
CORPORATE GOVERNANCE POLICIES

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Introduction

As a global and publicly traded financial institution, Scotiabank recognizes the need to adhere to best practices in corporate governance. Sound corporate governance policies and practices are important to the creation of shareholder value and maintaining the confidence of depositors and investors alike.

The Bank's Corporate Governance Policies are designed to ensure the independence of the Board of Directors (the "Board") and its ability to effectively supervise management's operation of the Bank.

The Board of Directors

The Board's primary responsibility is to supervise the management of the Bank's business and affairs. The Board must provide effective governance over the Bank's affairs. In doing so it must strive to balance the interests of the Bank's diverse constituencies around the world, including its shareholders, customers, employees and the communities in which it operates. In all actions taken by the Board, the Directors are expected to exercise independent business judgment in what they reasonably believe to be in the best interests of the Bank. In discharging that obligation, Directors may rely on the honesty and integrity of the Bank's Senior Management, its outside advisors and auditors.

Number and Selection of Board Members

The Board has the authority under the Bank's By-law's to fix the number of directors, which should be in the range of 12 to 18, with the flexibility to increase the number of members in order to accommodate an outstanding candidate or the Board's changing needs or circumstances. Candidates for the Board shall be selected by the Corporate Governance and Pension Committee, and recommended to the Board for approval, in accordance with guidelines approved by the Board, taking into consideration the overall composition and diversity of the Board and the areas of expertise that new Board members can offer.

The Bank's shareholders elect directors at the annual meeting each year. Between meetings the Board may appoint additional members. Directors may serve on the Board until they attain the mandatory retirement age of 70 as set out in the Bank's By-laws.

Majority Voting in Director Elections

In an uncontested election of Directors of the Bank, any nominee for Director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation to the Chairman of the Board of Directors following the Bank's annual meeting. In this policy, an "uncontested election" shall mean an election where the number of nominees for Director shall be equal to the number of Directors to be elected.

The Corporate Governance and Pension Committee of the Board shall consider the resignation offer and shall recommend to the Board whether or not to accept it. The Corporate Governance and Pension Committee shall be expected to accept the resignation except in situations where extenuating circumstances would warrant the applicable Director to continue to serve on the Board. In considering whether or not to accept the resignation, the Corporate Governance and Pension Committee will consider all factors deemed relevant by members of such Committee including, without limitation, the stated reasons why shareholders “withheld” votes from the election of that nominee, the length of service and the qualifications of the Director whose resignation has been tendered, such Director’s contributions to the Bank and the Bank’s Corporate Governance Policies.

The Board shall act on the Corporate Governance and Pension Committee’s recommendation within 90 days following the applicable annual meeting. In considering the Corporate Governance and Pension Committee’s recommendation, the Board will consider the factors considered by that Committee and such additional information and factors that the Board considers to be relevant. Following the Board of Directors’ decision on the resignation, the Board shall promptly disclose, via press release, their decision whether to accept the Director’s resignation offer including the reasons for rejecting the resignation offer, if applicable. If a resignation is accepted, the Board may, in accordance with the provisions of the *Bank Act*, appoint a new Director to fill any vacancy created by resignation or reduce the size of the Board.

Any Director who tenders his or her resignation pursuant to this Policy shall not participate in the meeting of the Corporate Governance and Pension Committee meeting, if he or she is a member of that Committee, to consider the decision to recommend to the Board whether his or her resignation shall be accepted. However, if each member of the Corporate Governance and Pension Committee received a Majority Withheld Vote in the same election, or a sufficient number of Committee members such that that Committee no longer has a quorum, then the independent Directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. However, if the only Directors who did not receive a Majority Withheld Vote in the same election constitute seven (7), all Directors may participate in the determination of whether or not to accept the resignation offers.

In the event that any Director who received a Majority Withheld Vote does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board of Directors.

The Corporate Governance and Pension Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.

Affiliated, Related and Independent Directors

The Bank is committed to complying with all applicable laws, rules and regulations related to the status of its directors. As required under the Rules of the New York Stock

Exchange (“NYSE”) and the Canadian Securities Administrators’ Corporate Governance Guidelines, the Board shall, annually, make an affirmative determination with respect to each Director's independence. The Board has determined that all Affiliated Directors, as defined in the *Bank Act*, shall be considered to be non-independent under the Bank’s Director Independence Standards. The Bank’s Director Independence Standards are attached as Appendix “A”.

Qualifications for Directors

One of the Board's most important responsibilities is to identify, evaluate and select candidates for the Board. The Corporate Governance and Pension Committee is charged with reviewing the qualifications of potential director candidates and making recommendations to the whole Board. Factors considered by the Committee and the Board in its review of potential candidates include:

- ❑ prominence in business, institutions or professions;
- ❑ residency in and familiarity with the geographic regions where the Bank carries on business;
- ❑ integrity, honesty and the ability to generate public confidence;
- ❑ demonstrated sound and independent business judgment;
- ❑ financial literacy;
- ❑ knowledge and appreciation of public issues and familiarity with local, national and international affairs;
- ❑ the ability to devote sufficient time to Board and Committee work;
- ❑ the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess; and
- ❑ the competencies and skills that the Board considers each existing director to possess.

Director Education

Directors shall be knowledgeable and informed about the business of the Bank and concerning their duties and responsibilities.

The Bank shall assist directors in their education about the Bank and their duties and responsibilities as directors. New directors are provided with written information about the Bank and their duties and responsibilities as directors to assist them in their education and meet with the Chairman, the Chief Executive Officer, and other Executive Officers, as required. All directors have access to seminars and presentations on aspects of the Bank's business and operations and are provided with opportunities to visit domestic and international operations. Management regularly updates the Board on changing regulation and practices related to corporate governance.

Other Directorships

There is no limit fixed by the Board with respect to the number of other public company boards on which a Director may sit. However, the number of public company

directorships held by Directors is considered each year by the Corporate Governance and Pension Committee. No director of the Bank shall sit on more than three audit committees of public company boards without the consent of the Audit and Conduct Review Committee and the Board.

No Director of the Bank shall also be a member of the board of directors of an unaffiliated financial institution (which includes another bank, trust company or insurance company) excepting that current Bank Directors may retain any existing insurance company directorships which they hold, provided there is no conflict of interest.

Change in Directors' Principal Occupation

A director who makes a change in principal occupation must immediately offer to resign from the Board in order to give the Board the opportunity to review the impact of the change on the composition of the Board.

Eligibility of Employee Directors

Any officer of the Bank who is also a Bank Director, upon ceasing to be employed as an officer on a full-time active duty basis, shall be deemed to have resigned as a Bank Director, excepting that a former Chief Executive Officer may, if specifically requested to do so by the Board, continue to serve on the Board for a defined period of time.

Board and Director Effectiveness

The Board shall conduct an annual review of its performance. Director peer evaluations shall be conducted each year as well. Each Committee shall conduct an annual evaluation of its own performance as provided in its Charter. The results of these evaluations shall be summarized and presented to the Corporate Governance and Pension Committee which will then report on all these assessments to the Board. The Corporate Governance and Pension Committee may develop recommendations and/or an action plan for the Board, where determined necessary or desirable.

Attendance at Meetings

Directors are expected to attend meetings of the Bank's Shareholders, Board meetings and meetings of Committees on which they serve, and to spend the time needed to prepare for and to meet as frequently as necessary to properly discharge their responsibilities. Information and materials that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting should be distributed to the Directors prior to the meeting, in order to provide time for review.

The Corporate Governance and Pension Committee recommends for Board approval a calendar of standard agenda items to be discussed at each meeting scheduled to be held over the course of the ensuing year. The Chairman and the Chief Executive Officer shall establish the agenda for each Board meeting. Each Board member is free to

suggest items for inclusion on the agenda or to raise subjects that are not on the agenda for that meeting. The non-management Directors shall meet in executive session at each Board meeting.

Non-Executive Chairman or Lead Director

The Board is committed to always having a Non-Executive Chairman or a Lead Director. Either of these structures is appropriate to ensure independent Board leadership and that the Bank is managed for the long-term benefit of its major stakeholders.

Board Committees

The standing committees of the Board are the Audit and Conduct Review Committee, the Corporate Governance and Pension Committee, the Executive and Risk Committee, and the Human Resources Committee. Each Committee reports directly to the Board. Subject to their availability, each non-management director should serve on one or more Board committees. All members of the Committees, other than the Executive and Risk Committee, shall meet the independence criteria, as determined by the Board, set forth in the NYSE Corporate Governance Rules and in the Canadian Securities Administrators' Corporate Governance Guidelines, and all other applicable laws, rules or regulations regarding director independence. Committee members and chairs shall be appointed by the Board upon the recommendation of the Corporate Governance and Pension Committee, after consultation with the individual Directors. Committee chairs and members shall be rotated at the recommendation of the Corporate Governance and Pension Committee.

Each Committee shall have its own written charter which shall comply with all applicable laws, rules and regulations. The charters shall set forth the mission and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment, committee structure and operations and reporting to the Board.

The chair of each Committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the Committee's charter. The chair of each Committee, in consultation with the appropriate members of the Committee and senior management, shall develop the Committee's agenda. Each Committee shall annually establish a schedule of major topics to be discussed during the year (to the degree these can be foreseen).

The Board and each Committee shall have the power to hire and fire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of senior management of the Bank in advance. Each committee shall have the power to form a sub-committee or to otherwise delegate specific responsibilities as such committee sees fit and in compliance with applicable laws and regulations.

The Board may from time to time, establish or maintain additional committees as

necessary or appropriate.

Access to Management

Directors shall have full and free access to senior management and other employees of the Bank. Contact or meetings can be arranged for Directors through the Chief Executive Officer, the Secretary or directly by the Director. The Board welcomes regular attendance at each Board meeting by senior management of the Bank.

Director Compensation

The Board determines the form and amount of Director compensation based on the recommendation of the Corporate Governance and Pension Committee following an annual review of director compensation in the marketplace. Directors are required to hold a significant level of shares in the Bank and must take a significant portion of their compensation in shares or share equivalents.

Directors who are also officers of the Bank are not compensated in their capacity as directors.

Executive Management

The Human Resources Committee shall review the Bank's senior level organization structure and the Bank's management succession plan at least once a year.

The candidacy of all proposed Executive Officer appointments shall be reviewed by the Human Resources Committee and then submitted to the Board for approval. The Executive and Risk Committee may approve Executive Officer appointments in the period between board meetings. All new senior management appointments shall be reported to the Board at least quarterly.

The Board shall review the mandates of the Bank's Executive Officers as established by the Human Resources Committee. These mandates shall define the duties, responsibilities and authority of the Chief Executive Officer and the other Executive Officers of the Bank.

Review Executive Performance

The Human Resources Committee shall annually assess the performance of the Chief Executive Officer and all other Executive Officers.

Review Compensation

The Human Resources Committee shall review and recommend to the Board all material employee compensation and benefits plans and programs except for matters pertaining to the Bank's employee pension plan, which shall be reviewed by the Corporate Governance and Pension Committee, prior to Board approval. This review will include

an assessment of whether the Bank's compensation plans are consistent with the sustainable achievement of the Bank's business objectives, the prudent management of its operations and the risks to which it is exposed, and will look for adherence to the Bank's processes, policies, procedures and controls.

The Human Resources Committee shall review and the Board shall approve the compensation for all Executive Officers on an annual basis.

Establish and Monitor Standards of Business Conduct and Ethical Behaviour

The Bank is committed to the highest standards of ethical business behaviour. The Board has adopted the Scotiabank Guidelines for Business Conduct which apply to all employees of the Bank and its subsidiaries. The Scotiabank Guidelines for Business Conduct contain an addendum dealing specifically with matters of particular Director concern.

The Guidelines for Business Conduct outline the Bank's rules and expectations regarding proper business conduct and ethical behaviour of directors, officers and employees of the Bank and its subsidiaries, including:

- following the law wherever the Bank does business;
- avoiding putting themselves or the Bank in a conflict of interest;
- conducting themselves honestly and with integrity;
- keeping Bank transactions, communications and information accurate, confidential and secure, and Bank and customers' assets safe; and
- treating everyone fairly and equitably - whether customers, suppliers, employees or others who deal with the Bank.

The Board shall obtain reasonable assurance that there is an ongoing, appropriate and effective process in place for ensuring adherence to the Scotiabank Guidelines for Business Conduct. Annually all employees and Directors of the Bank and its subsidiaries must provide written certification of their compliance with the Scotiabank Guidelines for Business Conduct. Group Compliance reports to the Audit and Conduct Review Committee on such compliance, noting any instances of material deviation from the standards together with any corrective action taken. The Bank promotes a strong compliance culture by strictly enforcing the Scotiabank Guidelines for Business Conduct and by taking decisive disciplinary action where warranted.

Oversee Strategic Management

The Board shall establish the business objectives of the Bank, consider and approve the Bank's business strategy and its business plans for significant operations, and review those things at least once a year to ensure that the strategic plans remain appropriate and prudent in light of the Bank's current and anticipated business and economic environment, resources and results. The Board shall obtain reasonable assurance, on a regular basis, that there is an ongoing and effective process in place for ensuring appropriate strategic management of the Bank.

The Board shall frequently evaluate the Bank's actual operating and financial results against forecast results, in light of the Bank's business objectives, business strategy and business plans.

Oversee Risk Management

A sound system of risk management is critical to the profitability and ongoing viability of the Bank. Directors must understand the significant risks to which the Bank is exposed. The Board shall establish appropriate and prudent risk management policies.

Oversee Liquidity and Funding Management

A sound system of liquidity and funding management is critical to the profitability and ongoing viability of the Bank. Directors must understand the liquidity and funding needs of the Bank. The Board shall establish appropriate and prudent liquidity and funding management policies for the Bank.

Oversee Capital Management

A sound system of capital management is critical to the profitability and ongoing viability of the Bank. Directors must understand the capital needs of the Bank as the Board is responsible for overseeing the enterprise-wide capital management of the Bank. The Board shall establish appropriate and prudent capital management policies for the Bank.

Oversee Internal Audit Function

The Board, on the recommendation of the Audit and Conduct Review Committee, shall establish the mandate of, and allocate sufficient resources for, the Bank's independent internal audit group, and approve its annual plan. The independent internal audit group shall have full access to the Bank's records, information and personnel. The Board shall seek from the independent audit group, on a regular basis, validations that the Bank's processes, policies, procedures and controls are being monitored and adhered to, and that appropriate action is being taken to address any significant weaknesses or breakdowns that have been identified.

The appointment of the Bank's Chief Auditor shall be approved by the Audit and Conduct Review Committee. The Board has determined that the independent audit group may have an internal administrative reporting relationship, but that functionally the Chief Auditor shall report to the Audit and Conduct Review Committee.

Confirm Adequacy of Control Environment

The Board shall obtain reasonable assurance, on a regular basis, that the Bank has a sound control environment that supports the appropriate, effective and prudent management of the Bank's operations and the risks to which it is exposed, and that contributes to the achievement of the Bank's business objectives. The internal audit

group, the external auditors and senior management shall report to the Board on the state of the Bank's control environment.

The Board shall obtain, on a regular basis, reasonable assurance that the Bank is in control.

Disclosure and Communications

The Bank is committed to providing timely, accurate and balanced disclosure of all material information about the Bank and to providing fair and equal access to such information.

The Board requires that management has processes in place to support its policy of full, true, plain and timely disclosure of financial results, significant developments and other material information to appropriate stakeholders such as shareholders, regulators, employees, rating agencies, analysts and stock exchanges.

APPENDIX A

DIRECTOR INDEPENDENCE STANDARDS

A majority of the Bank's directors are independent, as required by Canadian Securities Administrators' National Policy 58-201 — *Corporate Governance Guidelines* and the current NYSE listed company corporate governance rules. To be considered independent under these rules, the Board must determine that a director has no direct or indirect material relationship with the Bank. A material relationship is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's judgement independent of management. The rules permit the Board to adopt categorical standards in making its independence determinations. The standards adopted by the Board are reproduced below. Definitions and interpretation of terms in the standards are in accordance with applicable source rules and regulations, as amended from time to time. In applying these standards, the Board broadly considers all relevant facts and circumstances.

1. A director will not be independent if:
 - the director is, or has been within the last three years, an employee or executive officer of the Bank or a subsidiary, or an immediate family member of the director is, or has been within the last three years, an executive officer of the Bank or a subsidiary;
 - the director has received, or an immediate family member of the director has received for service as an executive officer, during any twelve-month period within the last three years, more than the lesser of Cdn\$75,000 and US\$120,000 in direct compensation from the Bank or a subsidiary, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
 - (a) the director or an immediate family member of the director is a current partner of a firm that is the Bank's or a subsidiary's internal or external auditor; (b) the director is a current employee of such firm; (c) an immediate family member of the director is a current employee of such a firm and personally works on the Bank's or a subsidiary's audit, or the director's spouse, or child or stepchild who shares a home with the director, is an employee of such firm and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (d) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Bank's or a subsidiary's audit within that time;
 - the director or an immediate family member of the director, is, or has been within the last three years, employed as an executive officer of another company where any of the Bank's or a subsidiary's present executive officers at the same time serves or served on that company's compensation committee;
 - the director is currently an employee, or an immediate family member of the director is currently an executive officer, of a company that has made payments to, or received payments from, the Bank or a subsidiary for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of US\$1 million or 2% of such other company's consolidated gross revenues (with the exception that contributions to tax exempt organizations shall not be considered payments for this purpose); or

- the director is "affiliated" with the Bank as that term is used in the Affiliated Persons (Banks) Regulations made under the *Bank Act* (Canada).

An "immediate family member" includes a person's spouse, parents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares the person's home.

2. In addition to satisfying the independence standards set forth above, members of the audit committee must satisfy the following additional independence requirements:

- An audit committee member may not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Bank or any subsidiary, other than compensation in his or her capacity as a member of the Board or any committee or any fixed amount of compensation under a retirement plan (including deferred compensation) for prior service with the Bank (provided such compensation is not contingent in any way on continued service).
- An audit committee member may not be an "affiliated" person of the Bank or any subsidiary, as defined in applicable Canadian and U.S. securities laws.

The indirect acceptance by an audit committee member of any consulting, advisory or other compensatory fee includes acceptance of such fee by a spouse, minor child or stepchild or a child or stepchild who shares a home with the audit committee member or by an entity in which such audit committee member is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the Bank or any subsidiary.

Whether directors meet these categorical independence standards will be reviewed and will be made public annually prior to their standing for re-election to the Board. The Board will examine relationships such as the nature of the director's banking, lending or other business dealings with the Bank or a director's role in a charitable organization which has received a certain level of contributions from the Bank. For relationships not covered by the standards in section 1 above, the determination of whether the relationship is material, and therefore whether the director would be independent, will be made by the directors who satisfy those standards. The Bank will disclose the basis for any Board determination that a relationship is immaterial despite the fact that it does not meet the categorical standards set forth above.