

ANTHONY CLARK INTERNATIONAL INSURANCE BROKERS LTD.
(the "Company")

CORPORATE GOVERNANCE COMMITTEE
CHARTER

(Adopted by the Board of Directors on July 4, 2006)

A. PURPOSE

The overall purpose of the Corporate Governance Committee (the "Committee") is to implement and oversee the structure used to direct and manage the business and affairs of the Company with the objective of enhancing long-term value for shareholders and the financial viability of the business. Corporate governance processes and structures define the division of power among shareholders, the board of directors and management and can have an impact on other stakeholders such as employees, customers, suppliers and communities and establish accountability.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of a minimum of at least two members of the Board, of whom one member shall be independent (or, if more than two members on the Committee, a majority of whom shall be independent).
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair and a secretary of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The Committee shall meet regularly each year on such dates and at such locations as the chair of the Committee shall determine and may also meet at any other time or times on the call of the chair of the Committee or any of the other members.
5. The quorum for meetings shall be both members of the Committee (or, if more than two members on the Committee, a majority of the members), present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the chair of the Committee.
7. The Committee shall have access to such officers and employees of the Company and to such information respecting the Company and may engage independent consultants at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

1. To develop, for Board review, the Company's approach to Corporate Governance issues.
2. To monitor, for the Board, the ongoing application of the Company's Corporate Governance principles (see Appendix A attached).
3. To act as a forum for concerns of individual directors that are readily discussed in a full Board meeting.
4. To ensure that clear definition and separation of the responsibilities of the Board, the Board committees, the CEO, and Officers of the Company is maintained.

APPENDIX "A"

ANTHONY CLARK INTERNATIONAL INSURANCE BROKERS LTD.

CORPORATE GOVERNANCE PRINCIPLES

1. The Chairman of the Board will not be a member of management.
2. The majority of the Board will consist of independent directors.
3. All directors will act in the best interest of the Company and will put the interest of the Company ahead of any single stakeholder, shareholder or group.
4. The responsibility of the directors will be to supervise the management of the business and not to manage the business day to day.
5. The Board will ensure that there is a long-term Strategic Plan in place for the Company which is reviewed annually with the Board.
6. All major fields of business risk will be clearly defined and reviewed regularly with the Board.
7. Objectives will be established annually for management, and performance against these objectives will be regularly reviewed.
8. The Board will ensure that the business is managed with integrity and ethical standards.
9. Contingency plans for orderly management succession will be established and maintained.
10. The Company will communicate openly and effectively with its shareholders, other stakeholders and the public generally, and maintain strict compliance with all Securities Laws regarding disclosure and trading.
11. The Board will ensure that there are effective control and information systems in place for monitoring the discharge of its responsibilities.
12. A process for regular assessment of the effectiveness of the Board committees and the responsibilities and contributions of the directors will be maintained.