

CAE Inc.

Chair of Audit Committee Position Description

The Chair of the Audit Committee of the Board of Directors is responsible for the effective functioning of that Committee.

The Chair of the Audit Committee shall be appointed by the Board of Directors for a one year term at the first meeting of the Board of Directors following the annual meeting of shareholders each year (provided that 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 of Directors, and further provided that any member of the Committee may chair a Committee meeting in the absence of the Chair).

The Chair of the Audit Committee shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - Collaborating with the Chairman of the Board of Directors, and members of management where appropriate, to develop the agenda for Committee meetings so as to fully discharge the mandate of the Committee;
 - Ensuring proper flow of information, from management, external consultants or otherwise, to enable the Committee to exercise its responsibilities and assessing the adequacy and timing of documentary materials provided to the Committee;
 - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - Discuss as necessary with the Chair of the Corporate Governance Committee the skills, experience and talents required for the Audit Committee on an ongoing basis;
 - Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
 - Ensuring that the Committee has access to such members of senior management as may be required by the Board;
 - Ensuring an open and frank relationship between the Committee and the internal and external auditors; and
 - Ensuring the independence of the external auditor from management.
2. Chair they meetings of the Committee and encourage free and open discussion at meetings of the Committee.
3. Ensure that the Committee fulfills its Mandate.

4. Report to the Board of Directors on behalf of the Committee.
5. Attend every meeting of shareholders and respond to such questions from shareholders as may be put the Chair of the Audit Committee.
6. Carry out other duties as requested by the Board, depending on need and circumstances.

February 14, 2006