

GUARDIAN CAPITAL GROUP LIMITED

Role and Function of the Governance Committee

The Governance Committee of the Board is composed of a majority of unrelated directors. It is responsible to the Board for all governance issues including the following:

1. assessing the composition, effectiveness and independence of the Board and its Committees;
2. proposing new nominees to the Board;
3. reviewing the suitability and appropriateness of information provided to Directors and the public;
4. reviewing the operation of the Board, including the frequency and content of meetings and topics for presentation and discussion;
5. the maintenance of an effective liaison between the Board and management; and
6. overseeing the policies and standard pertaining to clients, employees and shareholders.

It is also a function of the Governance Committee to assure that the Company fosters a work environment of trust and respect and which will inhibit all forms and types of discrimination, harassment, and intimidation. The Committee fulfills this role by assuring that the Company has standards, policies, and systems, through its various Codes of Conduct, intended to prevent or promptly detect any irregularities.