

**STATEMENT OF CORPORATE GOVERNANCE PRACTICES
DISCLOSURE TO MULTILATERAL INSTRUMENT 52-110 –
AUDIT COMMITTEES**

<p>DISCLOSURE REQUIRED in Form 52-110F1 <i>Audit Committee Information Required in an AIF3</i></p>	
<p>1. The Audit Committee's Charter</p>	
<p>Disclose the text of the audit committee's charter.</p>	<p>The full text of the Terms of Reference for the Audit Committee is available on the ATB website.</p>
<p>2. Composition of the Audit Committee</p>	
<p>Disclose the name of each audit committee member and state whether or not the member is (i) independent and (ii) financially literate.</p>	<p>The names of the Audit Committee members as of March 31, 2009 are as follows:</p> <ul style="list-style-type: none"> • Brian McCook (Chair) • Arthur Froehlich • Brian Hesje • Bern Kotelko • Norm McDonald <p>The Board has determined that all of the current members of the Audit Committee are independent directors.</p> <p>In May 2007 the Board considered whether B. Kotelko qualified as an independent director for the purposes of Audit Committee membership because of his indirect equity interest of less than 1% in a borrower with a syndicated loan facility involving ATB Financial. The Board determined, based on information provided by the director and ATB Corporate Credit and interpretive guidance on any relevant additional requirements for Audit Committee members, determined that due to the structure of the loan and his limited involvement in the borrower, he qualified as an independent Audit Committee member.</p> <p>Effective as of March 31, 2009, the Board of Directors believes this assessment of the independence of the members of the Audit Committee continues to be accurate.</p> <p>The financial literacy of all of the current members of the Audit Committee has been evaluated effective as of December 2008, based on a self-assessment questionnaire and review of their relevant education and prior experience.</p>
<p>3. Relevant Education and Experience</p>	
<p>Describe the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member and, in particular, disclose any education or experience that would provide the member with:</p> <p>a) an understanding of the accounting principles used by the issuer to prepare its financial statements;</p>	<p>The Chair of the Audit Committee and the Chair of the Board completed a process to evaluate the financial literacy of the current members of the Audit Committee, including assessment of their relevant education and experience in the fall of 2008.</p>

<ul style="list-style-type: none"> b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising one or more persons engaged in such activities; and d) an understanding of internal controls and procedures for financial reporting. 	
<p>4. Reliance on Certain Exemptions</p>	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied on</p> <ul style="list-style-type: none"> a) the exemption in section 2.4 (<i>De Minimis Non-audit Services</i>); b) the exemption in section 3.2 (Initial Public Offerings); c) the exemption in section 3.4 (Events Outside Control of Member); d) the exemption in section 3.5 (Death, Disability or Resignation of Audit Committee Member); or e) an exemption from this Instrument, in whole or in part, granted under Part 8 (Exemptions). <p>State that fact.</p>	<p>ATB Financial is not a reporting issuer and has not relied on any of the identified exemptions in the fiscal year ending March 31, 2009.</p>
<p>5. Reliance on the Exemption in Subsection 3.3(2) or Section 3.6</p>	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied upon the exemption in subsection 3.3(2) (<i>Controlled Companies</i>) or section 3.6 (<i>Temporary Exemption for Limited and Exceptional Circumstances</i>), state that fact and disclose</p> <ul style="list-style-type: none"> a) the name of the member; and b) the rationale for appointing the member to the audit committee. 	<p>ATB Financial is not a reporting issuer and has not relied on the Controlled Companies (subsection 3.3(2)) or the Temporary Exemption for Limited and Exceptional Circumstances (section 3.6), in the fiscal year ending March 31, 2009.</p>
<p>6. Reliance on Section 3.8</p>	
<p>If, at any time since the commencement of the issuer's most recently completed financial year, the issuer has relied upon section 3.8 (Acquisition of Financial Literacy), state that fact and disclose</p> <ul style="list-style-type: none"> a) the name of the member; b) that the member is not financially literate; and c) the date by which the member expects to become financially literate. 	<p>ATB Financial is not a reporting issuer and ATB Financial has not relied on the Acquisition of Financial Literacy Exemption (section 3.8) in the fiscal year ending March 31, 2009.</p>
<p>7. Audit Committee Oversight</p>	

<p>If, at any time since the commencement of the issuer's most recently completed financial year, a recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the board of directors, state that fact and explain why.</p>	<p>The Office of the Auditor General of the Province of Alberta performs the role of external auditor of ATB Financial and is appointed pursuant to legislation. As such, a recommendation of the Audit Committee to nominate or compensate the Auditor General of the Province of Alberta has not occurred or been adopted in the fiscal year ending March 31, 2009.</p>
<p>8. Pre-Approval Policies and Procedures</p>	
<p>If the audit committee has adopted specific policies and procedures for the engagement of non-audit services, describe those policies and procedures.</p>	<p>As of March 31, 2009, the Audit Committee has not adopted specific policies or procedures for the engagement of non-audit services, as the Auditor General of Alberta does not perform such services. When appropriate, ATB Financial retains various accounting firms and industry consultants to supply non-audit related services.</p>
<p>9. External Auditor Service Fees (By Category)</p>	
<p>a) Disclose, under the caption "Audit Fees", the aggregate fees billed by the issuer's external auditor in each of the last two fiscal years for audit services.</p>	<p>The aggregate fees payable by ATB Financial to the Auditor General of Alberta are disclosed in the notes to the annual financial statements and relate exclusively to audit services, including assurance and services reasonably related to the audit or review of ATB Financial's financial statements.</p>
<p>b) Disclose, under the caption "Audit-Related Fees", the aggregate fees billed in each of the last two fiscal years for assurance and related services by the issuer's external auditor that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under clause (a) above. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>See clause (a) above.</p>
<p>c) Disclose, under the caption "Tax Fees", the aggregate fees billed in each of the last two fiscal years for professional services rendered by the issuer's external auditor for tax compliance, tax advice, and tax planning. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>ATB Financial, as a crown agent, is not taxable. As such the Auditor General of Alberta does not provide tax compliance, tax advice or tax planning advice.</p>
<p>d) Disclose, under the caption "All Other Fees", the aggregate fees billed in each of the last two fiscal years for products and services provided by the issuer's external auditor, other than the services reported under clauses (a), (b) and (c), above. Include a description of the nature of the services comprising the fees disclosed under this category.</p>	<p>Except as set out below, the Auditor General of Alberta has not provided other services to ATB Financial within the last two years. Price Waterhouse Coopers LLP, as the agent of the Auditor General, provided "other services" to the Investor Services subsidiaries in connection with required regulatory filings in the fiscal year ending March 31, 2009.</p>