

TRANSALTA CORPORATION
(the "Corporation")

AUDIT, FINANCE AND RISK COMMITTEE CHARTER

A. Establishment of Committee and Procedures

1. Composition of Committee

The Audit, Finance and Risk Committee (the "**Committee**") of the board of directors (the "Board") of TransAlta Corporation (the "**Corporation**") shall consist of not less than three directors. All members of the **Committee** shall be determined by the Board to be independent as required under the provisions of Canadian Securities Regulators' Multilateral Instrument 52-110 Audit Committees, Section 303A of the New York Stock Exchange rules, and Rule 10A-3 of the U.S. Securities and Exchange Act of 1934, as such rules apply to audit committee members. All members of the **Committee** must be financially literate pursuant to both Canadian and U.S. securities requirements and at least one member must be determined by the Board to be an "audit committee financial expert" within the meaning of Section 407 of the United States Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"). Determinations as to whether a particular director satisfies the requirements for membership on the **Committee** shall be made by the Board at the recommendation of the Governance, Safety and Sustainability Committee (the "**GSSC**") of the Board.

2. Appointment of Committee Members

Members of the **Committee** shall be appointed from time to time by the Board, on the recommendation of the **GSSC**, and shall hold office until the next annual meeting of shareholders, or until their successors are earlier appointed, or until they cease to be directors of the **Corporation**.

3. Vacancies

Where a vacancy occurs at any time in the membership of the **Committee**, it may be filled by the Board and on the recommendation of the **GSSC**. The Board shall fill any vacancy if the membership of the **Committee** is less than three directors.

4. Committee Chair

The Board shall appoint a Chair for the **Committee** on the recommendation of the **GSSC**.

5. Absence of Committee Chair

If the Chair of the **Committee** is not present at any meeting of the **Committee**, one of the members of the **Committee** who is present at the meeting shall be chosen by the **Committee** to preside at the meeting.

6. Secretary of Committee

The **Committee** shall appoint a Secretary who need not be a director of the **Corporation**.

7. Meetings

The Chair of the **Committee** may call a regular meeting of the **Committee**. The **Committee** shall meet at least quarterly and at such other time during each year as it deems appropriate to fulfill its responsibilities. In addition, the Chair of the **Committee** or any two members may call a special meeting of the **Committee** at any time.

The **Committee** shall also meet in separate executive session.

8. Quorum

A majority of the members of the **Committee**, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other shall constitute a quorum.

9. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication or email) to each member of the **Committee** at least 48 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive notice of a meeting; and attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called. Notice of every meeting shall also be provided to the external and internal auditors.

10. Attendance at Meetings

At the invitation of the Chair of the **Committee**, other Board members, the President and Chief Executive Officer ("**CEO**") of the **Corporation**, other officers or employees of the **Corporation**, the external auditors, and other experts or consultants may attend a meeting of the **Committee**.

11. Procedure, Records and Reporting

Subject to any statute or the articles and by-laws of the **Corporation**, the **Committee** shall fix its own procedures at meetings, keep records of its proceedings and report to the Board generally not later than the next scheduled meeting of the Board.

12. Review of Charter and Evaluation of Committee

The **Committee** shall evaluate its performance and review and assess the adequacy of its Charter at least annually or otherwise, as it deems appropriate. All changes proposed by the **Committee** are reviewed and approved by the **GSSC** and the Board.

13. Outside Experts and Advisors

In consultation with the Board, the **Committee** Chair, on behalf of the **Committee** or any of its members, is authorized, at the expense of the **Corporation**, when deemed necessary or desirable, to retain independent counsel, outside experts and other advisors to advise the **Committee** independently on any matter. The retention of such counsel, expert or advisor in no way requires the **Committee** to act in accordance with the recommendations of such counsel, expert or advisor.

B. Duties and Responsibilities of the Chair

The fundamental responsibility of the Chair of the **Committee** is to effectively manage the duties of the **Committee**.

The Chair is responsible for:

1. Chairing meetings of the **Committee** and ensuring that the **Committee** is properly organized so that it functions effectively and meets its obligations and responsibilities.
2. Establishing the frequency of **Committee** meetings, duly convening the same and confirming that quorum is present when required.
3. Working with the **CEO**, the Executive Vice President, Finance and Chief Financial Officer (the "**CFO**") of the **Corporation**, or the Corporate Secretary of the **Corporation**, as applicable, on the development of agendas and related materials for the meetings.
4. Providing leadership to the **Committee** and assisting the **Committee** in ensuring the proper and timely discharge of its responsibilities.
5. Reporting to the Board on the recommendations and decisions of the **Committee**.

The Chair of the **Committee** shall review all expense accounts and perquisites of the Chair of the Board and the **CEO** not less than quarterly to ensure compliance with the **Corporation's** policies and shall report to the **Committee** on an annual basis.

C. Mandate of the Committee

The **Committee** provides assistance to the Board in fulfilling its oversight responsibilities with respect to i) the integrity of the **Corporation's** financial statements and financial reporting process, ii) the systems of internal financial controls and disclosure controls established by management of the **Corporation** ("**Management**"), iii) the risk identification and assessment process conducted by **Management** including the programs established by **Management** to respond to such risks, iv) the internal audit function, v) compliance with financial, legal and regulatory requirements, and vi) the external auditors' qualifications, independence and performance. In so doing, it is the **Committee's** responsibility to maintain an open avenue of communication between it and the external auditors, the internal auditors and **Management**.

The function of the **Committee** is oversight. **Management** is responsible for the preparation, presentation and integrity of the interim and annual financial statements and related disclosure documents. **Management** is also responsible for maintaining appropriate accounting and financial reporting policies and systems of internal controls and disclosure controls and procedures to comply with accounting standards, applicable laws and regulations that provide reasonable assurance that the assets of the **Corporation** are safeguarded, and transactions are authorized, executed, recorded and properly reported.

While the **Committee** has the responsibilities and powers set forth herein, it is not the duty of the **Committee** to plan or conduct audits or to determine that the **Corporation's** financial statements are complete and accurate and in accordance with generally accepted accounting principles. This is the responsibility of **Management** and the external auditors.

The **Committee** must also designate at least one member as an "audit committee financial expert". The designation of a member or members as an "audit committee financial expert" is based on that individual's education and experience, which the individual will bring to bear in carrying out his or her duties on the **Committee**. Designation as an "*audit committee financial expert*" does not impose on such person any duties, obligations and liability that are greater than the duties, obligations and liability imposed on another member of the **Committee** and Board in the absence of such designation.

Management is also responsible for the identification and **Management** of the **Corporation's** risks and the development and implementation of policies and procedures to mitigate such risks. The **Committee's** role is to provide oversight in order to ensure that the **Corporation's** assets are protected and

safeguarded within reasonable business limits. The **Committee** reports to the Board on its risk oversight responsibilities.

D. Duties and Responsibilities of the Committee

1. Financial Reporting, External Auditors and Financial Planning

A) *Duties and Responsibilities Related to Financial Reporting and the Audit Process*

- (a) Review with **Management** and the external auditors the **Corporation's** financial reporting process the work to be conducted in conjunction with the annual audit and the preparation of the financial statements, including, without limitation, the annual audit plan of the external auditors, the judgment of the external auditors as to the quality, not just the acceptability, of and the appropriateness of the **Corporation's** accounting principles as applied in its financial reporting and the degree of aggressiveness or conservatism of the **Corporation's** accounting principles and underlying estimates;
- (b) Review with **Management** and the external auditors the **Corporation's** audited annual financial statements, including the notes thereto, "Management's Discussion and Analysis", the related earnings release, and recommend their approval to the Board for release to the public;
- (c) Review with **Management** and the external auditors the **Corporation's** interim financial statements, including the notes thereto, "Management's Discussion and Analysis", the related earnings release, and approve their release to the public as required;
- (d) In reviewing the financial statements and related financial disclosure, the **Committee** shall review and discuss with **Management** and the external auditors:
 - (i) any changes in accounting principles, practices or policies considering their applicability to the business and financial impact;
 - (ii) **Management's** processes for formulating sensitive accounting estimates and the reasonableness of the estimates;
 - (iii) the use of "pro forma" or "non-comparable" information and the applicable reconciliation;

- (iv) alternative treatments of financial information within generally accepted accounting principles that have been discussed between **Management** and the auditors, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors; and
 - (v) disclosures made to the **Committee** by the **CEO** and **CFO** during their certification process for the relevant periodic/annual report filed with securities regulators to ensure that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified for the reporting period. Obtain assurances from the **CEO** and **CFO** as to the adequacy and effectiveness of the **Corporation's** disclosure controls and procedures and systems of internal control over financial reporting and that any fraud involving **Management** or other employees who have a significant role in the **Corporation's** internal controls is reported to the **Committee**.
- (e) In reviewing the financial statements and related financial disclosure, the **Committee** shall also, with the external auditors:
- (i) discuss the cooperation they received from **Management** during the course of their review and their access to all records, data and information requested; and
 - (ii) satisfy itself that there are no unresolved issues between **Management** and the external auditors that could reasonably be expected to materially affect the financial statements.
- (f) Review quarterly with senior **Management**, the Executive Vice President, Legal (or, as necessary, outside legal advisors) of the **Corporation**, and the **Corporation's** internal and external auditors, the effectiveness of the **Corporation's** internal controls to ensure the **Corporation** is in compliance with legal and regulatory requirements and the **Corporation's** policies;
- (g) Review with **Management** and the external auditors the processes relating to the assessment of potential fraud, programs and controls to mitigate the risk of fraud, and the processes put in place for monitoring the risks within the targeted areas; and
- (h) Discuss with **Management** and the external auditors any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that

raise material issues regarding the **Corporation's** financial statements or accounting policies.

B) Duties and Responsibilities Related to the External Auditors

- (a) The **Committee** shall have direct responsibility for the compensation and oversight of the external auditors including nominating the external auditors to the Board for appointment by the shareholders at the **Corporation's** general annual meeting. In performing its function, the **Committee** shall:
- (i) review and approve annually the external auditors audit plan;
 - (ii) review and approve the basis and amount of the external auditors' fees and ensure the **Corporation** has provided appropriate funding for payment of compensation to the external auditors;
 - (iii) subject to the delegation granted to the Chair of the **Committee**, pre-approve all audit related services including all non-prohibited non-audit services provided by the external auditors; the Chair of the **Committee** is authorized to approve all audit related services including non-prohibited non-audit services provided by the external auditors, and shall report all such approvals to the **Committee** at its next scheduled meeting;
 - (iv) review and discuss annually with the external auditors all relationships that the external auditors and their affiliates have with the **Corporation** and its affiliates in order to determine the external auditors' independence, including, without limitation: (a) requesting, receiving and reviewing, at least annually, a formal written statement from the external auditors delineating all relationships that may reasonably be thought to bear on their independence with the **Corporation**; (b) discussing with the external auditors any relationships or services that the external auditors believe may affect their objectivity and professional skepticism; (c) reviewing with the external auditors the experience and qualifications of the senior personnel who are providing audit services to the **Corporation**; (d) reviewing the quality control procedures of the external auditors, including obtaining confirmation that the external auditors are in compliance with Canadian and U.S. regulatory registration requirements; and (e) evaluating the communication and interaction with the external auditor including quality of service considerations;

- (v) in the year preceding the change of the lead (or coordinating) audit partner (having primary responsibility for the audit), and in any event not less than every five years, perform a comprehensive review of the external auditor which takes into consideration: (a) the impact of the tenure of the audit firm on audit quality, trends in the audit firm's performance and expertise in the industry, incidences of independence threats and the effectiveness of safeguards to mitigate those threats; (b) the responsiveness of the audit firm to changes in the entity's business and suggestions for improvement from regulators, the **Committee** and/or **Management**; (c) the consistency and rigour of the professional skepticism applied by the external auditor, and the quality of the engagement team and its communications, review of Canadian Public Accountability Board (CPAB) inspection findings since the previous comprehensive review and how the audit firm responded to these findings, and following this comprehensive review, determine whether the audit firm should be nominated to the Board as the external auditors for appointment by the shareholders at the **Corporation's** next general annual meeting;
- (vi) inform the external auditors and **Management** that the external auditors shall have direct access to the **Committee** at all times, as well as the **Committee** to the external auditors;
- (vii) instruct the external auditors that they are ultimately accountable to the **Committee** as representatives of the shareholders of the **Corporation**; and
- (viii) at least annually, obtain and review the external auditors' report with respect to the auditing firm's internal quality-control procedures, any material issues raised by the most recent internal quality-control review or peer review of the auditing firm, any inquiry or investigation by governmental or professional authorities within the preceding five years undertaken respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues.

C) *Duties and Responsibilities Related to Financial Planning*

- (a) Review and recommend to the Board for approval the **Corporation's** issuance and redemption of securities (including the review of all public filings to effect any of the issuances or

redemptions), financial commitments and limits, and any material changes underlying any of these commitments;

- (b) Review annually the **Corporation's** annual tax plan;
- (c) Receive regular updates with respect to the **Corporation's** financial obligations, loans, credit facilities, credit position and financial liquidity;
- (d) Review annually with **Management** the **Corporation's** overall financing plan in support of the **Corporation's** capital expenditure plan and overall budget/medium range forecast; and
- (e) Review with **Management** at least annually the approach and nature of earnings guidance and financial information to be disclosed to analysts and rating agencies.

2. Internal Audit

- (a) Approve whether the internal audit function should be outsourced and, if outsourced, approve the audit firm to perform such internal audit service; provided that in no event shall the external auditor be retained to also perform the internal audit function;
- (b) Review and consider, as appropriate, any significant reports and recommendations made by internal audit relating to internal audit issues, together with **Management's** response thereto;
- (c) Review annually the scope and plans for the work of the internal audit group, the adequacy of the group's resources, the internal auditors' access to the **Corporation's** records, property and personnel;
- (d) Recognize and advise senior **Management** that the internal auditors shall have unfettered access to the **Committee**, as well as the **Committee** to the internal auditors;
- (e) Meet separately with **Management**, the external auditors and internal auditors to review issues and matters of concern respecting audits and financial reporting;
- (f) Review with the senior financial members of **Management** and the internal audit group the adequacy of the **Corporation's** systems of internal control and procedures; and
- (g) Recommend to the Human Resources Committee of the Board the appointment, termination or transfer of the lead individual responsible for internal audit, provided that if the internal audit function has been, or is being, outsourced to an audit firm, the

Committee itself shall approve the appointment, termination or transfer of such audit firm.

3. Risk Management

The Board is responsible for ensuring that the **Corporation** has adopted processes and key policies for the identification, assessment and **Management** of its principal risks. The Board has delegated to the **Committee** the responsibility for the oversight of **Management's** identification, and evaluation, of the **Corporation's** principal risks, and the implementation of appropriate policies, processes and systems to manage or mitigate the risks within the **Corporation's** risk appetite. The **Committee** reports to the Board thereon.

The **Committee** shall:

- (a) Review, at least quarterly, **Management's** assessment of the **Corporation's** principal risks; discuss with **Management** the processes for the identification of these risks and the efficacy of the policies and procedures for mitigating and/or addressing these risks;
- (b) Receive and review **Management's** quarterly risk update including an update on residual risks;
- (c) Review the **Corporation's** enterprise risk management framework and reporting methodology;
- (d) Review annually the **Corporation's** Financial and Commodity Exposure Management policies and approve changes to such policies;
- (e) Review and approve the **Corporation's** strategic hedging program, guidelines and risk tolerance;
- (f) Review and monitor quarterly results of financial and commodity exposure management activities, including foreign currency and interest rate risk strategies, counterparty credit exposure and the use of derivative instruments;
- (g) Review the **Corporation's** annual insurance program, including the risk retention philosophy, potential exposure and corporate liability protection programs;
- (h) Periodically consider the respective roles and responsibilities of the external auditor, the internal audit department, internal and external counsel concerning risk management and review their performance in relation to such roles and responsibilities; and

- (i) Annually, together with **Management**, report and review with the Board:
 - (i) the **Corporation's** principal risks and overall risk appetite/profile;
 - (ii) the **Corporation's** strategies in addressing its risk profile;
 - (iii) the processes, policies, procedures and controls in place to manage or mitigate the principal risks; and
 - (iv) the overall effectiveness of the enterprise risk management process and program.

4. Governance

A) *Public Disclosure, Legal and Regulatory Reporting*

- (a) On behalf of the **Committee**, the Chair shall review all public disclosure inclusive of material financial information extracted or derived from the **Corporation's** financial statements prior to dissemination to the public;
- (b) Review quarterly with the Executive Vice President, Legal, and, if necessary, outside legal advisors, significant legal, compliance or regulatory matters that may have a material effect on the **Corporation's** financial statements;
- (c) Discuss with the external auditors their perception of the **Corporation's** financial and accounting personnel, any recommendations which the external auditors may have, including those contained in the **Management** letter, with respect to improving internal financial controls, choice of accounting principles or **Management** reporting systems, and review all **Management** letters from the external auditors together with **Management's** written responses thereto;
- (d) Review with **Management**, the external auditors and internal legal counsel (external counsel if necessary), any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the **Corporation**, and the manner in which these may be or have been disclosed in the financial statements;
- (e) Review annually the Insider Trading Policy and approve changes as required; and

- (f) Review annually the **Corporation's** Disclosure Policy and Social Media Policy to ensure continued applicability with the law and the **Corporation's** disclosure principles.

B) Pension Plan Governance

- (a) Review annually the Annual Pension Report and financial statements of the **Corporation's** pension plans including the actuarial valuation, asset/liability forecast, asset allocation, manager performance and plan operating costs, and reporting thereon to the Board annually; and
- (b) Together with the Human Resources **Committee** of the Board, review annually, and as required, the overall governance of the **Corporation's** pension plans, approving the broad objectives of the plans, the statement of investment policy, the appointment of investment managers, and reporting thereon to the Board annually.

C) Information Technology – Cyber Security

- (a) Receive bi-annually a system status update with respect to the **Corporation's** core IT operating systems; and
- (b) Review annually the **Corporation's** cyber security programs and their effectiveness. Receive an update on the **Corporation's** compliance program for cyber threats and security.

D) Administrative Responsibilities

- (a) Review the annual audit of expense accounts and perquisites of the directors, the **CEO** and the **CEO's** direct reports and their use of corporate assets;
- (b) Establish procedures for the receipt, retention and treatment of complaints relating to securities law, accounting, internal accounting controls, or auditing matters;
- (c) Review incidents, complaints or information reported through the Ethics Help Line addressed to the **Committee** or relating to securities law, accounting, internal accounting controls, or auditing matters;
- (d) Establish procedures for the investigation of complaints or allegations, and, in respect of potentially material complaints or allegations, report to the Board thereon and ensure that appropriate action is taken as necessary to address such matter;

- (e) Review and consider any related party transaction and recommend, if necessary, the use of a standing **Committee** or an ad hoc special **Committee** to assist the Board in the evaluation of any such related party transaction;
- (f) Review and approve the **Corporation's** hiring policies for employees or former employees of the external auditors and monitor the **Corporation's** adherence to the policy; and
- (g) Report annually to shareholders on the work of the **Committee** during the year.

E. Compliance and Powers of the Committee

- (a) The responsibilities of the **Committee** comply with applicable Canadian laws and regulations, such as the rules of the Canadian Securities Administrators, and with the disclosure and listing requirements of the Toronto Stock Exchange, as they exist on the date hereof. In addition, this Charter complies with applicable U.S. laws, such as the Sarbanes-Oxley Act and the rules and regulations adopted thereunder, and with the New York Stock Exchange's corporate governance standards, as they exist on the date hereof.
- (b) The **Committee** may, at the request of the Board or on its own initiative, investigate such other matters as are considered necessary or appropriate in carrying out its mandate.