

SIGNIFICANT DIFFERENCES IN PROVIDENT'S CORPORATE GOVERNANCE PRACTICES COMPARED TO NYSE GOVERNANCE STANDARDS

As a Canadian trust listed on the New York Stock Exchange ("NYSE"), Provident is not required to comply with most of the NYSE corporate governance standards, so long as it complies with Canadian corporate governance practices. In order to claim such an exemption, however, Provident must disclose the significant differences between its corporate governance practices and those required to be followed by U.S. domestic companies under the NYSE corporate governance standards.

Provident's corporate governance practices meet or exceed all applicable Canadian requirements. They also incorporate some best practices derived from the NYSE rules and comply with applicable rules adopted by the Securities and Exchange Commission to give effect to the provisions of the United States Sarbanes-Oxley Act of 2002.

Further information about Provident's corporate governance practices is included in Provident's Information Circular in respect of its Annual General Meeting of Unitholders held on May 7, 2009.

The following is a summary of the significant ways in which Provident's corporate governance practices differ from those required to be followed by U.S. domestic issuers under the NYSE's corporate governance standards. Except as described in this summary, Provident is in compliance with NYSE corporate governance standards in all significant respects.

Approval of Equity Compensation Plans

Section 303A.08 of the NYSE's Listed Company Manual requires shareholder approval of all equity compensation plans and revisions to such plans. The definition of "equity compensation plans" covers plans that provide for the delivery of both newly issued and treasury securities, as well as plans that rely on securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The TSX rules provide that only the creation of or material amendments to equity compensation plans that provide for new issuances of securities are subject to shareholder approval. Provident follows the TSX rules with respect to the requirements for shareholder approval of equity compensation plans and material revisions to such plans.

Code of Ethics

Section 303.10 of the NYSE Listed Company Manual requires a company to adopt and disclose a code of business conduct and ethics. Such code is required to be posted on the company's website. Provident has adopted a code of business conduct, and it is available for viewing on Provident's website. Provident's code of business conduct generally complies with NYSE rules, but such code does not yet specifically include certain items required by the NYSE rules to be included in the code.

Corporate Governance Guidelines

According to Section 303A.09 of the NYSE Listed Company Manual, a listed company must adopt and disclose a set of corporate governance guidelines with respect to specified topics. Such guidelines are required to be posted on the listed company's website. Provident operates under corporate governance principles that are consistent with Section 303A.09 of the NYSE Listed Company Manual, many of which are described under the heading "Statement of Corporate Governance Practices" in Provident's Information Circular in connection with its 2009 Annual General Meeting. However, Provident has not codified its corporate governance principals into formal guidelines in order to post them on the website.

Director Independence

Each of Provident's non-management directors is "unrelated" as such term is used in the rules of the Toronto Stock Exchange. The Provident Board of Directors is responsible for "determining" whether or not each director is independent. In making this determination, the Board has adopted the definition of "independence" as set out in Section 1.4 of National Instrument 52-110 Audit Committees ("NI 52-110"). In applying this definition, the Board considers all relationships of the directors with Provident, including business, family and other relationships. Provident's Board of Directors also determines whether each member of Provident's Audit Committee is independent pursuant to Sections 1.4 and 1.5 of NI 52-110 and Rule 10A-3 of the *Securities Exchange Act* of 1934. Provident's Board of Directors has not adopted the director independence standards contained in Section 303A.02 of the NYSE's Listed Company Manual.