

GUARDIAN CAPITAL GROUP LIMITED

Role and Function of the Compensation Committee

The Board of Directors has created a Compensation Committee consisting of Board members with the following terms of reference:

- a) To develop and/or approve compensation policies and programmes;
- b) To consider and recommend to the Board of Directors the remuneration of the Chairman;
- c) To consider and recommend to the Board of Directors the remuneration of the President and Chief Executive Officer of the Corporation;
- d) To review the compensation paid to all individuals reporting directly to the President and Chief Executive Officer, in order to ensure compliance with corporate policies and programmes;
- e) To approve or recommend to the Board of Directors any changes in employee benefit programmes; and
- f) To report at least annually to the Board of Directors, and more frequently if warranted