

CHARTER

THE BANK OF NOVA SCOTIA

HUMAN RESOURCES COMMITTEE OF THE BOARD

The Human Resources Committee of the Board of Directors (the Committee) has the responsibilities and duties as outlined below:

A. Mandate

To discharge the Board of Directors' (the Board) responsibilities relating to compensation and annual disclosure by:

1. performing such duties as may be required by:
 - the *Bank Act* (the Act) and the regulations thereunder;
 - and other applicable legislation and regulations including those of the Ontario Securities Commission ("OSC"), the Canadian Securities Administrators (the "CSA"), the Toronto Stock Exchange ("TSX"), the New York Stock Exchange ("NYSE") and the Securities and Exchange Commission ("SEC") and the *Sarbanes-Oxley Act, 2002*;
2. reviewing the total compensation principles and major compensation programs of the Bank and recommending to the Board, the following:
 - the total compensation to be paid or awarded to Executive Officers of the Bank and other Board appointed officers of the Scotiabank Group of Companies with such compensation to include salaries, bonuses, and whatever types of incentive plans, equity-based plans, benefits, pension and perquisites the Committee and the Board may consider appropriate from time to time;
 - agreements and employment contracts applicable to Executive Officers and other Board appointed officers of the Scotiabank Group of Companies;
 - the general criteria and design of the Bank's major incentive plans as well as the Stock Option Plan, Performance Share Unit Plan, Restricted Share Unit Plan, and other Bank equity-based plans; and
 - the basis and allocation for distribution of awards relating to various other incentive plans;
3. review share holdings of Executive Officers and other Board appointed officers of the Scotiabank Group of Companies relative to the share ownership guidelines established by the Committee;

4. at least annually, reviewing the senior level organization structure and staffing of the Bank and, when necessary, submitting its concerns and recommendations to the Board;
5. regularly reviewing management succession planning;
6. reviewing and approving corporate goals and objectives relevant to the Chief Executive Officer's (the CEO) compensation, evaluating the CEO's performance relative to the established goals and objectives and setting the CEO's compensation level based on this evaluation;
7. evaluating and reviewing the assessments made of other Executive Officers;
8. reviewing and approving a report on executive compensation for inclusion in the Bank's Management Proxy Circular;
9. reporting to the Board on the proceedings of each Committee meeting and on the Committee's recommendations at the next regularly scheduled Board meeting;
10. retaining and compensating independent advisors;
11. annually, reviewing the charter for the Committee and evaluating the Committee's effectiveness in fulfilling its mandate;
12. performing such other duties as may from time to time be assigned to the Committee by the Board.

B. Composition

Structure

The Committee shall consist of such number of Directors as the Board shall determine from time to time, a majority of whom shall be resident Canadians.

Independence

The Committee is composed entirely of independent directors as defined in the NYSE Corporate Governance Listing Requirements and the CSA Corporate Governance Guidelines.

No member of the Committee may be a current or former officer or employee of the Bank or of any of its subsidiaries or affiliates. No member may be a person who is affiliated with the Bank.

Appointment of Committee Members

Members are appointed or reappointed annually by the Board, such appointments to take effect immediately following the annual meeting of the shareholders of the Bank. Members shall hold office until their successors are appointed or until they cease to be Directors of the Bank.

Vacancies

Vacancies may be filled for the remainder of the current term of appointment of members of the Committee by the Board.

Appointment of Committee Chair

The Board shall appoint from the Committee membership, a Chair for the Committee to preside at meetings. In the absence of the Chair, one of the other members of the Committee present shall be chosen by the Committee to preside at that meeting.

C. Meetings

Calling of Meetings

Meetings of the Committee may be called by the Chair or by any two members of the Committee.

The Committee shall not transact business at a meeting unless a majority of the members present are resident Canadians except where:

- a resident Canadian member who is unable to be present approves in writing or by telephone, electronic or other communications facilities the business transacted at the meeting; and
- a resident Canadian majority of members would have been present if the absent member had been present.

The Committee members shall meet separately with the Group Head, Global Human Resources & Communications of the Bank during a minimum of two Committee meetings per year.

Notice of Meetings

Notice of meeting of the Committee shall be sent by prepaid mail, by personal delivery or other means of transmitted or recorded communication or by telephone at least 12 hours before the meeting to each member of the Committee at the member's address or communication number last recorded with the Secretary. A Committee member may in any manner waive notice of a meeting of the Committee and attendance at a meeting is a waiver of notice of the meeting, except where a member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

Quorum

The quorum for a meeting of the Committee shall be 40% of the number of members, subject to a minimum of 2 members.

Secretary and Minutes

The Secretary, or the most senior officer of the Human Resources Department, shall act as Secretary of the Committee and, in their absence, an Assistant Secretary of the Bank or such other person as the Committee may request shall so act.

Minutes of meetings of the Committee shall be recorded and maintained by the Secretary and subsequently presented to the Committee and to the Board, if required by the Board.

Meetings without Management

The Committee will schedule a private session at the end of each regularly scheduled meeting in the absence of management.

This Charter was reviewed and approved by the Board on September 22, 2009