

AUDIT COMMITTEE CHARTER

I. ORGANIZATION

There shall be a Committee of the Board of Directors to be known as the Audit Committee and this charter sets out the role, composition, authority, responsibilities and operations of this Committee. The Audit Committee shall review and reassess the charter at least annually and obtain the approval of the Board of Directors.

Composition:

The Company's Board of Directors reviews the composition of the committee from time to time and appoints the members of the Audit Committee and the Chairperson of this Committee annually. This committee shall consist of at least three (3) directors.

Qualification:

The members of the Audit Committee shall preferably have accounting and finance backgrounds, one of whom shall be an independent director and another with audit experience. The Chairperson of the Audit Committee should be an independent director.

As prescribed in the company's Corporate Governance Manual, if the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock, then he shall be disqualified as an independent director. The disqualification shall be lifted if the limit is later complied with. Also, the company abides by the other independence requirements prescribed by the Securities and Exchange Commission.

Disqualification:

The grounds for the permanent or temporary disqualification of a director, including any member of the Audit Committee are prescribed in the corporate governance manual.

The Chairperson of the Audit Committee shall be disqualified from chairmanship when he ceases to be an independent director.

II. STATEMENT OF POLICY

It shall be the policy of the Company to constitute and maintain an Audit Committee which shall assist the Board of Directors in fulfilling its oversight responsibilities to the shareholders relating to the company's financial statements

AUDIT COMMITTEE CHARTER

and financial reporting process, governance, risk management and internal control systems, the internal and external audit process, and the company's process of monitoring compliance with contracts, laws and regulations and the code of conduct.

III. AUTHORITY

The Audit Committee has the authority to conduct or authorize inquiries into any matters within its scope of responsibility with full access to all books, records, facilities and personnel of the Company. It is empowered to:

- Appoint and oversee the work of any registered public accounting firm employed by the organization.
- Resolve any disagreements between any management and the auditor regarding financial reporting.
- Retain an independent counsel, accountants, or others to advise the committee or to assist in the conduct of an investigation.
- Meet with the organization's officers, internal auditors, external auditors, or outside counsel as necessary.
- Investigate any activity within the terms of this Charter and seek information it requires from the concerned Officer of the company.

IV. COMMITTEE PROCEDURES

Meetings and Quorum

The Audit Committee will meet at least four (4) times a year, with authority to convene additional meetings as circumstances require. All audit committee members are expected to attend each meeting in person or via teleconference or videoconference. The presence of the Chairman (who is an independent director) and another member of the committee shall constitute a quorum. The Audit Committee will invite members of management (i.e. Chief Financial Officer, Controller), internal and external auditors, or others to attend meetings and provide pertinent information as necessary. It will hold private meetings with auditors (see below) and executive sessions, if necessary.

Notice:

A notice of each meeting of the committee, confirming the venue, time and date, will be prepared and sent (via email or other electronic means) to all members of the Audit Committee, as well as members of the management, auditors, or others invited by the committee, at least two (2) weeks prior to the scheduled meeting.

AUDIT COMMITTEE CHARTER

Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials.

Escalation:

The Audit Committee may escalate any matter that in the opinion of the Committee should be brought to the attention of the Board and, any recommendations, requiring Board approval and/or action.

Functional and Secretariat Support:

The Internal Audit Department shall support the Audit Committee in the rendition of its functions, specifically:

1. The Internal Audit Department shall provide all the secretariat support to the Committee.
2. The VP – Internal Audit for Integrated Resort Operations shall attend all the Committee meetings and be primarily responsible for recording the minutes of the meetings.

Minutes and Records:

Minutes of meetings will be prepared, reviewed and approved by the members of the Audit Committee. Records of attendance will be included in the minutes.

The VP – Internal Audit for Integrated Resort Operations shall keep all minutes of the meetings and make these available for inspection by any member of the Audit Committee or the Board of Directors, when requested.

V. DUTIES & RESPONSIBILITIES

The Committee will carry out the following responsibilities:

A. Financial Reporting and Disclosures

1. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas.
2. Review recent professional and regulatory pronouncements, and understand their impact on the financial statements.
3. Review the annual consolidated financial statements whether consistent with information known to committee members, and reflect appropriate accounting principles.
4. Review with management and the external auditors the results of the audit, including any difficulties encountered.

AUDIT COMMITTEE CHARTER

5. Review regulatory filings before release as to consistency with reported financial statements and compliance with financial reporting regulations.
6. Review with management and the external auditors all matters required to be communicated to the Audit Committee under generally accepted auditing standards.
7. Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:
 - Any change/s in the accounting policies and practices
 - Major judgment areas
 - Significant adjustments resulting from the audit
 - Going concern assumptions
 - Compliance with IFRS standards
 - Compliance with tax, legal and regulatory requirements.

Review the action on the recommendation in the External Auditor's management letter.

B. Risk Management

1. *Oversee the Company's formal enterprise risk management system which contains the following elements: a) common risk language; b) risk management objectives and oversight; c) uniform processes of assessing risks and developing strategies to manage and prioritized risks; d) designing and implementing risk management strategies, and e) continuing assessments to improve risk strategies, processes and measures.*
2. *Review and approve BRC's risk governance framework, risk assessment and risk management practices, and the guidelines, policies, processes for risk assessment and risk management.*
3. *Review and approve BRC's risk appetite, risk tolerance and key risk policies on the establishment of risk limits, as well as the guidelines, policies and processes for monitoring and mitigating such risks.*
4. *Review management's quarterly update reports on management action commitments in managing the identified risks.*
5. *Evaluate the adequacy and effectiveness of the enterprise risk management system in addressing the identified risks.*
6. *Review audit reports and significant findings with respect to risk management activities, together with management's responses.*
7. *Review significant reports from regulatory and government agencies relating to risk management and compliance issues, and management's responses, if any.*

AUDIT COMMITTEE CHARTER

C. Related Party Transactions (RPT)

1. *Oversee the Related Party Transaction (RPT) system in identifying, monitoring, measuring, controlling and reporting RPTs, including periodic review of RPT policies and procedures. Ensure an appropriate review and approval of materials or significant RPTs, which guarantee fairness and transparency of the transactions.*
2. *Continuously identify existing relations between and among businesses and counterparties to ensure RPTs are monitored including subsequent changes in relationships with counterparties (from non-related to related or vice-versa). Report to the Board and, if required, to regulators the RPTs and changes in relationships.*
3. *Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine and address any reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account the following:*
 - a. *The related party's relationship to the Company and interest in the transaction;*
 - b. *Material facts of the proposed RPT, including proposed aggregate value of such transaction;*
 - c. *Benefits of the Company in the proposed RPT;*
 - d. *Availability of other sources comparable products or services;*
 - e. *An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to unrelated party under similar circumstances.*
4. *Ensure that, if necessary, appropriate disclosure is provided to the regulating authorities relating to the Company's RPT exposures, and policies on conflict of interest or potential conflict of interest.*
5. *Report to the Board on a regular basis the status and aggregate exposure to each related party, as well as the total amount of exposures to all related parties.*
6. *Ensure that transactions with related parties are subject to a periodic independent review or audit process.*

D. Internal Control

1. *Assess the design and operating effectiveness of internal controls, including financial reporting control and information technology security and control, to address the risks identified, by ascertaining that the*

AUDIT COMMITTEE CHARTER

following objectives are met:

- Assets are safeguarded
 - Fraud or errors in the accounting records are prevented or detected.
 - Accuracy and completeness of accounting records are ensured
 - Reliable financial information is prepared in a timely manner
 - Efficiency and effectiveness of operations
 - Applicable internal policies, laws and regulations relating to the financial accounting and operating processes are complied with.
8. Assess the control environment and system of internal controls by seeking assurance from Management, internal auditors and external auditors.
 9. Obtain written undertaking from COO and CFO confirming their awareness and respective responsibilities for internal controls.

D. Internal Audit

1. Ensure the internal and external auditors act independently from each other and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions.
2. Concur with the appointment of the Vice President - Internal Audit for Integrated Resort Operations and the terms and conditions of his engagement and removal.
3. Recommends approval of the Internal Audit Charter, which defines the roles of the internal audit and the audit plan.
4. Review with management and the Vice President – Internal Audit for Integrated Resort Operations the charter, activities, staffing and organizational structure of the Internal Audit Department (IAD).
5. Have final authority to review and approve the annual audit plan and all major changes to the plan to ensure its conformity with the objectives of the Company. The plan shall include the audit scope, resources and budget necessary to implement it.
6. Establish and identify the reporting line of the Vice President – Internal Audit for Integrated Resort Operations to enable him to properly fulfill his duties and responsibilities independently. He shall functionally report to the Audit Committee.
7. Ensure that there are no unjustified restrictions or limitations in the scope of internal audit reviews and that, in the performance of work of IAD, they shall be free from interference by outside parties.
8. At least once per year, review the performance of the Vice President – Internal Audit for Integrated Resort Operations and concur with the annual compensation and salary adjustment.

AUDIT COMMITTEE CHARTER

9. Review the effectiveness of the internal audit function, including compliance with the Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*.
10. On a regular basis, meet separately with the Vice President – Internal Audit for Integrated Resort Operations to discuss any matters that the Committee or Vice President – Internal Audit for Integrated Resort Operations believes should be discussed privately.
11. Review the quarterly reports submitted by IAD. The internal audit reports shall contain, but not limited to, the following:
 - a. a description of the progress of the internal audit plan;
 - b. a summary of internal audit activities and significant reports;
 - c. a description of any significant deficiencies in the internal control systems and procedures of the Company;
 - d. a summary of any significant difficulties or disagreements with management or scope restrictions encountered in the course of the internal audit's work; and,
 - e. any significant unresolved issues.
12. Review and monitor the responsiveness of management to the internal audit findings and recommendations.

E. Independent External Audit

1. Prior to the commencement of the audit, discuss with the external auditors the nature, scope and expenses of the audit, including coordination of audit efforts with internal auditing to secure proper coverage and minimize duplication of efforts.
2. Review the performance of the external auditors, rotation process, and exercise final approval on their appointment or discharge.
3. Review reports submitted by external auditors.
4. Assess the integrity and independence of external auditors and the effectiveness of its audit process. Review and monitor the external auditor's suitability and effectiveness on an annual basis, and to vet and nominate a new external auditor, if the Committee finds it necessary.
5. Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to Company's overall consultancy expenses. The Audit Committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the company's annual report as may be required by law.
6. On a regular basis, meet separately with the external auditors to discuss any matters that the Committee or Auditors believe should be discussed privately.

AUDIT COMMITTEE CHARTER

F. 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 non-compliance.
2. Review the significant findings of any examinations by regulatory agencies and any auditor observations.
3. Review the process for communicating the code of conduct to the organization's personnel and for monitoring compliance therewith.
4. Obtain regular updates from management and the organization's legal counsel regarding significant compliance matters.

G. Reporting

1. Regularly report to the board of directors about committee activities, compliance certifications, results of annual self-assessment, issues, and related recommendations.
2. Provide an open avenue of communications among internal auditors, the external auditors, and the board of directors.
3. Report annually, if necessary, to the shareholders, describing the Audit Committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.

H. Other Responsibilities

1. Review and assess annually that all responsibilities outlined in this charter have been effectively carried out. *It shall use a quantitative rating of 1 to 10 and qualitative description of each rating such as poor, satisfactory, very satisfactory and outstanding is defined in Appendix 1.*
2. Perform other activities related to this charter as requested by the Board of Directors
3. Institute and oversee special investigations as needed.

VI. REMUNERATIONS OF COMMITTEE MEMBERS & ADVISERS

Committee members are entitled to receive remuneration as determined from time to time by the Board.

As the Audit Committee has the authority to retain independent counsel, accountants, or others to advise the Committee or to assist in the conduct of an investigation, the remunerations of such advisers shall be recommended by the Audit Committee for approval by the Board.



AUDIT COMMITTEE CHARTER

VII. AMENDMENT

The Audit Committee shall review and assess the adequacy of this Charter annually, requesting board approval for proposed changes, if any, and to ensure appropriate disclosure as may be required by law or regulations.

oOo