

Mountain Province Diamonds Inc

Terms of Reference

Corporate Governance Committee of the Board of Directors

May 29, 2006

Mandate

A. Role and Objective

The Corporate Governance Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Mountain Province Diamonds Inc ("MPV") which has been constituted to assist the Board in fulfilling its oversight responsibilities in relation to the corporate governance practices and policies of MPV.

B. Composition

1. The Committee shall comprise at least three directors, one of which shall be the CEO.
2. Members of the Committee shall be appointed by the Board. Each member shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of MPV.
3. The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership. The Committee Chair shall be an independent director.
4. The Committee shall have access to such officers and employees of MPV and its subsidiaries and to such information respecting MPV and its subsidiaries as it considers necessary or advisable in order to perform its duties and responsibilities.

C. Meetings

1. At all meetings of the Committee, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the matter will be referred to the Board for decision.
2. A quorum for meetings of the Committee shall be a majority of its members.

3. Meetings of the Committee shall be scheduled to occur not less than twice a year. Minutes of all meetings of the Committee shall be taken. The Chair of the Committee shall hold *in camera* sessions of the Committee, without management present, at every meeting.
4. The Committee shall report the results of meetings and reviews undertaken and any associated recommendations to the Board.

D. Responsibilities

The Committee has the overall responsibility for reviewing the corporate governance practices of MPV and assessing the functioning and effectiveness of the Board, its committees and its individual members. To carry out its oversight responsibilities, the Committee shall undertake the following:

1. Develop for approval by the Board, and annually review the approach of MPV to corporate governance matters and make recommendations to the Board which the Committee considers advisable to satisfy itself that MPV follows appropriate and proper corporate governance practices.
2. Review, and recommend to the Board for approval, reports and disclosure concerning MPV's corporate governance practices as required by applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.
3. Recommend an individual to serve as Chairman of the Board.
4. Make recommendations to the Board as to which directors should be classified as unrelated or independent directors, as applicable, pursuant to applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.
5. Together with the Chairman of the Board, review annually and recommend to the Board management's succession plan including provisions for appointing, training and monitoring senior management and the appropriateness of the current and future organisational structure of MPV.
6. Act as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed at a full Board meeting, including the performance of management or the performance of the Board or individual members of the Board. The Chair of the Committee shall be responsible for developing a response to any such concerns.
7. Develop and recommend to the Board for approval, and review annually, structures and procedures designed to ensure that the Board can function independently of management.

8. Consider and, from time to time, make recommendations to the Board as to the appropriate size of the Board.
9. Develop and annually review orientation and education programs for new directors.
10. Together with the Chairman of the Board, develop position descriptions for the Board and for the CEO, including the definition of limits to management's responsibilities, approval of the corporate objectives which the CEO is responsible for meeting and assessing the CEO against these objectives and reporting the results of such assessment to the Board;
11. Together with the Chairman of the Board, annually assess the effectiveness of the Board as a whole, the committees of the Board, and the contribution of each individual director and make periodic reports to the Board regarding same.
12. Annually review, and recommend to the Board, the establishment or abolition of committees of the Board, the size and composition thereof, appointments to each committee and any change to committee terms of reference.
13. Review and report to the Board on matters relating to the nomination of directors, and in so doing:
 - (a) develop criteria for selection of directors and procedures to identify possible nominees;
 - (b) review and assess qualifications of board nominees including potential conflicts of interest; and
 - (c) determine if any board member's qualifications or credentials since appointment have changed, or if other circumstances have arisen, so as to warrant a recommendation that such member resign.
14. Through outside legal counsel, maintain a summary of the duties and liabilities of directors and annually update and provide such summary to directors.
15. Annually review and monitor MPV's communication policy with a view to determining whether MPV is communicating effectively with shareholders, other stakeholders, the investment community and the public generally.
16. Review, consider and approve the engagement, at the expense of MPV, of external professional and other advisors to individual directors when so requested by such directors.
17. Review such other matters of a corporate governance nature as may be directed by the Board from time to time.

18. Engage, or instruct management to engage, on behalf of MPV such professional and other advisors as the Committee considers appropriate in performing its obligations hereunder.