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ANNUAL INFORMATION FORM

May 4, 2011

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SYNERGY

Acquisition Corp.

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## GLOSSARY OF TERMS

The following is a glossary of terms and abbreviations used frequently throughout this Annual Information Form.

“**ASC**” means the Alberta Securities Commission;

“**BCSC**” means the British Columbia Securities Commission;

“**Common Shares**” means common shares in the capital of Synergy;

“**Synergy**” or the “**Company**” or the “**Corporation**” means Synergy Acquisition Corp. except as otherwise noted;

“**MD&A**” means Management Discussion and Analysis;

“**Minen**” means Minen Investments Inc.;

“**NAHL**” means Neo Alliance Holdings Limited;

“**NASH**” means Neo Alliance Strategic Holdings Limited;

“**TSXV**” means the TSX Venture Exchange

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this annual information form constitute forward-looking statements. These statements relate to future events or Synergy's future plans and performance. All statements other than statements of historical fact are forward-looking statements. The use of any of the words “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Synergy believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this annual information form should not be unduly relied upon.

## COMPANY STRUCTURE

The Corporation was incorporated by articles of incorporation under the *Business Corporations Act* (Alberta) on June 24, 2003 as a capital pool company named Heartwood Capital Corporation. On March 29, 2006, the Corporation completed its qualifying transaction and concurrently changed its name to Neo Alliance Minerals Inc. Following the completion of a reorganization, the Corporation changed its name to Synergy Acquisition Corp. on December 16, 2010.

The Company has been a reporting issuer in the Province of Alberta since December 22, 2003, pursuant to the issuance of a receipt for a final prospectus under the Securities Act (Alberta). The Company began trading on the TSXV on January 20, 2004 under the symbol "HWC.P" which was subsequently changed to "NAM" on April 10, 2006 and "SAQ.H" on December 17, 2010.

The Company's head office is located at Suite 1604, 10025 - 102A Avenue, Edmonton, Alberta, Canada, T5J 2Z2 and the registered office is located at #1500, 10180 - 101 Street NW, Edmonton, AB, T5J 4K1.

## INTERCORPORATE RELATIONSHIPS

As outlined under "*Company Overview*" below, following the completion of the reorganization, the Company has no subsidiaries.

## BUSINESS OF THE COMPANY

### Company Overview

Headquartered in Edmonton, Alberta, the Company's primary focus for the foreseeable future will be to identify, evaluate and complete an operating business acquisition. Management will consider growth opportunities in a number of industries and geographic locations. Since the December 29, 2008 annual and special meeting of shareholders approving a reorganization, management has been focused on updating the Corporation's continuous disclosure obligations and obtaining the revocation orders to resume trading of the Corporation on the NEX. This was successfully achieved on December 17, 2010.

### *Development of the Business*

Synergy's last three years has been characterized by a reorganization of its business, which developed a follows:

On May 7, 2007, the Corporation received a cease trade order issued by the ASC and on May 9, 2007, the Corporation received a cease trade order issued by the BCSC for failure to file its audited financial statements and MD&A for the year ended December 31, 2006 on a timely basis. The Corporation subsequently filed the December 31, 2006 financial statements and MD&A on September 5, 2007.

On December 29, 2008, the shareholders of the Corporation approved a reorganization agreement with NASH, a majority shareholder of the Corporation, providing for the sale by Synergy of 100% of the issued and outstanding common shares of NAHL (a subsidiary of Synergy) and 90% of the issued and outstanding common shares of Minen (a subsidiary of Synergy) and an option to purchase the remaining 10% interest expiring December 22, 2013 (collectively the "Subsidiary Shares"). The sale of the Subsidiary Shares was satisfied by the cancellation of 18,150,000 Common Shares of the Corporation owned by NASH, along with all current and future obligations, including property and other obligations, and any liabilities of whatsoever type, for the consideration of the Subsidiary Shares ("Transaction").

On July 23, 2009, the Corporation received conditional approval for the Transaction from the TSXV pending a full or partial revocation of the cease trade orders issued by the ASC and by the BCSC.

On September 28, 2009 the ASC issued a variation of cease trade order for the sole purpose of allowing the Corporation to enter into an agreement to effect the December 29, 2008 Transaction of the Corporation.

On February 24, 2010, the Corporation applied to the ASC and BCSC for the full revocation order.

Effective December 1, 2010, both cease trade orders were revoked and on December 20, 2010 the Corporation was reinstated for trading on the NEX board of the TSXV.

### ***Proposed Consolidation***

On February 8, 2011, the shareholders of the Company approved, in preparation for certain initiatives being considered by the Company to enhance shareholder liquidity and to attract equity financing in order for the Company to meet its working capital requirements and to fund future acquisitions, a consolidation of up to one (1) Post-Consolidated Share for each six (6) Pre-Consolidated Shares (the "Consolidation"), or such other number of Pre-Consolidated Shares as the Board of Directors and management of the Company may determine appropriate and the regulatory bodies having jurisdiction may accept. The consolidation of the Shares will occur prior to the closing of the Private Placement (see "Private Placement" below).

### ***Proposed Private Placement and the Creation Of A Control Person***

Certain initiatives are being considered by management to permit the Company to pursue opportunities that may lead to shareholder liquidity and increased shareholder value. These opportunities may include completing an acquisition of an operating company and pursuing a strategic plan entailing organic and acquisition growth or a combination of both.

On February 8, 2011, the disinterested shareholders of the Company approved a private placement (the "Private Placement") of up to 4,000,000 Post Consolidated Shares at a price of \$0.05 per Post Consolidated Share or such other price as the Board of Directors and management of the Company may determine and the regulatory bodies having jurisdiction may accept. The Private Placement transaction authorized hereunder will be made with a company controlled by Don Caron, Chief Executive Officer and director of the Company and Eric Sauze, Chief Financial Officer of the Company. The Private Placement is non-arm's length to the Company and constitutes a related party transaction and will result in a new "control person" as such term is defined by the TSXV policies.

## **RISK FACTORS**

The following are certain risk factors relating to the business of Synergy and represent a summary only. The risks and uncertainties below are not the only risks and uncertainties facing Synergy. Additional risks and uncertainties not currently known to Synergy or that are currently deemed immaterial may also impact Synergy's operations, divisions or businesses. If any of the following risks actually occur, Synergy's business, results of operations or financial condition could suffer. In such case, the market price of the Common Shares could decline, and an investor could lose all or part of his, her or its investment in the Common Shares.

### **Risks Related to the Business of the Company**

#### ***Conflicts and Efforts of Insiders***

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

#### ***Market***

There can be no assurance an active and liquid market for the Corporation's Common Shares will develop and shareholders may find it difficult to resell their Common Shares.

### ***Limited Funds and Completion of an Operating Business Acquisition***

The Corporation has limited funds with which to identify and evaluate potential operating business acquisitions and there can be no assurance the Corporation will be able to identify and consummate a suitable transaction.

### ***Dilution***

The closing of any proposed business acquisition will likely involve the issuance of a significant number of additional securities by the Corporation and this will result in further dilution to shareholders, which may also result in a change of control of the Corporation.

### ***Management***

The Corporation is relying solely on the past business success of its directors and officers to identify a business of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

## **DIVIDEND RECORD AND POLICY**

No dividends have been paid on any class of shares of the Company in the last three fiscal years. It is not contemplated that any dividends will be paid in the immediate or foreseeable future as management anticipates reinvesting future profits for growth.

The declaration, amount and date of distribution of any dividends on the Common Shares would be decided by the Company's board of directors from time to time based upon and subject to the Company's ability to pay dividends under credit agreements and the Company's earnings, financial requirements and other conditions prevailing at the time.

## **DESCRIPTION OF CAPITAL STRUCTURE**

The Company is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares, issuable in series with such rights and restrictions as are determined by the Board of Directors of the Company. As of the date hereof there were 15,541,000 Common Shares and no Preferred Shares issued and outstanding.

### **Common Shares**

The Company is authorized to issue an unlimited number of shares, designated as Common Shares. The holders of the Common Shares have the right to vote at any meeting of shareholders of the Company (other than meetings of holders of other classes of shares), have the right to receive any dividend declared by the Board of Directors of the Company, and have the right to receive the remaining property of the Company on its dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs. The rights of the holders of Common Shares are subject to the rights attaching to any other class or series of shares currently outstanding or hereafter created and expressed to rank in priority to the Common Shares.

### **Preferred Shares**

The Company is also authorized to issue an unlimited number of shares, designated as Preferred Shares. The Board of Directors of the Company may at any time issue any Preferred Shares in one or more series, each series to consist of such number of shares as may be determined by the Directors. The Directors may determine at the time of issuance the designation, rights, privileges, restrictions and conditions attaching to the shares of each series. The Preferred Shares, and each series thereof, have priority and preference over the Common Shares in respect of rights to receive any dividends declared by the Company and in respect of rights to receive the remaining property of the

Company on its dissolution, liquidation, winding up or other distribution of its assets or property among its shareholders for the purpose of winding up its affairs.

### PRICE RANGE AND TRADING VOLUME

The Common Shares are listed on the NEX and trade under the symbol “SAQ”. As outlined under “*Development of the Business*”, the Company was ceased traded from May 7, 2007 to December 20, 2010. The following table sets forth the reported intraday high and low trading prices and aggregate volume of trading of the Common Shares on the NEX (as reported by such exchange) for the month of December 2010.

Period	High	Low	Volume
December 21, 2010	\$0.10	\$0.05	2,000

### ESCROWED SHARES AND POOLING AGREEMENT

No securities of the Company are currently subject to escrow restrictions.

### MANAGEMENT OF THE COMPANY

#### Directors & Officers

The following table sets out, for each of the directors and officers of Synergy, the person’s name, municipality of residence, principal occupation and number of Common Shares beneficially owned or controlled. The term of office for each of the directors of Synergy will expire at Synergy’s next annual general meeting:

Name and Municipality of Residence	Present and Principal Occupation for Past Five Years	Position and Year First Elected Date as a Director or Officer	Number and Percentage of Voting Shares Beneficially Owned, Directly or Indirectly, or Controlled <sup>(2)</sup>
Don Caron <sup>(1)</sup> Edmonton, Alberta	Partner of Western America Capital Group.	Director since March 29, 2006 and Chief Executive Officer since December 29, 2008 <sup>(4)</sup>	594,000 <sup>(3)</sup> (3.80%)
David Tam <sup>(1)</sup> Edmonton, Alberta	Partner in the law firm Parlee McLaws LLP.	Director and Secretary since March 29, 2006	119,500 (0.77%)
Jason Theiss CA <sup>(1)</sup> Edmonton, Alberta	Chief Financial Officer of Bri-Chem Corp. and prior thereto held a financial management position with an oilfield service company.	Director since December 29, 2008	nil
Eric Sauze CA CFA <sup>(4)</sup> Edmonton, Alberta	Chief Financial Officer of Synergy and prior thereto held financial management positions with oilfield equipment sales & distribution companies.	Chief Financial Officer since December 14, 2010	nil

#### Notes:

- (1) Member of the Audit Committee.
- (2) Information as to Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to the Corporation by the nominees.
- (3) Of these Shares 50,000 Shares are held beneficially by Mr. Caron and an additional 529,000 and 15,000 Shares are owned respectively by BRC Advisors Inc. and Brenco Capital Inc., corporations controlled by Mr. Caron.
- (4) Prior to Mr. Sauze’s December 14, 2010 appointment as Chief Financial Officer, Mr. Caron held the position of Interim Chief Financial Officer since December 29, 2008.

## **Cease Trade Orders or Bankruptcies**

Other than those mentioned below, no director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially control of the Company:

(a) is, as at the date of this Annual Information Form or has been, within the 10 years before the date hereof, a director or executive officer of any company (including the Company), that while that person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (iii) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder.

Mr. Caron and Mr. Tam were directors of the Company when, as previously mentioned under “*Development of the Business*”, on May 7, 2007 became subject to a cease trade order for failing to file annual financial statements.

## **Penalties or Sanctions**

No director or executive officer of the Company, or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision regarding the Company.

The foregoing information, not being within the knowledge of the Company, has been furnished by the respective directors, officers and shareholders holding a sufficient number of securities of the Company to affect materially control of the Company.

## **Conflicts of Interest**

Certain directors and officers of the Company and its subsidiaries are associated with other reporting issuers or other corporations which may give rise to conflicts of interest. In accordance with corporate laws, directors who have a material interest or any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Company. Some of the directors of the Company have either other employment or other business or time restrictions placed on them and accordingly, these directors of the Company will only be able to devote part of their time to the affairs of the Company. In particular, certain of the directors and officers are involved in managerial and/or director positions with other companies whose operations may, from time to time, provide financing to, or make equity investments in, competitors of the Company. Conflicts, if any, will be subject



to the procedures and remedies available under the ABCA. The ABCA provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the ABCA.

## **AUDIT COMMITTEE INFORMATION**

### **Audit Committee Responsibilities**

The responsibilities and duties of Synergy's Audit Committee are set out in the Committee's Charter, the text of which is attached as Appendix A to this Annual Information Form.

### **Composition of the Audit Committee**

The composition of the audit committee is currently:

Jason Theiss (Chair)  
Don Caron and  
David Tam

Jason Theiss and David Tam are considered independent directors. The Board of Directors believes the Audit Committee composition reflects an appropriate level of financial literacy and expertise. Jason Theiss is a chartered accountant and is Chief Financial Officer of a public company trading on the TSXV. David Tam is an experienced lawyer focused on general commercial and securities law. Mr. Caron has been involved in numerous corporate finance activities including equity and debt financings, capital reorganizations and re-financings. In their respective positions, Mr. Theiss, Mr. Tam and Mr. Caron exercise their experienced business skills in business development, administration, accounting and finance.

### **External Auditor Service Fees**

Aggregate fees paid to Schwartz Levitsky Feldman LLP, Synergy's external auditor during the fiscal year ended December 31, 2009 was \$9,000. Aggregate fees paid to Grant Thornton LLP, Synergy's external auditor during the fiscal year ended December 31, 2010 was \$10,000

## **INTEREST OF MANAGEMENT IN MATERIAL TRANSACTIONS**

Other than as set forth below or elsewhere in this Annual Information Form and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors or senior officers of the Company, any shareholder beneficially owning shares carrying more than 10% of the voting rights attached to the shares of the Company nor an associate or affiliate of any of the foregoing persons had since January 1, 2010 (being the commencement of the Company's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company or any of its subsidiaries.

## **LEGAL PROCEEDINGS**

Management of the Company is not aware of any other existing or contemplated legal proceedings material to the Company to which the Company is a party or of which any of its property is the subject matter, and there are no such proceedings known to the Company to be contemplated.

Management of the Company is not aware of any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2010 or any other penalties or sanctions imposed by a court or regulatory body against Company that would likely be considered important to a reasonable investor in making an investment decision.

### **TRANSFER AGENT**

The registrar and transfer agent for the Common Shares is the Computershare Company of Canada through its offices in Suite 600, 530 - 8th Avenue S.W., Calgary, Alberta, T2P 3S8.

### **MATERIAL CONTRACTS**

Within the two years prior to the date hereof, the Company has not entered into any contracts within the financial year ended December 31, 2010 or prior thereto, other than contracts in the ordinary course of business.

### **INTEREST OF EXPERTS**

Aside from its external auditors, for the most recent financial year end, the Company has not engaged the interests of experts to prepare or certify a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102.

### **ADDITIONAL INFORMATION**

Financial information related to the Company is provided in the Company's comparative December 31, 2010 and 2009 audited financial statements and associated MD&A. Information, including directors' and officers' remuneration, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the Company's information circular for its most recent annual meeting of security holders that involved the election of directors.

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com) or alternatively, security holders may contact Eric Sauze CA, Chief Financial Officer, #1604, City Centre Place, 10025 – 102A Avenue, Edmonton, Alberta, T5J 2Z2 (telephone: 780-231-6417).

## AUDIT COMMITTEE CHARTER

### MANDATE

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### PRACTICES and PROCEDURES

#### 1. Role of Audit Committee

The role of the Audit Committee is to assist the Board of Directors (the "Board") in its oversight of the Corporation's financial reporting process, including its internal controls and procedures for accounting and financial reporting, reviewing the independence, qualifications and performance of the external auditor, and monitoring compliance with laws and regulations. The Audit Committee monitors and reviews these processes by working closely with the senior organization staff members and the external auditors of the organization.

#### 2. Structure and Organization

- a. **Size** – The Audit Committee will consist of a minimum of three directors. These members will be appointed by the Board and may be removed at any time by resolution of the Board in its discretion. A member of the Audit Committee shall automatically cease to be a member of the Audit Committee upon ceasing to be a director of the Corporation.
- b. **Qualifications** – Except as may be permitted by applicable securities laws, all members of the Audit Committee must be “financially literate” i.e., have the ability to read and understand a balance sheet, an income statement and a cash flow statement. At least one member of the Audit Committee should have “accounting or related financial expertise”, i.e., the ability to analyze and interpret a full set of financial statements, including the attached notes, in accordance with Canadian generally accepted accounting principles.
- c. **Meetings** – The Committee will meet at least three times a year.
- d. **Appointment of Chairperson** – The Audit Committee will appoint a Chairperson by a majority vote and the Chairperson shall have a second and deciding vote in the event of a tie. In the absence of the Chairperson at any meeting, the Audit Committee shall appoint one of its members to act as Chairperson at that meeting.

#### 3. Authority and Responsibilities

The Audit Committee has the following authority and responsibilities to allow for the carrying out of its goals:

##### a. Internal Control

- i. Review the results of both internal and external audits and ensure that significant findings and recommendations are received, discussed, and acted upon in a timely manner.
- ii. Review the policies and procedures for considering senior management's expenses and perquisites.
- iii. Perform other governance functions as requested by the Board.
- iv. Review, with management, the external auditor and others, as appropriate, the Corporation's internal system of audit controls and the procedures that are in place for the review of the Corporation's public disclosure of financial information extracted or

derived from the Corporation's financial statements and the Audit Committee shall periodically assess the adequacy of such procedures.

- v. Review periodically the Audit Committee Charter and provide the Board with an annual evaluation of the adequacy of this Charter and recommend any proposed changes for Board approval.

**b. Accounting and Financial Reporting**

- i. Review, and, if necessary, discuss with management and the external auditor, prior to the public disclosure thereof, the following:
  - Annual and interim financial statements
  - Management's discussion and analysis
  - Auditor's opinions
  - Management letters
  - Annual reports
  - Annual and interim earnings press releases and any other releases containing information derived or taken from the Corporation's financial statements prior to their release.
- ii. Review significant financial policies, accounting issues and standards and reporting issues, including their impact on the financial statements.
- iii. Review and monitor the Corporation's major financial risks and risk management policies and the steps taken by management to mitigate those risks.

**c. Internal Auditing**

- i. Review the internal auditor's functions, objectives, scope of work, staffing plans, financial budget, and audit plans, including assessment of audit risk.
- ii. Ensure management takes appropriate corrective action in response to recommendations made in internal audit reports.

**d. External Audit**

- i. Recommend to the Board, for shareholder approval, the external auditor to examine the Corporation's accounts, controls and financial statements, and to provide an auditor's report.
- ii. Review, at least annually, the qualifications of the external auditor and to monitor and review, at least annually, the relationship of the Corporation and the external auditor to confirm the independence of the external auditor.
- iii. Recommend to the Board the compensation of the external auditor.
- iv. Evaluate and oversee the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- v. Enquire into and determine the appropriate resolution of any conflict of interest in respect of the external auditor.

- vi. Oversee the resolution of disagreements between management and the external auditor regarding financial reporting.
- vii. Pre-approve any non-audit services to be provided to the Corporation or its subsidiaries by the external auditor and the fees for those services.
- viii. Obtain and review, at least annually, a written report by the external auditor setting out the auditor's internal quality-control procedures, any material issues raised by the external auditor's internal quality-control reviews and the steps taken to resolve those issues.
- ix. Review and approve hiring policies regarding partners, employees and former partners and employees of the Corporation's present and former external auditor.

**e. Compliance with Laws and Regulations**

- i. Review the effectiveness of the system for monitoring compliance with laws and regulations, including reports by internal auditors.

**f. Procedure for Handling Complaints about Accounting Matters**

- i. Complaints regarding accounting, internal accounting controls, or auditing matters can be mailed in to the Corporation's Head Office, Attention: Chairperson of the Audit Committee and marked "Private and Confidential".
- ii. Audit Committee members will receive a copy of all complaints and each complaint will be investigated by the Corporation's finance staff, unless otherwise directed by the Audit Committee.
- iii. The status of each complaint will be reported to the Audit Committee by the Chairperson on a quarterly basis and, if the Audit Committee so directs, to the full Board.
- iv. Any director, officer or employee of the Corporation is prohibited from retaliating or taking any adverse action against anyone for raising or helping to resolve a complaint.
- v. Audit Committee Members shall treat as confidential all complaints received by them, including the identity of any complainants who have submitted such complaints, and shall only disclose such complaints and the identity of such complainants to the President and Chief Executive Officer, the Chief Financial Officer, the Corporation's finance staff who are involved in the investigation of complaints, the Board of Directors of the Corporation, the legal, accounting or other advisers of the Corporation, any outside advisers appointed by the Chairperson of the Audit Committee to investigate complaints and such other persons as may be reasonably required in the investigation of a complaint. All persons will be required to keep this information confidential. Despite this confidentiality, disclosure may be required pursuant to legal proceedings or applicable laws.

**g. Independent Counsel**

- i. The Audit Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.