

FORTRESS GLOBAL ENTERPRISES INC.

AUDIT COMMITTEE CHARTER

August 2, 2018

1. PURPOSE

The Audit Committee is appointed by the board of directors (the "Board") of Fortress Global Enterprises Inc. (the "Corporation") to assist the Board in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the compliance by the Corporation with legal and regulatory requirements; and (3) the independence and performance of the Corporation's external auditor (the "Auditor"), which shall report directly to the Audit Committee.

2. COMPOSITION

The members of the Audit Committee shall be appointed by the Board, and shall consist of at least three directors of the Corporation. Each member must be a director of the Corporation.

The members of the Audit Committee shall meet the independence and experience requirements, including the financial literacy requirements, of applicable corporate and securities laws and any exchange or quotation system upon which the Corporation's securities are listed or quoted.

The members of the Audit Committee shall elect a Chair from the Audit Committee members, and the Chair must be a non-executive director.

The Board may remove any member from the Audit Committee at any time, with or without cause. If a vacancy on the Audit Committee exists, the remaining members shall exercise all of the Audit Committee's powers so long as a quorum exists.

3. MEETINGS

The Audit Committee shall meet at least four times per year, and a majority of members of the Audit Committee, present in person, by teleconference or by videoconference will constitute a quorum.

The Auditor must be given reasonable notice of, and has the right to be heard at each meeting of the Audit Committee, and the Auditor may request that the Chair convene a meeting of the Audit Committee to consider any matter that the Auditor believes should be brought to the attention of the Board or shareholders.

The Audit Committee may request that any officer or employee of the Corporation or the Corporation's outside counsel or the Auditor attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee may meet for a private session, excluding management or other third parties and non-independent directors following each Audit Committee meeting or as otherwise determined by the Audit Committee.

The Audit Committee shall meet at least quarterly with each of the Chief Financial Officer and the Auditor, in separate executive sessions.

4. AUTHORITY

The Audit Committee shall have the authority to retain independent legal, accounting or other consultants to advise the Audit Committee as the Audit Committee determines necessary to carry out its duties, and the Audit Committee shall have the authority to set and pay the compensation for any such advisors.

5. DUTIES AND RESPONSIBILITIES

The Audit Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Recommend to the Board the nomination and appointment of the Auditor for the purposes of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and approve the compensation to be paid to the Auditor for said services.
3. Review the experience and qualifications of the senior members of the Auditor's team, the audit procedures of the Auditor and the rotation of the lead partner and reviewing partner of the Auditor.
4. Oversee the Auditor's work of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the Auditor regarding financial reporting. The Auditor is ultimately accountable to the Audit Committee and the Board.
5. Pre-approve any non-audit services, including tax services, and the fees for such non-audit services, provided by the Auditor to the Corporation or its subsidiary entities.
6. Review with the Auditor any problems or difficulties the Auditor may have encountered, any disagreements between the Auditor and management of the Corporation and any management letter provided by the Auditor and the Corporation's response to that letter. Such review should include: (1) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any disagreements with management; (2) the internal accounting and financial responsibilities; and (3) the investigation and implementation of the resolution of any disagreement between the Auditor and the management of the Corporation.
7. Receive periodic reports from the Auditor regarding the Auditor's independence, discuss such reports with the Auditor, consider whether the provision of non-audit services is compatible with maintaining the Auditor's independence and, if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the Auditor.

8. Evaluate together with the Board the performance of the Auditor. If so determined by the Audit Committee, recommend that the Board replace the Auditor.
9. Recommend to the Board guidelines for the Corporation's hiring of partners, employees and former partners and employees of the present and former Auditor who were engaged on the Corporation's account.
10. Make regular reports to the Board with respect to matters including, but not limited to the financial statements of the company and the auditor's report, if any, prepared in relation to those financial statements.
11. Review with management the annual audited financial statements, the interim financial statements, management's discussion and analysis and annual and interim earnings press releases, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Corporation's financial statements. Such review must occur prior to the Corporation publicly disclosing any such information.
12. Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in Item 11, and periodically assess the adequacy of those procedures.
13. Review the significant reports to management pertaining to the presentation and significant accounting policies of the Corporation's financial statements.
14. Review an analysis prepared by management and the Auditor of significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including an analysis of the effect of alternative methods under International Financial Reporting Standards ("**IFRS**") on the Corporation's financial statements.
15. Review with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
16. Review all proposed related party transactions, other than those reviewed by a special committee of disinterested directors in accordance with applicable corporate or securities laws.
17. Review policies and procedures with respect to the Chairman of the Board, President and Chief Executive Officer's expense accounts and perquisites, including the use of corporate assets, as well as periodically review major expenses incurred by the office of the Chairman of the Board, President and Chief Executive Officer.
18. Meet with management to review the Corporation's major financial risk exposures and the Corporation's internal controls.

19. Review major changes to the Corporation's internal controls and accounting principles and practices as suggested by the Auditor, internal accounting or financial personnel or management.
20. Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations in areas in which the Audit Committee has oversight responsibility.
21. Obtain reports from management, the Corporation's senior accounting and financial personnel and the Auditor respecting the Corporation's and its subsidiaries' conformity with applicable legal requirements, including disclosures of insider and affiliated party transactions.
22. Review with management and the Auditor any correspondence with regulators or governmental agencies, and any employee or anonymous complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
23. Establish procedures for: (1) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (2) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
24. Perform such other functions as assigned by law or regulation, or as required by the Board.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with IFRS. This is the responsibility of management and the Auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the Auditor, other than regarding financial reporting, or to assure compliance with laws and regulations.