



VICTORIAS MILLING COMPANY, INC.

## AUDIT COMMITTEE CHARTER

### I. PURPOSE

To assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the Company's process for monitoring compliance with laws and regulations and the code of conduct.

### II. COMPOSITION

The audit committee will consist of at least three and no more than seven members of the Board of Directors. The Board or its nominating committee will appoint committee members and the committee chair.

Each committee member will be both independent and financially literate as defined by applicable legislation and regulation.

### III. AUTHORITY & RESPONSIBILITIES

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

1. Review and concur in the appointment, replacement and reassignment, or dismissal of the Chief Audit Executive.
2. Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
3. Resolve any disagreements between management and the auditor regarding financial reporting.
4. Pre-approve all auditing and non-audit services.
5. Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
6. Seek any information it requires from employees-all of whom are directed to cooperate with the committee's requests-or external parties.

7. Meet with company officers, external auditors, or outside counsel, as necessary.
8. Review the Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.

The Audit Committee has the authority to withdraw, withhold, or waive any and all provisions, as well as to interpret, amend or otherwise reinstate any existing or previously deleted provisions, respectively herein contained in this charter.

The Audit Committee will carry out the following responsibilities:

#### Financial Statements

1. Review significant accounting and reporting issues including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements and understand their impact on the financial statements.
2. Review with management and the external auditors the results of the audit including any difficulties encountered.
3. Review the annual financial statements, and consider whether they are complete, consistent with information known to committee members, and reflect appropriate accounting principles.
4. Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
5. Review with management and the external auditors all matters required to be communicated to the committee under Generally Accepted Auditing Standards.
6. Understand how management develops interim financial information, and the nature and extent of internal and external auditor involvement.
7. Review interim financial reports with management and external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.

#### Internal Control

1. Consider the effectiveness of the company's internal control system, including information technology security and control.

2. Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

#### Internal Audit

1. Review and approve with management and the Head of the Internal Audit and the charter, plans, activities, staffing, and organizational structure of the internal audit functions.
2. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive.
3. Review the effectiveness of the internal audit function, including compliance with *The Institute of Internal Auditors' Standards for the Professional Practice of Internal Auditing*.
4. On a regular basis, meet separately with the Chief Audit Executive to discuss any matters that the committee or internal audit believes should be discussed privately.

#### External Audit

1. Review the external auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
2. Review the performance of the external auditors, and recommend final approval to the Board on the appointment or discharge of the auditors.
3. Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the company, including non-audit services, and discussing the relationships with the auditors.
4. On a regular basis, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

#### Compliance

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

2. Review the findings of any examinations by regulatory agencies, and any auditor observations.
3. Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
4. Obtain regular updates from management and company legal counsel regarding compliance matters.

#### Reporting Responsibilities

1. Regularly report to the board of directors about committee activities, issues and related recommendations.
2. Provide an open avenue of communication between internal audit, the external auditors, and the Board of Directors.
3. Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
4. Review any other reports the company issues that relate to committee responsibilities.

#### Other Responsibilities

1. Perform other activities related to this charter as requested by the Board of Directors.
2. Institute and oversee special investigations as needed.
3. Review and assess the adequacy of the committee charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
4. Confirm annually that all responsibilities outlined in this charter have been carried out.
5. Evaluate the committee's and individual members' performance on a regular basis.
6. Discuss with management the company's major policies with respect to risk assessment and risk management.

#### IV. SCHEDULE OF MEETINGS

The committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All committee members are expected to attend each meeting, in person or via tele-or-video-conference. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.