



GMP CAPITAL INC. (the “Corporation”)

GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Governance Committee is appointed by the Board of Directors of the Corporation to:

- develop and recommend to the Board of Directors criteria for selecting new directors;
- assist the Board of Directors by identifying individuals qualified to become members of the Board of Directors;
- recommend to the Board of Directors the director nominees for the next annual meeting of securityholders and for each committee of the Board of Directors;
- develop and recommend to the Board of Directors appropriate Governance Guidelines for the Corporation;
- assist the Board of Directors in its annual review of the Board’s performance and oversight of the evaluation of management’s performance;
- review and make recommendations to the Board of Directors with respect to the compensation of directors;
- ensure such procedures are in place as may be necessary to allow the Board of Directors to function independently of management; and
- undertake such other initiatives that may be necessary and desirable to enable the Board of Directors to provide effective governance.

REPORTS

The Governance Committee shall report to the Board of Directors of the Corporation on a regular basis, and in any event at least annually, with an assessment of the Board of Directors’ performance and discuss the report with the full Board of Directors following the end of each fiscal year. The Committee shall prepare a report on the system of governance practices of the Corporation, and its subsidiaries and Affiliates (as defined in section 1.3 of National Instrument 45-106 – *Prospectus and Registration Exemptions*) (the “**GMP Group**”) for inclusion in the annual report or other public disclosure documents of the Corporation. The Governance Committee shall also report to the Board of Directors of the Corporation as to the extent (if any)

to which the Corporation does not comply with governance guidelines of applicable securities legislation applicable to the Corporation.

COMPOSITION

The members of the Governance Committee shall be three or more members of the Board of Directors who are appointed in each year (and may be replaced) by the Board of Directors of the Corporation. Each of the members of the Governance Committee shall meet the Corporation's categorical standards for directors' independence.

RESPONSIBILITIES

Director Candidates

The Governance Committee shall:

- Review annually the competencies, skills and personal qualities required of directors to add value to the GMP Group in light of the opportunities and risks facing the GMP Group and the GMP Group's proposed strategies, the need to ensure that a majority of the Board of Directors is comprised of individuals who meet the independence requirements of applicable legislation, and the policies of the Board of Directors with respect to director tenure, retirement and succession and director commitments.
- In co-operation with the senior executive of the GMP Group, establish and oversee an appropriate orientation and education program for new directors in order to familiarize them with the GMP Group and its business (including the GMP Group's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and external auditors).
- Seek individuals qualified (in context of the GMP Group's needs and any formal criteria established by the Board of Directors) to become members of the Board of Directors for recommendation to the Board of Directors.
- Review and recommend to the Board of Directors the membership and allocation of directors to the various committees of the Board of Directors.
- Establish procedures for the receipt of comments from all directors to be included in an annual assessment of the Board of Directors' performance.
- If the need should arise, approve the engagement of independent advisors for individual directors at the expense of the Corporation.
- At least annually, review and make recommendations to the Board of Directors with respect to the compensation of directors, the Chairman and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming.

- Have the sole authority to appoint and, if appropriate, terminate any search firm to be used to identify director candidates and any compensation consultant to be used to assist in the evaluation of director compensation and to approve the search firm's and compensation consultant's fees and other retention terms.

Governance and Compliance

The Governance Committee shall:

- Review from time to time the size of the Board of Directors and number of directors who are independent for the purpose of applicable requirements.
- At least annually, review the adequacy of the Governance Guidelines, Code of Business Conduct and Ethics of the Corporation, Policy Concerning Confidentiality, Fair Disclosure and Trading in Securities and recommend any proposed changes to those Guidelines, that Code and that Policy to the Board of Directors for approval.
- Monitor the Corporation's categorical standards for director independence.
- At least annually, audit the practices of the Board of Directors (including separate meetings of non-management directors) to ensure compliance with the Governance Guidelines of the Corporation.
- At least annually, review the powers, mandates and performance as well as the membership of the various committees of the Board of Directors and, if appropriate, make recommendations to the Board of Directors.
- At least annually, review the relationship between senior management and the Board of Directors and, if appropriate, make recommendations to the Board of Directors with a view to ensuring that the Board of Directors is able to function independently of management.
- Periodically review with the Board of Directors the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board of Directors with respect to the selections of individuals to occupy these positions.
- Monitor the Corporation's Code of Business Conduct and Ethics and be responsible for granting any waivers from the application of that Code and review management's monitoring of compliance with that Code.
- Monitor and oversee compliance with the Corporation's Policy concerning Confidentiality, Fair Disclosure and Trading in Securities and be responsible for granting any waivers from the application of that Policy.
- Obtain reports from the Chief Financial Officer, the Chief Compliance Officer, other members of management and the independent auditor that the Corporation's subsidiary/foreign affiliated entities are in conformity with applicable legal

requirements and the Corporation's Code of Business Conduct & Ethics, including disclosures of insider and affiliated party transactions.

- Review with the GMP Group's Chief Compliance Officer, other members of management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports.
- Advise the Board of Directors of the Corporation with respect to the GMP Group's policies and procedures regarding compliance with applicable laws and regulations and with the Corporation's Code of Business Conduct and Ethics.
- Establish procedures for the receipt, retention and treatment of complaints regarding client matters.

MEETINGS

The Governance Committee shall meet as circumstances require, but no less than annually. All members of the Governance Committee should strive to be at all meetings. The Governance Committee shall meet separately, periodically, with management and may request any officer or employee of the GMP Group or the GMP Group's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee.

The Governance Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

INDEPENDENT ADVICE

In discharging its mandate, the Governance Committee shall have the authority to retain (and authorize the payment by the Corporation of) and receive advice from special legal or other advisors as the Committee determines to be necessary to permit and to carry out its duties.

ANNUAL EVALUATION

At least annually, the Governance Committee shall, in a manner it determines to be appropriate:

- Perform a review and evaluation of the performance of the Governance Committee and its members, including the compliance of the Committee with this Charter.
- Review and assess the adequacy of its Charter and recommend to the Board of Directors any improvements to this Charter that the Committee determines to be appropriate.