

# ONCOLYTICS BIOTECH INC.

## AUDIT COMMITTEE MANDATE

### 1. Policy Statement

It is the policy of Oncolytics Biotech Inc. (the "Corporation") to establish and maintain an Audit Committee, composed entirely of independent directors, to assist the Board of Directors (the "Board") in carrying out their oversight responsibility for the Corporation's internal controls, financial reporting and financial risk management processes. The Audit Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board including administrative support. If determined necessary by the Audit Committee, it will have the discretion to institute investigations of improprieties, or suspected improprieties within the scope of its responsibilities, including the standing authority to retain special counsel or experts. In the event of a conflict of interest or potential conflict of interest involving one or more of the directors or members of management, the Audit Committee may modify the procedures and requirements set out in this Mandate restrict communication and sharing of information to independent directors or otherwise take reasonable measures to manage the conflict of interest or potential conflict of interest.

### 2. Composition of the Committee

- (a) The Audit Committee shall consist of a minimum of three (3) directors. The Board shall appoint the members ("Members") of the Audit Committee and may seek the advice and assistance of the Governance Committee in identifying qualified candidates. The Board shall appoint one Member of the Audit Committee to be the Chair of the Audit Committee, or delegate such authority to appoint the Chair of the Audit Committee to the Audit Committee.
- (b) The Chair of the Committee shall be responsible for leadership of the Committee, including preparing or approving the agenda, presiding over the meetings, and making committee assignments.
- (c) Each director appointed to the Audit Committee by the Board shall be an outside director who is unrelated and independent. An outside, unrelated and independent director is a director who meets the requirements of NASDAQ Rule 5605(a)(2) and National Instrument 52-110. A director appointed to the audit committee shall also meet the requirements of NASDAQ Rule 5605(c)(2) and Rule 10A-3(b)(1) of the United States Securities Exchange Act of 1934, as amended. Such director shall be independent of management and free from any interest, any business or other relationship which could, or could reasonably be perceived, to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. In determining whether a director is independent of management, the Board shall make reference to the abovementioned rules and any applicable revisions thereto, and any additional relevant and then current legislation, rules, policies and instruments of applicable regulatory authorities.
- (d) Each Member of the Audit Committee shall be financially literate. In order to be financially literate, a director must be, at a minimum, able to read and understand

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 Corporation's financial statements. At least one Member shall have accounting or related financial management expertise, meaning the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with generally accepted accounting principles and shall be a "financial expert" as defined in Item 407 of Regulation S-K promulgated by the U.S. Securities and Exchange Commission and "financially sophisticated" as defined in NASDAQ Rule 5605(c)(2).

- (e) In determining whether a Member of the Audit Committee is financially literate or has accounting or related financial expertise, reference shall be made to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
- (f) Each Member of the Audit Committee shall be appointed by the Board annually at the next scheduled meeting of the Board following the AGM. The Members will be appointed to hold office until the next annual general meeting of shareholders or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Audit Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (g) The Chair of the Board shall be an ex officio Member of the committee.

### 3. **Meetings of the Committee**

- (a) The Audit Committee shall convene a minimum of four times each year at such times and places as may be designated by the Chair of the Audit Committee and whenever a meeting is requested by the Board, a Member of the Audit Committee, the auditors, or senior management of the Corporation. Scheduled meetings of the Audit Committee shall correspond with the review of the year-end and quarterly financial statements and management discussion and analysis.
- (b) Notice of each meeting of the Audit Committee shall be given to each Member of the Audit Committee and to the auditors, who shall be entitled to attend each meeting of the Audit Committee and shall attend whenever requested to do so by a Member of the Audit Committee.
- (c) Notice of a meeting of the Audit Committee shall:
  - (i) be in writing, including by electronic communication facilities;
  - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (iii) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
  - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the Members of the Audit Committee may permit.

- (d) A quorum for the transaction of business at a meeting of the Audit Committee shall consist of a majority of the Members of the Audit Committee. However, it shall be the practice of the Audit Committee to require review, and, if necessary, approval of certain important matters by all Members of the Audit Committee.
- (e) A Member or Members of the Audit Committee may participate in a meeting of the Audit Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A Member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chair of the Audit Committee, the Members of the Audit Committee shall choose one of the Members present to be Chair of the meeting. If the Board has appointed a Corporate Secretary, the Corporate Secretary shall act as the secretary of the meeting. If the Board has not appointed a Corporate Secretary, the Members of the Committee shall choose one of the persons present to be the secretary of the meeting or may have another person who is not a Member of the Committee present to record the minutes of the meeting.
- (g) A member of the Board, senior management of the Corporation and other parties may attend meetings of the Audit Committee; however the Audit Committee (i) shall, at each meeting, meet with the external auditors independent of other individuals other than the Audit Committee; (ii) may exclude: (A) management, (B) directors who are not independent directors, or (C) any party that has a conflict of interest or potential conflict of interest, from part or all of a meeting of the Audit Committee if reasonably necessary for the Audit Committee to properly discharge its responsibilities; and (iii) may meet separately with management.
- (h) The Chief Executive Officer and the Chief Financial Officer shall each attend meetings of the Audit Committee when requested to do so by a Member of the Audit Committee.
- (i) Minutes shall be kept of all meetings of the Audit Committee and shall be signed by the Chair and the secretary of the meeting. Minutes of the meetings of the Audit Committee shall be distributed to Members of the Audit Committee, to other members of the Board and, with the exception of “*in camera*” items, to the Chief Executive Officer and Chief Financial Officer. Notwithstanding the foregoing, distribution of minutes of meetings or parts thereof may be restricted to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Audit Committee to properly discharge its responsibilities, but only for as long as is reasonably necessary.

#### 4. **Duties and Responsibilities of the Committee**

- (a) The Audit Committee’s primary duties and responsibilities are to:
  - (i) identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation;

- (ii) monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
  - (iii) monitor the independence and performance of the Corporation's external auditors. This will include receipt, review and evaluation, at least annually, of a formal written statement from the independent auditors confirming their independence, and qualifications, including their compliance with the requirements of the relevant oversight boards and actively engage in a dialogue with the auditors with respect to any disclosed relationships or services that may impact objectivity and independence of the auditors and take, or recommend that the full board take, appropriate action to oversee the independence of the external auditors;
  - (iv) deal directly with the external auditors to pre-approve external audit plans, other services (if any) and fees;
  - (v) directly oversee the external audit process and results (in addition to items described in Section 4(d) below);
  - (vi) provide an avenue of communication among the external auditors, management and the Board;
  - (vii) carry out a review designed to ensure that an effective "whistle blowing" procedure exists to permit stakeholders to express any concerns to an appropriately independent individual;
  - (viii) pre-approve any related party transactions to be entered into by the Company, and ensure appropriate disclosure thereof;
  - (ix) ensure financial disclosure incorporates inclusion of any material correcting adjustments required by the external auditors; and
  - (x) require and ensure that the external auditors are directly responsible to the Audit Committee, to whom they report.
- (b) The Audit Committee shall have the authority to:
- (i) inspect any and all of the books and records of the Corporation and its affiliates;
  - (ii) discuss with the management of the Corporation and its affiliates, any affected party and the external auditors, such accounts, records and other matters as any Member of the Audit Committee considers necessary and appropriate;
  - (iii) engage independent counsel and other advisors as it determines necessary to carry out its duties. The Audit Committee shall keep the Board apprised of both the selection of experts and the expert's findings through the Audit Committee's regular reports to the Board. The Audit Committee may restrict such reports to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Audit Committee

to properly discharge its responsibilities, but only for as long as is reasonably necessary;

- (iv) communicate directly with the external auditors; and
  - (v) set and pay the compensation for (A) any external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Corporation, (b) any advisors employed by the Audit Committee, and (C) ordinary administrative expenses of the Audit Committee.
- (c) The Audit Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate. The Audit Committee may restrict such reports to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Audit Committee to properly discharge its responsibilities, but only for as long as is reasonably necessary.
- (d) The Audit Committee shall:
- (i) review the audit plan with the Corporation's external auditors and with management;
  - (ii) review with the independent auditors the matters required to be discussed relating to the conduct of the audit, including (a) the proposed scope of their examination, with emphasis on accounting and financial areas where the Committee, the independent auditors or management believes special attention should be directed; (b) the results of their audit, including their audit findings report and resulting letter, if any, of recommendations for management; (c) their evaluation of the adequacy and effectiveness of the Company's internal controls over financial reporting; (d) significant areas of disagreement, if any, with management; (e) co-operation received from management in the conduct of the audit; (f) significant accounting, reporting, regulatory or industry developments affecting the Company; and (g) any proposed changes in major accounting policies or principles proposed or contemplated by the independent auditors or management, the presentation and impact of material risks and uncertainties and key estimates and judgements of management that may be material to financial reporting;
  - (iii) review with management and with the external auditors material financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
  - (iv) review any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or material accounting issues on which there was a disagreement with management;

- (v) review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
  - (vi) review audited annual financial statements (including management discussion and analysis) and related documents in conjunction with the report of the external auditors and obtain an explanation from management of all material variances between comparative reporting periods. Without restricting the generality of the foregoing, the committee will discuss with management and the independent auditors to the extent required, any issues and disclosure requirements regarding (a) the use of “pro forma” or “adjusted” non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies, (b) any off balance sheet arrangements, and (c) any going concern qualification.
  - (vii) consider and review with management, the internal control memorandum or management letter containing the recommendations of the external auditors and management’s response, if any, including an evaluation of the adequacy and effectiveness of the internal financial controls of the Corporation and subsequent follow-up to any identified weaknesses;
  - (viii) review with financial management and the external auditors the quarterly unaudited financial statements, management discussion and analysis, letter to shareholders and press release (all to be considered the “Quarterly Financial Reports”) and recommend the Quarterly Financial Reports to the Board for approval by the Board before release to the public;
  - (ix) before release, review and if appropriate, recommend for approval by the Board, all public disclosure documents containing audited or unaudited financial information, including any prospectuses, financial statements, including the notes thereto, annual reports, annual information forms, management discussion and analysis and press releases; and
  - (x) oversee, any of the financial affairs of the Corporation or its affiliates, and, if deemed appropriate, make recommendations to the Board, external auditors or management.
- (e) The Audit Committee shall:
- (i) evaluate the independence and performance of the external auditors;
  - (ii) recommend the nomination of the external auditors to the Board for appointment by the shareholders at the Corporation’s annual general meeting;
  - (iii) recommend the discharge of the external auditor when circumstances warrant;
  - (iv) monitor the rotation of the audit partner of the external auditors as required by applicable law or regulations;
  - (v) consider the recommendations of management in respect of the appointment of the external auditors;

- (vi) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors, or the external auditors of affiliates of the Corporation subject to the over-riding principle that the external auditors are not permitted to be retained by the Corporation to perform specifically listed categories of non-audit services as set forth by the Securities and Exchange Commission as well as internal audit outsourcing services, financial information systems work and expert services. Notwithstanding, the foregoing the pre-approval of non-audit services may be delegated to a Member of the Audit Committee, with any decisions of the Member with the delegated authority reporting to the Audit Committee at the next scheduled meeting;
  - (vii) approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and considering the potential impact of such services on the independence of the external auditors;
  - (viii) when there is to be a change of external auditors, review all issues and provide documentation related to the change, including the information to be included in the Notice of Change of Auditors and documentation required pursuant to the then current legislation, rules, policies and instruments of applicable regulatory authorities and the planned steps for an orderly transition period; and
  - (ix) review all reportable events, including disagreements, unresolved issues and consultations, as defined by applicable securities policies, on a routine basis, whether or not there is to be a change of external auditors.
- (f) The Audit Committee shall enquire into and determine the appropriate resolution of any conflict of interest in respect of audit or financial matters, which are directed to the Audit Committee.
  - (g) The Audit Committee shall review the Corporation's accounting and reporting of revenues, costs, liabilities and contingencies.
  - (h) The Audit Committee shall establish and maintain procedures for:
    - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls, or auditing matters; and
    - (ii) the confidential, anonymous submission by employees of the Corporation or concerns regarding questionable accounting or auditing matters.
  - (i) The Audit Committee shall review and approve the Corporation's hiring policies regarding partners and employees and former partners and employees of the present and former external auditors.
  - (j) The Audit Committee shall review with the Corporation's legal counsel, on no less than an annual basis, any legal matter that could have a material impact on the Corporation's financial statements, and any enquiries received from regulators, or government agencies.

- (k) The Audit Committee shall review with management and the Corporation's external auditors, on no less than an annual basis, any taxation matters that could have a material impact on the Corporation's financial statements.
- (l) The Audit Committee, through the Chair, shall receive notice from management of any instance of non-trivial fraud or other failure or weakness of the control system promptly upon management becoming aware of such.
- (m) The Audit Committee shall review and approve the signing authority for the Corporation at least annually or when a change is required.
- (n) The Audit Committee shall assess, on an annual basis, the adequacy of this Mandate and the performance of the Audit Committee.

## 5. Reporting

The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate. The Audit Committee may restrict such reports to independent directors in the event of a conflict of interest or potential conflict of interest or if otherwise necessary for the Audit Committee to properly discharge its responsibilities, but only for as long as is reasonably necessary.

## 6. **Date of Mandate**

This Mandate was last reviewed and approved by the Board on March 9, 2018.