

STRONGCO CORPORATION

AUDIT COMMITTEE CHAIR POSITION DESCRIPTION

The chairman (the "**Chair**") of the audit committee (the "**Audit Committee**") of the board of directors (the "**Board**") of Strongco Corporation ("**Strongco**") has the responsibilities and specific duties described below.

APPOINTMENT AND QUALIFICATION

The Chair will be a duly elected director of Strongco and appointed by the Board as Chair of the Audit Committee for a one-year term, with such appointment being at the first meeting of the Board following the annual meeting of shareholders (except when a vacancy is being filled). The Chair will be independent as defined in National Instrument 52-110 of the Canadian Securities Administrators. He or she will have such competencies and skills as may be determined by the Audit Committee and the Board.

RESPONSIBILITIES

The Chair provides effective leadership to the Audit Committee and leads the Audit Committee in fulfilling the duties set out in the Audit Committee Charter.

SPECIFIC DUTIES

In addition to the Chair's responsibilities as a member of the Board, and those responsibilities set out in the Audit Committee Charter and specific duties assigned by the Board from time to time, the Chair will:

Leadership

1. Provide overall leadership to enhance the effectiveness of the Audit Committee.
2. Take reasonable steps to ensure that the responsibilities and duties of the Audit Committee, as outlined in its charter, are well understood by Audit Committee members and executed as effectively as possible.

Ethics

3. Foster effective, ethical and responsible decision-making by the Audit Committee and its individual members.

Audit Committee Governance

4. Oversee all aspects of the Audit Committee's direction and administration in fulfilling the terms of its charter.
5. With input from the Corporate Governance, Nominating, Compensation and Pension

Committee, oversee the structure, size, composition, membership (including independence and financial literacy qualifications) and activities delegated to the Audit Committee.

Audit Committee Meetings

6. Ensure that the Audit Committee meets at least quarterly and as many additional times as may be necessary to carry out its duties effectively.
7. Together with the Chairman of the Board, the Secretary, members of senior management and outside advisors, as appropriate, establish the agenda for each Audit Committee meeting.
8. Chair all meetings of the Audit Committee, including *in camera* sessions. Should the Chair not be present, the Audit Committee members present may designate a Audit Committee chair by majority vote of the Audit Committee membership.
9. Ensure there is sufficient time during Audit Committee meetings to fully discuss agenda items and facilitate discussion on all business set out in the agenda, seeking to bring matters to resolution as required.
10. Encourage Audit Committee members to ask questions and express viewpoints during meetings.
11. Ensure that the Audit Committee meets in separate, regularly scheduled closed sessions with the independent auditors.
12. Ensure that the Audit Committee meets in separate, regularly scheduled, non-management, *in camera* sessions.
13. Ensure that the Audit Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

Audit Committee Reporting

14. Following each meeting of the Audit Committee, report to the Board on the activities, findings and any recommendations of the Audit Committee.
15. Ensure that Audit Committee meeting minutes and other materials are available to any members of the Board upon request.

Audit Committee/Management Relationships

16. Take reasonable steps to ensure that Audit Committee members receive written information and are exposed to presentations from senior management in accordance with the Audit Committee Charter.
17. Facilitate effective communication between Audit Committee members and senior management, both inside and outside of Audit Committee meetings.

18. Have an effective working relationship with members of senior management.

Evaluations

19. Ensure that a performance evaluation of the Audit Committee and the Chair is conducted, soliciting input from all Audit Committee members, other members of the Board and appropriate members of senior management.

Advisors/Resources

20. Ensure that resources and expertise are available to the Audit Committee so that it may conduct its work effectively and efficiently.
21. Coordinate with the Audit Committee to retain, oversee, compensate and terminate independent advisors to assist the Audit Committee in its activities.

Other

22. Carry out any other appropriate duties and responsibilities delegated by the Board or the Audit Committee.

Approved by the Board of
Directors with effect as of July
1, 2010.