

**SEASPAN CORPORATION
CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

(Amended and Restated on February 26, 2011)

The Board of Directors (the “Board”) of Seaspans Corporation (the “Corporation”) has established the Audit Committee (the “Committee”) of the Board with the authority, responsibility and specific duties described in this Audit Committee Charter (the “Charter”).

Purposes

The Committee was established by the Board to assist the Board in its fiduciary responsibilities to the Corporation’s shareholders (the “Shareholders”). The Committee’s function is an oversight role relating to the Corporation’s financial statements and accounting practices. In particular, the purpose of the Committee is to serve as an independent and objective body to:

- oversee the quality and integrity of the financial statements and other financial information the Corporation provides to any governmental body or the public;
- oversee the Corporation’s compliance with legal and regulatory requirements, including serving as a Qualified Legal Compliance Committee;
- oversee the independent external auditors (the “Auditors”) qualifications and independence;
- oversee the performance of the Corporation’s internal audit function and the Auditors;
- oversee the Corporation’s systems of internal controls regarding finance, accounting, legal compliance and ethics established by the Corporation’s management (“Management”) and the Board;
- facilitate open communication among the Auditors, Management, the internal auditing department, and the Board, with the Auditors being accountable to the Committee; and
- perform such other duties as are directed by the Board.

Consistent with this purpose, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels.

In its oversight function, the Committee is neither intended nor equipped to guarantee to the Board, the Shareholders or any other person the accuracy and quality of the Corporation’s financial statements and accounting practices. Proper accounting, financial reporting, and audit functions are a collaborative effort among internal and external professionals.

Organization, Composition and Qualification

The Committee shall be selected by the Board and shall be comprised of no fewer than three “independent” members of the Board, as such term is defined from time to time by the New York Stock Exchange (the “NYSE”), by Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and by the rules and regulations of the Securities and Exchange Commission (the “SEC”) as applicable to the Corporation. Accordingly, the Board, with the assistance of the Nominating and Corporate Governance Committee, shall determine annually whether each member is free from any relationship that may interfere with his or her independence from Management and the Corporation. A Chairperson shall be designated by the Board from among the members of the Committee or, if no such designation is made by the Board, a Chairperson shall be selected by the affirmative vote of the majority of the Committee.

No member shall serve on an audit committee of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. The members of the Committee shall be financially literate with at least one being a “financial expert” as defined from time to time by applicable regulations of the SEC. Notwithstanding the foregoing membership requirements, no action of the Committee shall be invalid by reason of any such requirement not being met at the time such action is taken.

Accountability of the Auditors

The Auditors are accountable to, and should report directly to, the Committee. The Committee shall have the sole authority and responsibility with respect to the selection, engagement, compensation, oversight, evaluation and, where appropriate, dismissal of the Corporation’s Auditors. The Committee, or a member thereof, must pre-approve any non-audit service provided to the Corporation by the Corporation’s Auditors.

Authority and Responsibilities

The Committee shall have the authority to take all actions it deems advisable to fulfill its responsibilities and duties.

The Committee shall have the authority to retain professional advisors including, without limitation, legal counsel, accounting experts, or other consultants to advise the Committee, which may be the same as or different from the Corporation’s primary legal counsel, accounting experts and other consultants as the Committee deems necessary or advisable in connection with the exercise of its powers and responsibilities as set forth in this Audit Committee Charter, all on such terms as the Committee deems necessary and advisable. The Committee may require any officer or employee of the Corporation, the Corporation’s outside legal counsel, and the Corporation’s Auditors to attend a meeting of the Committee or to meet with any member of, or consultant to, the Committee. The Committee chairperson, or other designee of the Committee, may also meet with the Corporation’s investment bankers or financial analysts who follow the Corporation.

The Committee shall be responsible for the resolution of any disagreements between the Auditors and Management regarding the Corporation's accounting or financial reporting practices.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Auditors employed by the Corporation for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any special legal counsel, accounting experts or other consultants or adviser employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may perform any other activities consistent with this Charter, the Corporation's Amended and Restated Articles of Incorporation and Bylaws, as amended from time to time, the rules of the NYSE, and governing law, as the Committee or the Board deems necessary or appropriate.

In connection with the purpose, powers and responsibilities set forth above, and as it deems necessary in its business judgment, the Committee shall also carry out the following processes:

Relationship with Independent Auditors

1. Annually select and engage the Auditors retained to audit the financial statements of the Corporation.
2. Review and pre-approve the plan and scope of the Auditors' auditing services (including comfort letters), non-audit services (subject to any applicable *de minimis* exception) and related fees. The Corporation shall disclose, and the Committee shall review, any non-audit services approved by the Committee in the Corporation's periodic reports filed with the SEC.
3. Review the qualification, performance, and independence of the Auditors and approve any proposed discharge of the Auditors when circumstances warrant.
4. At least annually: (i) obtain from the Auditors and review the applicable written independence disclosures required by the Public Company Accounting Oversight Board; (ii) discuss with Auditor's that firm's independence and all relationships and services that may affect the objectivity and independence of the auditor; and (3) take, or recommend that the Board take, appropriate action to satisfy itself of the independence of the Auditors.
5. Ensure that the lead audit partner and reviewing audit partner of the Auditors are rotated at least every five years, or as otherwise required by law or deemed appropriate by the Committee. Consider from time to time whether a rotation of the Auditors would be in the best interest of the Corporation and its shareholders.
6. Set clear hiring policies for employees or former employees of the Auditors.

7. At least annually, obtain and review a report by the Auditors describing the Auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
8. Periodically obtain and review reports from the Auditors that include (i) all critical accounting policies and practices used; (ii) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with Management, their ramifications and the preferences of the Auditors; and (iii) other material written communications between the Auditors and Management.
9. Review and evaluate the lead partner of the Auditors.

Review

1. Review and approve the appointment, termination or replacement by Management of a Director of Internal Auditing, if any, or, at the discretion of the Board, select and contract with outside auditors to perform the function of an internal audit department. Direct the scope of the duties and activities of the Director of Internal Auditing or any outside auditors serving as internal auditors, who shall report directly to the Committee, and periodically meet and review with the Director of Internal Auditing the regular internal reports to Management prepared by the internal auditing department and the progress of activities and any findings of major significance stemming from internal audits.
2. Review with Management and the Auditors the Corporation's annual audited financial statements and quarterly financial statements, including the Corporation's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and matters required to be reviewed under applicable legal or regulatory requirements or the requirements of the NYSE prior to the filing of the Corporation's Annual Report on Form 20-F or prior to any release of quarterly financial statements on Form 6-K.
3. Review and, as appropriate, discuss with financial management the Corporation's earnings releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance, if any, provided to analysts or rating agencies.
4. Upon completion of any annual audit, meet separately with the Auditors and management and review the Corporation's financial statements and related notes, the results of their audit, any report or opinion rendered in connection therewith, any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, any significant disagreements with management concerning accounting or disclosure

matters, any significant adjustment proposed by the independent auditors, and the adequacy and integrity of the Corporation's internal accounting controls and the extent to which major recommendations made by the Auditors have been implemented or resolved.

5. Regularly review with the Auditors any audit problems or difficulties and Management's response.
6. Review and consider with the Auditors and management the matters required to be discussed by the statement on Auditing Standards No. 61, as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T. These discussions shall include consideration of the quality of the Corporation's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate. Based on the foregoing review, the Committee shall make its recommendation to the Board as to the inclusion of the Corporation's audited financial statements in the Corporation's Annual Report on Form 20-F.
7. Discuss with Management and the Auditors the adequacy and effectiveness of the accounting and financial controls, including the Corporation's system to monitor and manage business risk, and legal and ethical compliance programs.
8. Select and contract with appropriate persons to perform the internal audit function.
9. Direct the scope of the duties and activities of those performing the internal audit function, who shall report directly to the Committee.
10. Periodically meet and review with those performing the internal audit function internal audit reports and the progress of activities and any findings of major significance stemming from internal audits.
11. Receive periodic reports from Management on all matters within the Committee's areas of responsibility, including as appropriate (i) the Company's accounting and financial reporting practices, (ii) accounting, financial reporting, legal and tax developments of significance to the Company, and (iii) the status and results of special studies conducted for the Company by the Auditors.

Process Improvement

1. Annually review the continued adequacy of the Committee's Charter and report the results of the review along with recommendations, if necessary, to the Board.
2. Conduct an annual evaluation with the Board regarding the performance of the Committee.

3. Discuss with Management the Corporation's guidelines and policies governing the Corporation's process of risk assessment and risk management.
4. Regularly apprise the Board, through minutes and special presentations as necessary, of significant developments in the course of performing the Committee's duties.

Ethical and Legal Compliance

1. Establish, and periodically review and modify as appropriate, procedures for the receipt, retention, treatment and investigation of complaints received regarding accounting, internal accounting controls, auditing matters and the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
2. Review any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (i) significant deficiencies in the design or operation of internal controls or material weaknesses therein that could adversely affect the Corporation's ability to record, process, summarize and report financial data; and (ii) any fraud, including that which involves Management or other employees who have a significant role in the Corporation's internal controls.

General

1. The Committee shall annually prepare its report for inclusion in the Company's proxy statement for its annual meeting of stockholders.
2. Perform any other activities consistent with this Charter, the Corporation's Certificate of Incorporation and Bylaws, the rules of the NYSE, and governing law as the Committee or the Board deems necessary or appropriate.

General Limitations

- Nothing in this Charter will, or will be deemed to, increase, expand or modify in any manner adverse to any member of the Committee the duties, obligations, or responsibilities of any member of the Committee, it being the intent and purpose of this Charter to grant enabling power to the Committee.
- Nothing in this Charter will, or will be deemed to, decrease or modify in any manner adverse to any member of the Committee, such member's right to rely on statements and certifications made by the Corporation's officers, employees, agents, counsel, experts and auditors.
- Nothing in this Charter will, or will be deemed to, adversely affect in any manner the rights of members of the Committee to indemnification and advancement of expenses under the Bylaws of the Corporation or under any contract, agreement, arrangement or understanding benefiting such member.

- No provision of this Charter will be construed to create for the Committee or its members legally enforceable duties, liabilities or obligations in addition to duties, liabilities or obligations otherwise applicable to the Committee or its members.

Meetings and Structure

Consistent with its duties and responsibilities, the Committee shall meet at least quarterly before the Corporation files its interim earnings reports on Form 6-K and its annual report on Form 20-F to review the financial information of the Corporation, consistent with its duties and responsibilities, and as many additional times as the members deem necessary. The Committee should meet separately, periodically, with Management, internal auditors (or other personnel responsible for the internal audit function) and the Auditors to discuss any matters that the Committee or each of these groups believe should be discussed privately. Management, the Auditors, outside counsel and other persons may attend each meeting or portions thereof as required or permitted by the Committee.

Regular meetings of the Committee shall be held at such times as determined by resolution of the Board or the Committee. A special meeting of the Committee shall be called by resolution of the Board or upon the request of the Chairperson or a majority of the members of the Committee. A majority of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. When appropriate, the Committee may meet by telephone or video conference, but the Committee shall strive to meet in person whenever possible. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep a record of its actions and proceedings and make a report thereof from time to time to the Board.

The Committee may determine additional rules and procedures, including designation of a chairperson *pro tempore* in the absence of the chairperson and designation of a secretary of the Audit Committee or any meeting thereof.

Fees

Each member of the Committee shall be paid the fee set by the Board for his or her services as a member of, or chairperson of, the Committee.