

**Home Capital Group Inc.
Governance, Nominating and Conduct Review
Committee Charter**

Home Capital Group Inc.

Governance, Nominating and Conduct Review Committee Charter

1.0 Overall Role and Responsibility

The Governance, Nominating and Conduct Review Committee (the “Committee”) shall:

- a) identify individuals qualified and suitable to become Board of Directors (“Board”) members and recommend to the Board the director nominees for each annual meeting of shareholders;
- b) assist the Board in its oversight role with respect to:
 - i. the development of the Corporation’s corporate governance policies, practices and processes;
 - ii. the effectiveness of the Board, its Committees and the Chairs of those committees; and
 - iii. the contributions of individual Directors;
- c) assist the Board in its oversight role with respect to:
 - i. conflicts of interest;
 - ii. confidential information;
 - iii. complaints of customers;
 - iv. transactions involving related parties of the Corporation;
 - v. disclosure of information;
 - vi. the legislative compliance management program; and
 - vii. the role of the Corporate Compliance Officer.

2.0 Membership

2.1 The Committee shall consist of three or more Directors appointed annually by the Board. Members of the Committee shall serve at the pleasure of the Board for such terms as the Board may determine.

2.2 Each of the members of the Committee shall satisfy the independence standards established by the Board and the applicable independence requirements of the laws governing the Corporation.

3.0 Meetings

3.1 The Committee shall meet as often as the Committee determines, but not less frequently than two meetings annually.

- 3.2 The Committee shall hold regularly scheduled meetings at which members of management are not present.
- 3.3 The quorum for meetings of the Committee shall be two (2) of its members.
- 3.4 The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution.
- 3.5 The Committee shall not transact business unless a majority of members present are resident Canadians.
- 3.6 The Committee shall have unrestricted access to management and employees of the Corporation.
- 3.7 The Corporate Secretary, his or her designate, shall act as secretary at the Committee meetings. Minutes of the Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.

4.0 Performance Review

The Committee shall annually review and assess the performance of the Committee and the adequacy of this Charter and, where appropriate, shall recommend changes to the Board for the Board's approval.

5.0 Report to the Board

The Chair of the Committee shall report to the Board on material matters arising at Committee meetings and shall present the Committee's recommendation(s) to the Board for the Board's approval.

6.0 Accountabilities and Responsibilities

The Committee shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Committee by the Board.

6.1 Corporate Governance

- 6.1.1 Review at least annually corporate governance practices and recommend appropriate policies, practices and procedures.
- 6.1.2 Review at least annually the adequacy and effectiveness of the Board's governance policies and make appropriate recommendations for the improvement of these policies.
- 6.1.3 Review and report on emerging legislative and industry developments and trends in corporate governance.

6.1.4 Review the corporate governance sections of the Management Information Circular distributed to shareholders, including the Statement of Corporate Governance Practices.

6.1.5 Assess shareholder proposals as necessary for inclusion in the Management Information Circular and make appropriate recommendations to the Board.

6.2 Composition and Performance of the Board

6.2.1 Recommend to the Board appropriate criteria for the selection of new Directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

6.2.2 Review at least annually the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board.

6.2.3 Identify and recommend qualified candidates for nomination or appointment to the Board and recommend the nominees for election by shareholders at the annual meeting.

6.2.4 Review and assess annually the performance of the Board, the Directors, each Board Committee and the Chair of the Committee against criteria the Committee considers appropriate. The Committee shall report its findings to the Board and recommend any action plans that the Committee considers appropriate.

6.2.5 Review the performance of and annually recommend to the Board the election of the Chair of the Board.

6.3 Composition of Board Committees

6.3.1 Consider and recommend for Board approval, the appointment of Directors to Board Committees.

6.3.2 Consider and recommend for Board approval the rotation of Directors to Board Committees.

6.3.3 The Committee may recommend for Board approval the removal of a Director from a Board Committee if the Director is no longer qualified to serve as a Director under applicable law or for any other reason the Committee considers appropriate.

6.4 General Review of the Board

6.4.1 Review procedures for the Committee to exercise oversight of the evaluation of the Board.

6.4.2 Review at least annually the effectiveness of the Board, including conflicts of interest, self dealing and compliance with the Code of Conduct and continuing qualifications of members of the Board.

6.4.3 Review the relationship of the Board with senior management.

6.4.4 Review at least annually the Charter of the Board and the Charters of the Board Committees and consider recommendations on Charters received from the Committees and recommend appropriate changes to the Board.

6.4.5 Consider requests by members of the Board to engage outside advisors, at the Corporation's expense, with respect to matters before the Board or any Board Committee.

6.4.6 Address any other subject within the broad responsibility of the Committee as determined by the Chair of the Committee or the Committee.

6.4.7 Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified in this Charter and as may from time to time be delegated to the Committee by the Board.

6.5 Corporate Policies and Mandates

Review at least annually, the Corporation's policies and mandates. The Chair of the Committee shall present to the Board any recommendations the Committee may have to amend any existing policies or mandates, or to approve any new policies or mandates.

6.6 Investor Relations

Oversee the Corporation's investor relations and public relations activities and procedures for the effective monitoring of the shareholder base, receipt of shareholder feedback and response to shareholder concerns.

6.7 Review of Ethical Standards

6.7.1 Review at least annually the Code of Conduct.

6.7.2 Oversee Directors', officers' and employees' compliance with the Corporation's Code of Conduct and generally the administration of the Code of Conduct and the Corporation's compliance with applicable laws and regulations and inquiries received from regulators and governmental agencies. Consider and, if appropriate, approve any waiver of the Corporation's Code of Conduct.

6.7.3 Review procedures to receive and process any request from senior management and Director(s) for waiver of the Corporation's Code of Conduct.

6.7.4 Grant any waiver of the Corporation's Code of Conduct to senior management and Director(s) as the Committee may in its sole discretion deem appropriate and arrange for any such waiver to be promptly disclosed to the shareholders in accordance with applicable laws or the rules of applicable securities regulatory authorities.

6.7.5 Review and assess annually procedures established by the Board to resolve conflicts of interest.

6.7.6 Review and assess annually procedures established by the Board to restrict the use of confidential information.

6.8 Review of Legal Standards

- 6.8.1 Review and approve annually practices and procedures for compliance with applicable laws dealing with related party rules and assess the effectiveness of the procedures. Ensure that any related party transaction that may have a material effect on the stability or solvency of the Corporation is identified.
- 6.8.2 Review criteria for the determination of materiality of a transaction with a related party.
- 6.8.3 Approve the terms and conditions of loans and other financial services made or offered to senior management, their spouses and minor children.
- 6.8.4 Review and assess annually procedures established by the Board to disclose information to customers of the Corporation.
- 6.8.5 Review and assess annually procedures established by the Board for dealing with complaints of customers of the Corporation.
- 6.8.6 Ensure that, within 90 days after the end of each financial year of the Corporation, the Board of Home Trust Company reports to the Superintendent of Financial Institutions (Canada) on the Committee's activities of the previous year undertaken in carrying out the Committee's responsibilities under the Trust and Loan Companies Act.
- 6.8.7 Review and approve annually procedures to handle complaints and anonymous employee submissions with respect to matters and concerns regarding accounting, internal control and auditing.

6.9 Review of Legislative Compliance Management Program

- 6.9.1 Approve the Corporation's legislative compliance management program and periodically assess the effectiveness of the legislative compliance management program.
- 6.9.2 Require senior management to implement and maintain appropriate compliance control procedures and oversee their implementation and operation.
- 6.9.3 Review, evaluate and approve the compliance control procedures and review reports to the corporate compliance officer relating to compliance control practices and the response by management to recommendations made by the corporate compliance officer.
- 6.9.4 Approve the appointment and evaluate the performance of the corporate compliance officer.
- 6.9.5 Review the work plan of the corporate compliance officer and provide the corporate compliance officer with the opportunity to meet the Committee without management at each meeting of the Committee.
- 6.9.6 Review semi-annually the report of the Chief Compliance Officer.

7.0 Independent Advisors

The Committee shall have the authority to retain such independent advisors as the Committee may deem necessary or advisable for its purposes. The expenses related to such engagement shall be funded by the Corporation.

This Charter was approved by the Board on August 2, 2007.

This Charter was reviewed by the Board on February 11, 2008.

This Charter was reviewed by the Board on February 12, 2009.

This Charter was amended by the Board on February 9, 2010.