

DUNDEE CORPORATION

(the “Company”)

CORPORATE GOVERNANCE GUIDELINES

A. *Introduction*

The Board of Directors (the “Board”) and management are committed to promoting and maintaining a high standard of corporation governance. The Board has adopted these corporate governance guidelines (the “Guidelines”) to foster an understanding of the Company’s governance relationship framework between the Board and management of the Company thereby enhancing the effective decision making capabilities of the Company within such governance relationship framework.

B. *Review and Modification of Corporate Governance Guidelines*

The Corporate Governance and Nominating Committee shall review these Guidelines periodically and submit any recommended changes to the Board for approval. These Guidelines may be amended or modified by the Board and the Board may waive compliance with any of the provisions of these Guidelines subject to disclosure in the Company’s public disclosure documents.

C. *The Governing Role and Responsibilities of the Board*

1. *The Role of the Board*

The Board is elected by the shareholders and has the statutory power and obligation to supervise the management of the Company. The Board has adopted a formal mandate setting out the Board’s primary duties and responsibilities, including the Board’s responsibility for the appointment of the Chief Executive Officer (“CEO”) and other senior officers, to oversee strategy implementation and performance, to identify and oversee management of principal business risks, to monitor the financial performance of the Company and other financial reporting matters and to maintain shareholder relations.

2. *Director Responsibilities*

Directors are expected to use their skill and experience to provide oversight to the business of the Company. Directors have a duty to act honestly and in good faith with a view to the best interests of the Company and to exercise the care, diligence and skill that a reasonably prudent person would in comparable circumstances.

Where possible, directors are expected to attend all Board and Committee (as defined below) meetings in person. It is acceptable for directors to participate in such meetings by teleconference, videoconference, or other electronic means if attendance in person is not possible. A director shall notify the Chair of the Board or Committee or the Corporate Secretary if the director will not be able to attend or participate in a meeting.

Directors are expected to review and be familiar with Board and Committee materials which have been provided in sufficient time for review prior to a meeting. Directors are to advise the Board or Committee Chair of matters which they believe should be added to a meeting agenda.

3. *The Role of Chair of the Board*

The primary responsibility of the Chair of the Board is to provide leadership to the Board to promote the effectiveness of the Board within the governance relationship framework. The Chair of the Board, as the presiding member of the Board, must ensure that the Board discharges the duties assigned to it by law and pursuant to these Guidelines. The Board has adopted a position description for the Chair of the Board setting out the Chair's primary duties and responsibilities.

4. *The Lead Director Concept*

At any time when the Chair is not an independent director, the non-management directors shall select an independent director to carry out the functions of a Lead Director. The Lead Director would chair regular meetings of the non-management directors and assume other responsibilities which the independent directors as a whole have designated to the Lead Director. The Board has adopted a position description for the Lead Director of the Board which details the Lead Director's primary duties and responsibilities.

5. *The Role of Board Committees*

The Board has determined that there should be three Board Committees: (i) the Audit Committee; (ii) the Corporate Governance and Nominating Committee (the "Governance Committee"); and (iii) the Compensation Committee (each, a "Committee"). This structure may change as the Board considers from time to time which of its responsibilities can best be fulfilled through a detailed review of matters. Each Committee shall operate according to an approved written charter outlining its duties and responsibilities.

6. *Oversight of Committee Functions*

The purpose of Board Committees is to assist the Board in discharging its responsibilities. Notwithstanding the delegation of responsibilities to a Board Committee, the Board is ultimately responsible for matters assigned to the Committee. Except as may be explicitly provided in the charter of the Committee or a resolution of the Board, the role of the Committee is to review and make recommendations to the Board with respect to the approval of matters considered by the Committee.

D. The Governing Role of Management

7. *The Role of Management and the Chief Executive Officer*

The CEO establishes proposed goals, objectives and strategies for the business of the Company with a view to enhancing shareholder value and the Board approves them. The Board oversees management's implementation of approved goals, objectives and strategies and also approves a

position description or terms of reference for the CEO. The CEO is responsible for the executive leadership and operational management of the Company and reports to the Board on the Company's performance against the approved goals, objectives and strategies including any deviation from such approved goals, objectives and strategies.

8. *Evaluation of the Chief Executive Officer*

The Compensation Committee shall conduct an annual review of the performance of the CEO against approved goals, objectives and strategies and shall review, assess and recommend the compensation of the CEO to the Board for approval. The results of the review shall be communicated to the CEO by the Lead Director and/or the Chair of the Compensation Committee.

9. *Board Relationship with Management*

The Board shall support and encourage the members of management in the performance of their duties and to act in a manner that reflects strict adherence to core corporate values and contributes to the creation of a culture of integrity throughout the Company. Management shall make appropriate use of the Board's skills before decisions are made on key issues.

10. *Limits to Management Authority*

From time to time, the Board will establish limits on management's approval authority depending on the nature and size of the proposed transactions. These limits anticipate that some flexibility exists within approved budgets but that transactions outside defined limits require approval by the Board or an appropriate Committee. The Company has established an Investment Committee and the Investment Approval Policy which establishes such limits.

11. *Board Access to Management*

All directors shall have open access to the Company's senior management for relevant information. Written communications from directors to members of management relating to substantive matters shall be copied to the CEO or, in the case of accounting and financial matters, the Chief Financial Officer (the "CFO"). Individual directors are encouraged to make themselves available for consulting with management outside Board meetings in order to provide specific advice and counsel on subjects where such directors have special knowledge and experience.

E. Board of Directors Operating and Procedural Guideline

12. *Outside Advisors for Individual Directors*

The Board has determined that any director who wishes to engage a non-management advisor to assist on matters involving the responsibilities as a director at the expense of the Company should review the request with, and obtain the authorization of, the Governance Committee.

13. Assessment of Board and Individual Director Performance

The Governance Committee is responsible for making an annual assessment of the overall performance and effectiveness of the Board and each Committee, the Chair, Lead Director, each Committee Chair and each director and reporting on such assessments to the Board. The objective of the assessments is to ensure the continued effectiveness of the Board in the execution of its responsibilities and to contribute to a process of continuing improvement.

14. Independence of Non-Management Directors

A director will be considered independent if they meet the director independence standards set out in section 1.4 of National Instrument 52-110.

15. Terms Limits for Directors

The Board has determined that fixed term limits for directors should not be established. The Board is of the view that such a policy would have the effect of forcing directors off the Board who have developed, over a period of service, increased insight into the Company and who, therefore, can be expected to provide an increasing contribution to the Board. At the same time, the Board recognizes the value of some turnover in Board membership to provide on-going input of fresh ideas and views. The Governance Committee is mandated to annually evaluate the composition of the Board.

16. Criteria for Board Membership

The Governance Committee is mandated to review annually the competencies, skills and personal qualities applicable to candidates to be considered for nomination to the Board. The objective of this review shall be to maintain the composition of the Board in a way that provides, in the judgement of the Board, the best mix of skills and, experience and diversity to provide for the overall stewardship of the Company. This review shall take into account the desirability of maintaining a reasonable diversity of personal characteristics such as age, gender and origin. However, all directors should possess the highest personal and professional ethics, integrity and values and committed to representing the long-term interests of the shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgement, outstanding ability in their individual fields of expertise and a willingness to devote necessary time to Board matters.

A director's acceptance of additional positions as a corporate director with for-profit corporations at arm's length to the Company is subject to the Board's review and shall be reported to the Corporate Secretary of the Company.

17. Selection of New Director Candidates

The Governance Committee is mandated to recruit and consider candidates for director and to make recommendations to the Board. Directors are encouraged to identify potential candidates. The Chair of the Board and the CEO shall be consulted and have input into the process. An invitation to stand as a nominee for election to the Board will normally be made to a candidate by the Board through the Chair or the Chair's delegate.

18. Director Orientation and Education

The Governance Committee is mandated to oversee an orientation and education program for new directors and ongoing educational opportunities for all directors.

19. Board Meetings

The Chair and the CEO, in consultation with the CFO and the Corporate Secretary, shall develop the agenda for each Board meeting. Meeting materials shall be provided to directors before each Board meeting in sufficient time to ensure adequate opportunity to review meeting materials. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written materials in advance.

20. Non-Directors at Board Meetings

The Board believes there is value in having certain members of senior management attend each Board meeting to provide information and opinion to assist the directors in their deliberations. Attendance by senior management shall be determined by the CEO. Management attendees shall be excused for any agenda items that are reserved for discussion among directors only.

21. Executive Sessions of Directors and Non-Management Directors

The Board has determined that an *in camera* meeting of the directors and an *in camera* meeting of the non-management directors shall be held in conjunction with every regular meeting of the Board.

22. Director Compensation

The Compensation Committee is mandated to review the compensation of the directors on an annual basis. The Committee review shall include consideration of all forms of compensation which a director receives.

23. Share Ownership by Directors

The Board has determined that it is appropriate to align the interests of the non-management directors with those of shareholders and as a result, in its discretion, may require that such directors own and hold a minimum number of Company shares. The Company has adopted a Director's Equity Ownership Policy.

24. Avoidance of Conflicts of Interest

The Board expects directors, as well as officers and employees, to act ethically at all times to avoid conflicts of interest.

25. Disclosure of Conflicts of Interest

Prior to beginning service on the Board, and thereafter as requested by the Chair of the Board or the Corporate Secretary, every director shall disclose to the Corporate Secretary all potential conflicts of interest so that any conflicts can be resolved before jeopardizing the Company's interests. All directors shall immediately inform the Corporate Secretary of any new interests or relationships not previously disclosed.

In addition to the statutory responsibilities of directors to disclose all actual or potential conflicts of interests and generally to refrain from voting on matters in which the director has a conflict of interest, the directors shall recuse himself or herself from any discussion or decision on any matter in which otherwise affects his or her personal, business or professional interests.