

GDI INTEGRATED FACILITY SERVICES INC.

CHAIR OF THE AUDIT COMMITTEE

POSITION DESCRIPTION

1. Introduction

On the recommendation of the Board of Directors (the "**Board**") of GDI Integrated Facility Services Inc. (the "**Corporation**"), the Corporation has decided to adopt a written position description for the Chair of the Audit Committee who is responsible for the effective functioning of the Audit Committee.

2. Appointment

The Chair of the Audit Committee of the Board shall be appointed by the Board (on the recommendation of the Human Resources and Governance Committee) for a one year term at the first meeting of the Board following the annual meeting of shareholders of each year (provided if there is a vacancy in such office, the members of the Audit Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board) or at such other time as may be determined by the Board.

3. Duties and Responsibilities

The duties and responsibilities of the Chair of the Audit Committee of the Board shall be as follows:

1. Provide leadership to enable the Audit Committee to act effectively in carrying out its duties and responsibilities as described in the Audit Committee charter and as otherwise may be appropriate.
2. Ensure that there is an effective relationship between management, the members of the Audit Committee and the internal and external auditors.
3. Establish procedures to govern the Audit Committee's work and ensure the Audit Committee's full discharge of its duties, including:
 - Develop the agenda for Committee meetings, in consultation with, unless the Committee otherwise determines, the Chairman of the Board, the Lead Director, the Chief Executive Officer, the Chief Financial Officer and other members of management, where appropriate, with the assistance of the Secretary;
 - Obtaining appropriate information from management to enable the Audit Committee to exercise their duties;
 - Ensuring that all items requiring Audit Committee approval or Audit Committee recommendations to the Board are appropriately tabled;

- Ensuring proper flow of information to the Audit Committee and reviewing adequacy and timing of required documentary materials;
 - Ensuring that external advisors retained or to be retained by the Audit Committee are appropriately qualified and independent;
 - Ensuring that the Audit Committee has access to such members of senior management as may be required;
 - Ensuring an open and frank relationship between the Audit Committee and the internal and external auditors;
 - Supporting the independence of the external auditor from management.
4. Discuss as necessary with the Chair of the Human Resources and Governance Committee the skills, experience and talents required for the Audit Committee on an ongoing basis.
 5. Chair every meeting of the Audit Committee and encourage a free and open discussion at the meetings.
 6. Report to the Board on matters reviewed by, and on any decisions or recommendations of, the Audit Committee at the next meeting of the Board following any meeting of the Audit Committee.
 7. Attend every meeting of shareholders and respond to such questions from shareholders as may be put the Chair of the Audit Committee.
 8. Carry out other duties as requested by the Board, depending on need and circumstances.
 9. Ensure that the conduct of the Committee meetings provides adequate time for serious discussion of relevant issues.

Effective date:

May 14, 2015

Approved by:

Board of Directors on May 14, 2015