Bright Horizon Energy Corporation
Audit Committee of the Board of Directors

Audit Committee Charter

Authority

The Board of Directors adopted this Audit Committee Charter on November 14, 2026.

Audit Committee Purpose

The Audit Committee (Committee) is appointed by the Board of Directors to assist the Board in its oversight responsibility to the shareholders relating to the Company's financial statements and the financial reporting process; the systems of internal accounting and financial controls; the Company's compliance with legal and regulatory requirements regarding financial reporting and business conduct; the Company's significant financial risk exposures; the independence, performance and qualifications of the independent auditor; and the performance of the Company's internal audit function. The Committee's primary duties and responsibilities are to:

- Oversee the integrity of the Company's financial statements; financial reporting process; systems of internal controls; and financial reporting disclosure controls regarding finance, accounting, and legal compliance.
- Review areas of potential significant financial and credit risk to the Company.
- Appoint, compensate, and monitor the independence and performance of the Company's independent auditors and internal auditing department.
- Pre-approve all audit and non-audit services in accordance with the Company's Audit and Non-Audit Services Pre-Approval Policy.
- Provide an avenue of communication among the independent auditors, management, the internal auditing department, and the Board.
- Review the Company's process for monitoring compliance with the Code of Business Conduct.
- Prepare the Audit Committee Report required by SEC rules to be included in the Company's annual proxy statement.

The Committee has the authority to conduct any investigation appropriate to fulfill its responsibilities, and it has direct access to the independent auditors as well as anyone in the organization. The Committee may retain, at Company expense, and terminate such accounting, audit, tax consultants, legal counsel and other experts or advisors as the Committee deems appropriate in its discretion. The Committee will have authority to approve related fees and retention terms. The Committee will report to the Board regarding the retention terms for special legal, accounting, audit, tax or other consultants or experts.

Audit Committee Composition, Meetings and Reports

Composition

1. The Committee will be comprised of three or more directors as determined by the Board. All members of the Committee will be independent directors in accordance with standards established by law, regulation or any applicable stock exchange. All members of the Committee will have sufficient financial experience and ability to enable them to discharge their responsibilities, including a working familiarity with finance and accounting practices. At least one member will be an audit committee financial expert, as determined by the Board in accordance with applicable laws and regulations.

2. The Board will appoint members of the Committee, on recommendation of the Governance Committee, and may remove any Committee member in the Board's discretion. If the Board does not designate a Committee Chair, the members of the Committee may designate a Chair by majority vote of the Committee members.

3. No member of the Committee may receive compensation from the Company other than director or committee fees.

4. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination will be disclosed in the annual proxy statement.

Meetings

5. The Committee will meet at least quarterly, or more frequently as circumstances dictate, and at such other times as may be requested by the Committee Chair. The Committee Chair, management liaison to the Committee, and the Corporate Secretary will prepare an Agenda for each meeting of the Committee. Periodically the Committee should meet in executive session with management, the Internal Audit lead, the independent auditors, the Chief Financial Officer, the Chief Compliance Officer, or as a Committee (with Committee members only) to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee will meet with management and the independent auditors to discuss the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and significant findings based upon the auditor's review procedures.

6. A majority of the Committee members will constitute a quorum for the transaction of business.

7. Action at Meetings. The Committee may take action at a meeting by the affirmative vote of a majority of the Committee members present, provided a quorum is present. The Board will decide any matter on which the Committee's vote is evenly divided.

8. Action by Written Consent. The Committee may take action without a meeting if all of the Committee members approve the action in writing and the written consent is filed with the Corporate Secretary.

Reports

9. The Committee will report its recommendations to the Board after each Committee meeting. The Corporate Secretary, or such other designee of the Committee Chair, will prepare and preserve minutes of the Committee's meetings

10. The Committee will conduct and present to the Board an annual performance evaluation of the Committee.

Committee Responsibilities and Duties

Review and Investigate

11. Review and discuss the adequacy of this Charter at least annually, submit the Charter to the Board for approval, and publish the Charter in accordance with SEC regulations.

12. Review and discuss with management and the independent auditor, prior to public release, the Company's annual audited financial statements and quarterly financial statements, including management certifications and matters required to be reviewed under applicable legal, regulatory, or stock exchange requirements.

13. In consultation with management, the independent auditors, and the internal auditors, consider the design and operation of the Company's financial reporting processes and internal and disclosure controls. Discuss the following with management, internal auditors, and the independent auditor, as appropriate:

    - critical accounting policies;
    - alternative accounting treatments within GAAP that have been discussed with management;
    - any significant findings;
    - any significant changes in accounting policies and internal controls;
    - any accounting and financial reporting proposals that may have a significant impact on the Company's financial reports;
    - audit problems or difficulties cited by the independent auditors and internal auditors, together with management's response;
    - the Company's financial risk management and credit policies;
    - significant financial risk exposures and the steps management has taken to monitor, mitigate, and report such exposures, including the Company's insurance and risk-transfer programs, including hedging.

14. Review the Company's financial accounting and reporting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including the alternatives to, and the rationale for the decisions made.

15. Review the internal corporate audit staff functions, including: the purpose, authority, and organizational reporting lines; annual audit plan; and staffing. The Committee will review with management the Company's internal system of audit and financial controls and the results of internal audits.

16. Discuss with management and the independent auditor, as appropriate, earnings press releases and financial information and earnings guidance provided to the public and to rating agencies.

17. Monitor the Company's procedures for ensuring compliance with legal and regulatory requirements regarding financial reporting, review the Company's Code of Ethics for Financial Officers and monitor compliance with such Code. In connection with these reviews, the Committee will meet, as deemed appropriate, with the General Counsel, the Chief Compliance Officer, and other Company officers or employees.

18. Establish and maintain a procedure for receiving, investigating, and responding to employee complaints or other statements of concern regarding the Company's accounting, internal accounting controls, independent auditing matters, internal auditing matters, or financial reporting. The procedure will ensure that the confidentiality and anonymity of any disclosing employee will be protected.

19. Review actuarial assumptions annually regarding the Company's defined employee benefit plans for pension and other-post-employment benefits (OPEB), including the key assumptions used to calculate annual pension and OPEB expense. The key assumptions include, but are not limited to, the assumed long-term expected return on pension plan assets and the discount rate used to determine the present value of pension and OPEB plan liabilities.

20. Review the Company's Retirement Plan Investment Policy Statement (IPS) annually. Material amendments to the IPS must be approved by the Committee.

21. Oversee management's Enterprise Risk Management processes, including risk identification, assessment, prioritization, response, and mitigation. The Committee will ensure that either the Board, the Committee or another Board committee reviews each of the Company's top priority risks in a timely fashion at least annually.

22. Oversee management's processes for identifying, assessing, and managing risks associated with the Company's use of artificial intelligence.

Oversight of Independent Auditors

23. Recommend, for shareholder ratification, the independent auditor to examine the company's accounts, controls, and financial statements. The Committee will have the sole authority and responsibility to select, evaluate, and, if necessary, replace the independent auditor. The Committee will have the sole authority to approve all audit engagement fees and terms. The Committee must pre-approve any audit and permitted non-audit services provided to the Company by the independent auditor. The Committee will ensure the disclosure of services performed by, and fees paid to the independent auditor.

24. On at least an annual basis, obtain and review a formal written report from the independent auditor delineating: the auditing firm's internal quality-control procedures; any material issues raised within the preceding five years by the auditing firm's internal quality-control reviews, by peer reviews of the firm, or by any governmental or other inquiry or investigation relating to any audit conducted by the firm. The Committee will also review steps taken by the auditing firm to address any findings in any of the foregoing reviews. Also, to assess auditor independence, the

Committee will review at least annually all relationships between the independent auditor and the Company that could impair the auditors' independence or constitute a conflict of interest.

25. Review the independent auditor's audit plan, and discuss the scope of the plan, staffing, reliance upon management and internal audit, and general audit approach.

26. Review the experience and qualifications of senior members of the independent audit team and ensure that all regulatory partner rotation requirements are executed.

27. Discuss with the independent auditors the quality and appropriateness of the Company's accounting principles as applied in its financial reporting. The Committee should resolve any disagreements between management and the independent auditors. The Committee will conduct at least quarterly a review of required financial reports, including a discussion with the independent auditor concerning the management discussion and analyses portions of such reports.

28. Set policies for the hiring of employees or former employees of the Company's independent auditor consistent with legal requirements and rules of any applicable stock exchange, and policies for addressing complaints by these individuals concerning compliance with governing laws or regulations.

Oversight of Internal Audit Department and Legal Compliance

29. Review annually the internal audit plan and changes to the plan. Review the activities, staffing, organizational structure, appointment, qualifications, staffing and compensation, and replacement of members of the internal audit department, as needed.

30. Review the effectiveness of the internal audit function and significant reports prepared by the internal auditors, together with management's response and follow-up to these reports.

31. Obtain regular updates from the Chief Compliance Officer, management, Company legal counsel and internal audit regarding compliance matters. Review the findings of any Code of Business Conduct examinations by internal audit.

32. Review with the Company's General Counsel, and outside counsel if deemed necessary, legal compliance and legal matters that could have a significant impact on the organization's financial statements.

Other Audit Committee Responsibilities

33. Annually prepare a report to shareholders as required by the SEC and publish the report in the Company's annual proxy statement at such times as required by law or regulation.

34. Perform any other activities consistent with this Charter, the Company's By-Laws, and governing law, as the Committee or the Board deems necessary or appropriate.

35. Deliver the minutes of all meetings of the Committee to the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the independent auditor.

Charter initially adopted November 14, 2026

Charter revised on the following dates:

Charter last reviewed on November 14, 2026