

CINEPLEX ENTERTAINMENT CORPORATION

AUDIT COMMITTEE

TERMS OF REFERENCE

The Audit Committee (the “**Committee**”) of Cineplex Entertainment Corporation (“**GenPar**”) is a committee of the board of directors to assist the board in its oversight activities.

The purpose of the Committee is to assist the board in fulfilling its responsibilities of oversight and supervision of:

- the integrity of the Cineplex Entertainment Limited Partnership’s (the “**LP**”) accounting and financial reporting practices and procedures;
- the adequacy of the LP’s internal accounting controls and procedures;
- the quality and integrity of the LP’s financial statements; and
- the independence and performance of the LP’s external auditor.

Composition:

- The board of directors shall elect annually from among its members a committee to be known as the Audit Committee to be composed of at least three directors, all of whom are independent directors and each of whom is financially literate (or will become so within a reasonable period of time following his or her appointment).
- A member of the Committee who sits on the board of directors/trustees of an affiliated entity is exempt from the requirement that he or she be independent if that member, except for being a director/trustee (or member of the audit committee or any other board committee) of GenPar and the affiliated entity, is otherwise independent of GenPar and the affiliated entity, provided that the board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.
- If a member of the Committee ceases to be independent for reasons outside that member’s reasonable control, that member is exempt from the requirement to be independent for a period ending on the later of:
 - (a) the next annual meeting of the Cineplex Galaxy Income Fund (the “**Fund**”); and
 - (b) the date that is six months from the occurrence of the event which caused the member to not be independent,provided that the board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.
- Where the death, disability or resignation of a member of the Committee has resulted in a vacancy on the Committee that the board is required to fill, a member appointed to fill such vacancy is exempt from the requirements to be independent and financially literate for a period ending the later of:
 - (a) the next annual meeting of the Fund; and
 - (b) the date that is six months from the day the vacancy was created,

provided that the board has determined that appointing such member to the Committee will not materially adversely affect the ability of the Committee to act independently.

Reports:

- The Audit Committee shall report to the board of directors on a regular basis and, in any event, before the public disclosure by the LP of its quarterly and annual financial results. The reports of the Audit Committee shall include any issues of which the Committee is aware with respect to the quality or integrity of the LP's financial statements, its compliance with legal or regulatory requirements, and the performance and independence of the LP's independent auditor.

Responsibilities:

Subject to the powers and duties of the board, the board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the board:

A. Financial Statements and Other Financial Information

The Committee shall:

- (i) review the LP's annual audited financial statements and related documents prior to any public disclosure of such information;
- (ii) review the LP's interim unaudited financial results and related documents prior to any public disclosure;
- (iii) following a review with management and the external auditors of the annual and interim financial statements and related documents, recommend to the board the approval of such financial statements and related documents;
- (iv) review with management and/or the external auditors all critical policies and practices used as well as significant management estimates and judgments and any changes in accounting policies or financial reporting requirements that may affect the LP's financial statements;
- (v) review with management and/or the external auditors the treatment in the financial statement of any significant transactions, and other potentially difficult matters;
- (vi) review a summary provided by the LP's legal counsel of the status of any material pending or threatened litigation, claims and assessments;
- (vii) discuss the annual financial statements and the auditors' report thereon with officers of GenPar and the auditors; and
- (viii) review the other annual financial reporting documents as well as management's discussion and analysis and earnings press releases of the Fund or the LP prior to any disclosure to the public.

B. Financial Reporting Control Systems

The Committee shall:

- (i) require management to implement and maintain appropriate internal controls, and use reasonable efforts to satisfy itself as to the adequacy of the LP's policies for the management of risk and the preservation of assets and the fulfillment of legislative and regulatory requirements;

- (ii) annually, in consultation with management, the external auditors and, if applicable, the officer or employee responsible for the internal audit function, review, evaluate and assess the adequacy and integrity of the LP's financial reporting processes and internal controls; discuss significant financial risk, exposures and the steps management has taken to monitor, control and report such exposures;
- (iii) if applicable, meet separately with the officer or employee responsible for the internal audit function to discuss any matters that the Committee or auditors believe should be discussed in private;
- (iv) submit to the board any recommendations the Committee may have from time to time with respect to financial reporting, accounting procedures and policies and internal controls;
- (v) review reports from senior officers outlining any significant changes in financial risks facing the LP;
- (vi) review the management letter of the external auditors and the responses to suggestions made;
- (vii) review any new appointments to senior positions with financial reporting responsibilities;
- (viii) satisfy itself that adequate procedures are in place for the review of the LP's disclosure of the LP's financial information extracted or derived from the LP's financial statements (other than the financial statements, management's discussion and analysis and earnings press releases) and periodically assess the adequacy of those procedures;
- (ix) establish procedures for:
 - (A) the receipt, retention and treatment of complaints received by the LP regarding accounting, internal accounting controls, or auditing matters; and
 - (B) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- (x) review and approve GenPar/and the LP's (and their respective subsidiaries') hiring policies regarding employees and former employees of the present and former external auditors of the issuer; and
- (xi) obtain assurance from external auditors regarding the overall control environment and the adequacy of accounting system controls.

C. External Auditor

The Committee shall:

- (i) review the audit plan with the external auditors;
- (ii) discuss in private with the external auditors matters affecting the conduct of their audit and other corporate matters;
- (iii) review the performance and the remuneration of the LP's auditors;
- (iv) recommend to the board each year the retention or replacement of the external auditors to be nominated for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the LP;

- (v) if there is a plan to change auditors, review all issues related to the change and the steps planned for an orderly transition;
- (vi) annually review and recommend for approval to the board the terms of engagement and the remuneration of the external auditor;
- (vii) oversee the work of the external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the LP, including the resolution of disagreements between management and the external auditors regarding financial reporting;
- (viii) discuss with the LP's auditors the quality and not just the acceptability of the LP's accounting principles;
- (ix) meet with the LP's auditors on a regular basis in the absence of management;
- (x) relay its expectations to the LP's auditors from time to time including its expectation that (i) any disagreements of a material nature with management be brought to the attention of the Committee, (ii) that the auditors are accountable to the Committee and the board, each as representatives of the unitholders and must report directly to the Committee, (iii) any irregularities in the financial information be reported to the Committee, (iv) the auditors explain the process undertaken by them in auditing or reviewing the LP's financial disclosure, (v) the auditors disclose to the Committee any significant changes to accounting policies or treatment of the LP, (vi) the auditors disclose to the Committee any reservations they may have about the financial statements or their access to materials and/or persons in reviewing or auditing such statements, and (vii) the auditors disclose any conflict of interest that may arise in their engagement;
- (xi) review at least annually the non-audit services provided by the LP's auditors for the purposes of getting assurance that the performance of such services will not compromise the independence of the external auditors; and
- (xii) pre-approve all non-audit services to be provided to the LP or its subsidiary entities by its external auditors or the external auditors of its subsidiary entities¹ provided that the Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of this requirement. The pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the full Committee at its first scheduled meeting following such pre-approval.

D. Accountability

- (a) The Committee shall report to the board at its next regular meeting all such action it has taken since the previous report.
- (b) The Committee is empowered to investigate any activity of the LP and all employees of GenPar are to co-operate as requested by the Committee. The members of the Committee shall have the right for the purpose of performing their duties of inspecting all the books and records of the LP and its subsidiaries and of discussing such accounts and records and any matters relating to the

¹ The Committee may satisfy the pre-approval requirement if: (a) the aggregate amount of all the non-audit services that were not pre-approved constitutes no more than five per cent of the total amount of revenues paid by the LP to its external auditors during the fiscal year in which the services are provided; (b) the services were not recognized by the LP at the time of the engagement to be non-audit services; and (c) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

financial position of the LP with the officers and auditors of GenPar and its subsidiaries and advisors and any member of the Committee may require the auditors to attend any or every meeting of the Committee. The Committee may retain persons having special expertise to assist it in fulfilling its responsibilities.

- (c) The Committee is authorized to request the presence at any meeting, but without voting rights, of a representative from the external auditors, senior management, internal audit, legal counsel or anyone else who could contribute substantively to the subject of the meeting and assist in the discussion and consideration of the business of the Committee, including directors, officers and employees of GenPar or the LP.

Structure:

- The Committee shall appoint one of its members to act as Chairman of the Committee. The Chairman will appoint a secretary who will keep minutes of all meetings (the “**Secretary**”). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chairman.
- The Committee will meet as many times as is necessary to carry out its responsibilities but in no event will the Committee meet less than four times per year. Meetings will be at the call of the Chairman. Notwithstanding the foregoing, the auditors of the LP or any member of the Committee may call a meeting of the Committee on not less than 48 hours’ notice.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. A majority of the members of the Committee shall constitute a quorum provided that if the number of members of the Committee is an even number one half of the number of members plus one shall constitute a quorum.
- Any member of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a director. Subject to the foregoing, each member of the Committee shall hold such office until the next annual meeting of unitholders after his or her election as a member of the Committee.
- The auditors of the LP shall be entitled to receive notice of every meeting of the Committee and, at the expense of the LP, to attend and be heard there at.
- The Committee may invite such directors, officers and employees of GenPar or the LP as it may see fit from time to time to attend meetings of the Committee and assist in the discussion and consideration of the business of the Committee, but without voting rights.
- The Committee shall keep regular minutes of proceedings and shall cause them to be recorded in books kept for that purpose, and shall report the same to the board at such times as the board may, from time to time, require.
- The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure in all respects of such meeting shall be determined by the Committee, unless otherwise provided for in the Declaration of Trust, or otherwise determined by resolution of the board of directors.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the board of directors may from time to time determine.

Independent Advice:

- In discharging its mandate the Committee shall have the authority to retain (and authorize the payment by the LP of) and receive advice from special legal, accounting or other advisors.

Annual Evaluation:

At least annually, the Committee shall, in a manner it determines to be appropriate:

- perform a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with its terms of reference.
- review and assess the adequacy of its terms of reference and recommend to the board of directors any improvements to its terms of reference that the Committee determines to be appropriate.

Definitions:

“**financially literate**” means the ability to read and understand a set of 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 LP’s financial statements.

“**independent director**” means a director who has no direct or indirect material relationship with GenPar or the LP or their affiliates.

“**material relationship**” means a relationship which could, in the view of the board, reasonably interfere with the exercise of a director’s independent judgment. Without limiting the generality of the foregoing, the following persons are considered to have a material relationship with GenPar or the LP:

- (a) a person who is, or has been within the last three years, an employee or executive officer of GenPar or the LP, or any of their subsidiary entities or affiliated entities;
- (b) a person whose immediate family member is, or has been within the last three years, an executive officer of GenPar or the LP or any of their subsidiary or affiliated entities;
- (c) a person who is: (i) a partner² of the Fund’s internal or external auditor; (ii) is employed by the firm that is the Fund’s internal or external auditor; or (iii) was within the last three years a partner or employee of that firm and personally worked on the Fund’s audit within that time;
- (d) a person whose spouse, minor child or stepchild, or child or stepchild who shares a home with the person: (i) is a partner of the firm that is the Fund’s internal or external auditor; (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice; or (iii) was within the last three years a partner or employee of that firm and personally worked on the Funds’ audit within that time;
- (e) a person who is, or has been, or whose immediate family member is, or has been within the last three years, an executive officer of an entity if GenPar or the LP or their subsidiaries’ current executives serves or served at that same time on the entity’s compensation committee;
- (f) a person who has a relationship with GenPar or the LP or their affiliated entities pursuant to which such person may accept, directly or indirectly³, any consulting, advisory or other compensatory fee

² “partner” does not include a fixed income partner whose interest in the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with an internal or external auditor if the compensation is not contingent in any way on continued services.

³ The indirect acceptance by a person of a consulting, advisory or other compensatory fee includes acceptance of a fee by:

- (a) a person’s spouse, minor child or stepchild or a child or stepchild who shares the person’s home; or

from GenPar or the LP or any subsidiary entity of GenPar or the LP, other than as remuneration for acting in his or her capacity as a member of the board of directors or any other board committee, or as part-time chair or vice chair of the board or any board committee;

- (g) a person who received, or whose immediate family member who is employed as an executive member of GenPar or the LP or any of its subsidiary entities received, more than \$75,000 in direct compensation from GenPar or the LP or its subsidiary entities during any 12 month period within the last three years, other than: (i) as remuneration for acting in his or her capacity as a member of the board of directors or any board committee; or (ii) fixed amounts of compensation under a retirement plan for prior service with GenPar or the LP or any of its subsidiary entities if the compensation is not contingent in any way on continued service; and
- (h) a person who is an affiliated entity of GenPar or the LP or any of its subsidiary entities.

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- (b) an entity in which such person is a partner, member, an officer such as a managing director occupying a comparable position or executive officer or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in such case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Fund or any subsidiary entity of the Fund.