as well as any other public accounting firm engaged to perform other audit, review, or attest services; and (vi) reporting regularly on all such matters to the Board.

While the Committee has the duties and responsibilities set forth in this Charter, the role of the Committee is that of oversight. The Committee is not responsible for planning or conducting the audit or determining whether the financial statements of the Company are complete and accurate and in accordance with applicable accounting rules. Such activities are the responsibility of management and the independent auditors. The Committee and its members are not preparers, auditors, or certifiers of the financial statements or guarantors of the independent auditors’ reports. It is not the duty or responsibility of the Committee to ensure that the Company complies with all laws and regulations. The Committee and each of its members shall be entitled to rely on: (a) the integrity of those persons and organizations within and outside of the Company from which it receives information; (b) 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 (c) representations made by management as to any audit and non-audit services provided by the independent auditors. Subject to the foregoing, the Committee (including any director that is designated by the Bedrock Group for appointment to the Committee under the terms of the Investor Rights Agreement (as defined below)) shall be responsible for carrying out the duties and responsibilities set forth in this Charter, and shall not delegate any such duties or responsibilities to, or involve in their discharge, any other representatives of the Bedrock Group.

### COMPOSITION AND ORGANIZATION

#### Membership and Qualifications

**Composition:** The Committee shall be composed of at least three directors, including a Chair. Except (during the one year period following the date of the receipt for the final prospectus relating to our IPO) for a director that is designated by the Bedrock Group for appointment to the Committee under the terms

of the investor rights agreement between the Company and Bedrock Industries B.V. (the “**Investor Rights Agreement**”) all directors to be appointed to the Committee shall be designated by the Board taking into account any recommendation of the Compensation, Governance and Nominating Committee.

**Independence:** Subject to the exemption from the independence requirements afforded by Section 3.2(2) of National Instrument 52-110 – Audit Committees, each member of the Committee shall be independent, as determined in accordance with the applicable rules of applicable stock exchanges and securities regulatory authorities.

**Financial Literacy:** All members of the Committee must be financially literate, meaning that he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s, financial statements. A director who is not financially literate may be appointed to the committee, provided that such director becomes financially literate within a reasonable period of time following such appointment.

### **Meetings**

**Frequency:** The Committee shall meet as frequently as the Chair of the Committee deems appropriate. The Committee may meet with the independent auditors and management separately, to the extent the Committee deems necessary and appropriate.

**Agendas and Notice:** The Chair of the Committee shall establish the meeting dates and the meeting notice and agenda. The Chair of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chair or a majority of the members of the Committee may call a special meeting of the Committee at any time if all members of the Committee waive notice of the meeting. While the Committee is expected to communicate regularly with management of the Company, the Committee shall exercise a high degree of independence in establishing its meeting agenda and in carrying out its responsibilities.

**Holding and Recording Meetings:** Committee meetings may be held in person or telephonically, or action may be taken by written consent in accordance with the applicable corporate law. The Committee may act by a majority vote at a meeting of the Committee or by a writing or writings signed by all of its members without a meeting. The Committee shall keep written minutes of its meetings and submit such minutes to the Board. At the invitation of the Audit Committee, other members of the Board, members of the Company’s management and other individuals may attend all or such portion of the Audit Committee meetings as the Audit Committee considers necessary or desirable. The Committee shall report to the Board with respect to its meetings, and all actions taken or authorized by the Committee shall be reported to the Board at its next meeting following such action(s) by the Committee.

**Quorum:** A quorum for meetings of the Committee shall require a majority of the members of the Committee.

**Compensation of the Committee:** The compensation of Committee members shall be determined by the Compensation, Governance and Nominating Committee in compliance with the terms of the Investor Rights Agreement.

**Chair:** If the Chair of the Committee is not present at any meeting of the Committee, an acting Chair for the meeting shall be chosen by majority vote of the Committee from among the members present. In the case of a deadlock on any matter or vote, the Committee shall refer the matter to the Board.

## **AUTHORITY AND RESPONSIBILITIES**

### **Independent Auditors**

**Selection and Disengagement of Independent Auditors:** The Committee shall have the sole authority and the direct responsibility for the appointment, compensation, retention and oversight of the independent auditors for the Company (including the resolution of disagreements between management and the independent auditors regarding financial reporting) and the independent auditors shall report directly to the Committee.

**Performance and Independence of Independent Auditors:** The Committee shall evaluate the qualifications and performance and confirm the independence of the independent auditors on an ongoing basis, but not less frequently than annually. The Committee shall confirm receipt from the independent auditors of a formal written statement delineating all relationships between the Company and its subsidiaries and the independent auditors, consistent with applicable accounting rules and standards. The Committee shall actively engage in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and shall take, or recommend that the full Board take, appropriate action to oversee the independence of the auditors.

**Approval of Independent Auditor Services:** The Committee shall review and approve the independent auditors' annual engagement letter and all audit, audit-related, tax and other non-audit permissible services proposed to be provided by the independent auditors, and the fees for such services.

**Review of Independent Auditor Report:** The Committee shall review: (i) any reports required to be prepared by the independent auditors on all critical accounting policies and practices to be used; (ii) all alternative treatments within applicable accounting rules for policies and practices related to material items that have been discussed with management, including the ramifications of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (iii) any other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.

### **Financial Reporting Process**

**Open Communication:** The Committee shall provide and facilitate an open avenue of communication between the independent auditors, the Board, management and the accounting and finance department of the Company. The Committee shall also provide and facilitate sufficient opportunity for the independent auditors (and internal auditors, if any) to meet with members of the Committee without members of management present.

**System of Financial Controls:** The Committee shall oversee the process in which management shall design, implement, amend, maintain, and enforce a comprehensive system of financial controls (including the right internal and external people and resources, policies, processes and enforcement) aimed at ensuring the integrity and compliance of the books and records of the Company with the International Financial Reporting Standards ("IFRS") and other applicable laws and regulations and sound business

practices, as well as protecting the value of the assets of the Company and safeguarding the credibility of its brand, employees, management team, the Board and shareholders. Such system of financial controls will embody the adoption of best practices in financial controls and foster honesty, integrity, accuracy, and transparency in all aspects of the Company and its subsidiaries. It will include but not be limited to: (i) setting the right tone at the top; (ii) active review of business unit performance by executive management, with regular reporting to and oversight by the Board; (iii) an accurate, stable and reliable general ledger; (iv) a robust internal audit function; (v) unambiguous compliance with IFRS, accounting standards, or applicable laws and regulations; and (vi) full transparency with the Board, Audit Committee, Compensation, Governance and Nominating Committee and external auditors. Such system shall also incorporate the principles contained within the Company's Code of Business Conduct and Ethics, as adopted by the Board and as may be superseded or amended from time to time.

The Committee shall consider and 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 external auditor 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, including seeking to ensure 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, the Company's disclosure controls and procedures and periodically assess the adequacy of those procedures and recommend any proposed changes to the Board for consideration; (iii) adequate processes for assessing the risk of material misstatements in the financial statements and for detecting control weaknesses or fraud; and (iv) the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company. The Committee shall 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. Finally the Committee shall periodically review the Company's policies and procedures for reviewing and approving or ratifying related party transactions.

**Annual Audit Review:** The Committee shall review with management and the independent auditors the financial statements (including the notes thereto) of the Company for each fiscal year, together with the independent auditors' audit and audit report thereon. In performing such review, the Committee shall review the scope of the audit, the audit procedures utilized, any difficulties or disputes encountered during the audit, any changes in accounting practices or principles, and any other matters related to the conduct of the audit brought to the Committee's attention by management or the independent auditors, or which are raised by members of the Committee. In connection with the annual reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure. Such risks and exposures include, but are not limited to: (i) threatened and pending litigation; (ii) claims against the Company or its subsidiaries; (iii) tax matters, regulatory compliance and correspondence from regulatory authorities; and (iv) environmental exposure.

**Quarterly Reviews:** The Committee shall review with management and the independent auditors the financial statements of the Company each quarter, together with the independent auditors' review thereof pursuant to professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards. In connection with the quarterly reviews, the Committee shall inquire about and review with management and the independent auditors any significant risks or

exposures faced by the Company and discuss with management the steps taken to minimize such risk or exposure.

**Internal Audit:** 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.

**Review of Audit Scope:** The Committee shall consider and review with management and the independent auditors the scope of the audit for the current fiscal year and the plan of the independent auditors in conducting the audit.

**Legal Compliance; Investigations:** In connection with the annual audit review, the Committee shall inquire about and review with management any legal and regulatory matters that may have a material impact on the Company, including (without limitation) anti-bribery and trade sanction compliance matters.

**Financial Reporting Disclosure:** The Committee shall review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, financial projections and other applicable financial disclosure, prior to the public disclosure of such information. Further the Committee shall review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual reports to shareholders, management proxy circulars, material change disclosures of a financial nature and similar disclosure documents prior to the public disclosure of such documents or information.

#### **Finance and Investment Oversight**

**Financial Resources:** The Committee shall periodically review and make recommendations to the Board with respect to the Company's financial resources, financing requirements, currency hedging, investment strategies (if any) and related matters.

**Incurrence of Debt or Equivalents:** Irrespective of the dollar amount involved, issuance of debt securities or off-balance sheet financing shall require Committee recommendation and Board approval; borrowings under Stelco Inc.'s revolving credit facilities are not subject to this provision.

**Other Financial Matters:** The Committee shall receive and review reports from management with respect to significant financial matters, including any significant transactions outside the ordinary course of business of the Company as requested by the Board or as deemed appropriate by the Committee from time to time.

#### **Risk Management**

With management's input, the Committee shall review the Company's major business, operational, and financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives or hedging arrangements. With the Committee's oversight, management shall establish guidelines, policies and practices regarding risk management, including, but not limited to, derivative policies, insurance programs and necessary practices and procedures to monitor and control major business, operational and financial risks.

## **Environmental, Health & Safety, Social and Governance**

The Committee shall consider and review with management and the Environment, Health and Safety Committee (the “**EHS Committee**”), once established, issues relating to the environment, health and safety and the communities in which it conducts its operations, and the Company’s efforts to minimize to the extent practicable any adverse impacts in these areas. The Committee shall also consider and review with management and the EHS Committee, once established, the Company’s governance structure to ensure appropriate controls and oversight with respect to issues in these areas.

### **Review of Hiring Policy**

The Committee shall review and approve any individual as an employee or director of the Company that is, or has been previously been, a partner or employee of the present or former external auditor of the Company.

### **Whistleblower Policy**

**Submission of Complaints:** The Committee shall establish, maintain and oversee the Whistleblower Policy for: (i) the receipt, retention, and treatment of complaints received by the Company, including incidents of retaliation received by the Company, regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by the Company’s employees of concerns regarding questionable accounting or auditing matters.

### **Access to Records, Legal Counsel and Advisors**

**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 of its subsidiaries or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

**Independent Advisors:** The Committee shall have the authority to engage and determine funding for such independent legal, accounting and other advisors as it deems necessary to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered to cause the Company or any of its subsidiaries, as applicable, to pay the compensation of such advisors as established by the Committee.

### **Funding of the Audit Committee**

**Funding:** The Company shall provide appropriate funding, as determined by the Committee, for: (i) payment of compensation to the independent auditors or any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) any other advisors engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

### **Other Responsibilities**

**Reports to Board of Directors:** The Committee shall report regularly to the Board regarding the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

**Review of this Charter:** The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.

**Regulatory Developments:** The Committee shall monitor and provide reports to the Board with respect to developments in accounting rules and practices, income tax laws and regulations, and other regulatory requirements that affect matters within the scope of the Committee's authority and responsibilities.

**IT and Information Security:** The Committee shall assess with management, the material risk exposures relating to the Company's information technology systems and information security, together with the Company's actions, policies and procedures, to identify, monitor and mitigate such exposures.

**Delegation:** Subject to applicable law, the Committee may delegate any or all of its functions to any one or more of its members, or other persons, from time to time as it sees fit.

**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. 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.

## **INVESTOR RIGHTS AGREEMENT**

Certain of the provisions of this Charter may be qualified by the provisions of the Investor Rights Agreement. In the event of any inconsistency or conflict between the terms of this Charter and the terms of the Investor Rights Agreement, the terms of the Investor Rights Agreement shall prevail.