

**CANACCORD GENUITY GROUP INC.
CHARTER AND TERMS OF REFERENCE
OF THE AUDIT COMMITTEE**

(As approved by the Audit Committee on January 27, 2005, and amended on May 22 and November 6, 2012, and on February 4, 2015)

1. MANDATE

The primary mandate of the audit committee (the “Audit Committee”) of the Board of Directors of the Company (the “Board”) is to assist the Board in overseeing the Company’s financial reporting and disclosure. This oversight includes:

- (a) reviewing the financial statements and financial disclosure that is provided to shareholders and disseminated to the public;
- (b) reviewing the systems of internal controls to ensure integrity in the financial reporting of the Company;
- (c) approving risk management policies that establish the appropriate approval levels for decisions and other checks and balances to manage risk;
- (d) satisfying itself that policies are in place to manage the risks to which the Company is exposed, including market, operational, liquidity, credit, regulatory and legal, and reputational risk; and
- (e) monitoring the independence and performance of the Company’s external auditors and reporting directly to the Board on the work of the external auditors.

2. COMPOSITION AND ORGANIZATION OF THE COMMITTEE

2.1 The Audit Committee must have at least three directors.

2.2 Subject to the applicable securities legislation (including exemptions), every Audit Committee member must be independent. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with an issuer. A material relationship means a relationship which could, in the view of the issuer’s board of directors, reasonably interfere with the exercise of a member’s independent judgment.¹

2.3 Every Audit Committee member must be financially literate. Financial literacy is 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 issuer’s financial statements.²

2.4 The Board will appoint from themselves the members of the Audit Committee on an annual basis for one-year terms. Members may serve for consecutive terms.

1 National Instrument 52-110 (*Audit Committees*), section 1.4.

2 National Instrument 52-110 (*Audit Committees*), section 1.5.

2.5 The Board will also appoint a chair of the Audit Committee (the “Chair of the Audit Committee”) for a one-year term. The Chair of the Audit Committee may serve as the chair of the committee for any number of consecutive terms.

2.6 A member of the Audit Committee may be removed or replaced at any time by the Board. The Board will fill any vacancies in the Audit Committee by appointment from among members of the Board.

3. MEETINGS

3.1 The Audit Committee will meet at least four times a year. Special meetings may be called by the Chair of the Audit Committee as required.

3.2 Quorum for a meeting of the Audit Committee will be a majority of the members in attendance.

3.3 Members may attend meetings of the Audit Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.

3.4 The Audit Committee Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to Audit Committee members for members to have a reasonable time to review the materials prior to the meeting.

3.5 The Company’s auditors will be advised of the names of the members of the Audit Committee and will receive notice of and be invited to attend meetings of the Audit Committee and to be heard at those meetings on matters related to the Auditor’s duties.

3.6 Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

4. RESPONSIBILITIES OF THE COMMITTEE

4.1 To assist the Board, the Audit Committee will:

External Auditor

- (a) select, evaluate and recommend to the Board, for shareholder approval, the external auditor to examine the Company’s accounts, controls and financial statements;
- (b) evaluate, prior to the annual audit by external auditors, the scope and general extent of their review, including their engagement letter,
- (c) set the compensation to be paid to the external auditors and recommend such payment to the Board.

- (d) obtain written confirmation from the external auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs;
- (e) recommend to the Board, if necessary, the replacement of the external auditor;
- (f) meet at least annually with the external auditors, independent of management, and report to the Board on such meetings;
- (g) pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services;

Financial Statements and Financial Information

- (h) review and discuss with management and the external auditor the annual audited financial statements of the Company and recommend their approval by the Board;
- (i) review and discuss with management the quarterly financial statements and, if appropriate, recommend their approval by the Board;
- (j) review and if appropriate, recommend to the Board for approval the financial content of the annual report;
- (k) review the process for the certification of financial statements by the Chief Executive Officer and Chief Financial Officer;
- (l) review the Company's management discussion and analysis, earnings guidance press releases, annual and interim earnings press releases, and audit committee reports before the Company publicly discloses this information;
- (m) review annually with external auditors the Company's accounting principles and the reasonableness of management's judgments and estimates as applied in its financial reporting;
- (n) review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and the extent to which recommendations made by the external auditors have been implemented;

Internal Controls and Information Systems

- (o) review with the external auditors and with management the general policies and procedures used by the Company with respect to internal accounting and financial controls;
- (p) review adequacy of security of information, information systems and recovery plans;
- (q) review management plans regarding any changes in accounting practices or policies and the financial impact thereof;

- (r) review with the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the financial statements;
- (s) discuss with management and the external auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure;
- (t) review the Company's insurance, including directors' and officers' coverage, and provide recommendations to the Board;

Risk Management

- (u) assist management to identify the Company's principal business risks (including market, operational, liquidity, credit, regulatory and legal, and reputational risk);
- (v) review with management the Company's policies and procedures on risk identification and monitoring including emerging risk identification;
- (w) approve, where appropriate, policies developed and implemented to measure the Company's risk exposures and for identifying, evaluating and managing the significant risks to which the Company is exposed, and review such policies and procedures at least once a year to satisfy itself that they remain appropriate and prudent;
- (x) monitor, on a regular basis, the Company's risk management performance and obtain, on a regular basis, reasonable assurance that the Company's risk management policies are being adhered to;

Other

- (y) review the Company's significant loans to employees/consultants; and
- (z) conduct special reviews and/or other assignments from time to time as requested by the Board.

5. PROCESS FOR HANDLING COMPLAINTS REGARDING FINANCIAL MATTERS

5.1 The Audit Committee will establish a procedure for the receipt, retention and follow-up of complaints received by the Company regarding accounting, internal controls, financial reporting, or auditing matters.

5.2 The Audit Committee will ensure that any procedure for receiving complaints regarding accounting, internal controls, financial reporting, or auditing matters will allow the confidential and anonymous submission of concerns by employees.

6. REPORTING

6.1 The Audit Committee will report to the Board on:

- (a) the external auditor's independence;
- (b) the performance of the external auditor and the Audit Committee's recommendations;
- (c) regarding the reappointment or termination of the external auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) its review of risk management policies, risk management performance and any material risk management issues;
- (f) the Audit Committee's review of the annual and interim financial statements;
- (g) the Audit Committee's review of the annual and interim management discussion and analysis;
- (h) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (i) all other material matters dealt with by the Audit Committee.

7. AUTHORITY OF THE COMMITTEE

7.1 The Audit Committee will have the resources and authority appropriate to discharge its duties and responsibilities. The Audit Committee may at any time retain outside financial, legal or other advisors at the expense of the Company without approval of management.

7.2 The external auditor will report directly to the Audit Committee.

CHARTER AND TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

8. COMMITTEE TIMETABLE

The timetable on the following pages outlines the Committee’s schedule of activities during the year.

	January	February	March	Apr	May/June	June	July	August	September	October	November	December
External Auditor												
a) Select, evaluate and recommend external auditor												
b) Evaluate scope and general extent of external auditors review, including engagement letter												
c) Set and recommend compensation to be paid to external auditors												
d) Obtain written confirmation from external auditor that objective and independent according to professional rules												
e) Recommend, if necessary, replacement of external auditor												
f) Auditors Quarterly Review Report		X			X			X			X	
g) Auditors Annual Review Report						X						
h) Meet with external auditors, independent management, and report on such meetings		X			X	X		X			X	
i) Pre-approve any non-audit services to be provided by external auditor and fees for those services		X			X			X			X	
j) Review annual audit plan								X				
Financial Statements and Financial Information												
k) Review and discuss with management and external auditor the annual audited financial statements and recommend for approval												
l) Review and discuss with management the quarterly financial statements and, if appropriate, recommend for approval												

CHARTER AND TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

	January	February	March	Apr	May/June	June	July	August	September	October	November	December
m) Review and if appropriate, recommend for approval financial content of annual report												
n) Review process for certification of financial statements by CEO and CFO												
o) Review management discussion and analysis, earnings guidance press releases, annual and interim earnings press releases, and audit committee reports												
p) Review with external auditors the Company's accounting principles and the reasonableness of managements judgments and estimates as applied in financial reporting												
q) Review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and extent to which external auditors' recommendations have been implemented												
r) Ensure adequate procedures in place for review of financial information extracted or derived from financial statements for public disclosure												
s) Review any significant disagreements among management and external auditor in connection with preparation of financial statements												
t) Ensure there is an agreed course of action for the resolution of any significant unsettled issues												
u) Review of regulatory capital		X			X			X			X	
v) Review of capital commitments		X			X			X			X	
w) Annual budget and capital plan					X							
x) Management response to IIROC examination findings					X							

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	January	February	March	Apr	May/June	June	July	August	September	October	November	December
Risk Management, Internal Controls and Information Systems												
y) Review with external auditors and management general policies and procedures with respect to internal auditing and financial controls												
z) Update on Group Risk and Capital Management (GRCM)		X			X			X			X	
aa) Risk reporting package including analysis of principal trading and credit		X			X			X			X	
bb) Update on tax projects		X			X			X			X	
cc) Analysis of assets under administration (AUA)		X			X			X			X	
dd) Review adequacy of security of information, information systems and recovery plans												
ee) Review management plans regarding any changes in accounting practices or policies and the financial impact thereof												
ff) Management discussion of accounting policies and estimates		X			X			X			X	
gg) Review with in-house legal counsel a summary of outstanding litigation		X			X			X			X	
hh) Review with external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have material effect upon financial position of the Company and the manner in which these matters are being disclosed in financial statements												
ii) Discuss with management and external auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding financial statements or disclosure												
jj) Assist management to identify principal business risks												

CHARTER AND TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

	January	February	March	Apr	May/June	June	July	August	September	October	November	December
kk) Review Company's insurance, including directors' and officers' coverage, and provide recommendations to Board					X							
ll) Review of credit facilities											X	
Other												
mm) Review significant loans to employees/consultants												
nn) Review and approve issuer's hiring policies regarding partners, employees and former partners and employees of present and former external auditor of the Company												
oo) Conduct special reviews and/or other assignments from time to time as requested by Board												