



**Finance Committee
Charter**
(Approved by the Board of Directors on
February 25, 2004)

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THE THOMSON CORPORATION

FINANCE COMMITTEE CHARTER

1. RESPONSIBILITY

The Finance Committee is responsible for assisting the Board in fulfilling its oversight responsibilities by considering, and if thought fit, approving appropriate matters that require action between regularly scheduled meetings of the Board.

2. MEMBERS

The Board must appoint a minimum of three and a maximum of five directors to be members of the Finance Committee. All of the members of the Finance Committee will be selected by the Board on the recommendation of the Corporate Governance Committee. All of the members of the Finance Committee will be non-management directors. In addition, at least a majority of the members must be residents of Canada (so long as this is required under applicable law).

3. DUTIES

The duties of the Finance Committee are limited to:

- (a) finalizing matters which have already been considered in principle by the Board;
- (b) banking, lending and related treasury matters;
- (c) corporate reorganizations not material to the operations of the Corporation;
and
- (d) any other duties that are delegated to the Finance Committee by the Board.

4. REPORTING

The Finance Committee will regularly report to the Board on all matters it has addressed.

5. REVIEW

The Finance Committee will review this Charter at least annually and submit it to the Corporate Governance Committee together with any proposed amendments. The Corporate Governance Committee will review the Charter and submit it to the Board for approval with such further amendments as it deems necessary and appropriate.

6. ASSESSMENT

At least annually, the Corporate Governance Committee will review the effectiveness of the Finance Committee in fulfilling its responsibilities and duties as set out in this Charter and in a manner consistent with the corporate governance guidelines adopted by the Board.

7. CHAIR

Each year, the Board will appoint one member to be Chair of the Finance Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair will continue in office until a successor is appointed.

8. REMOVAL AND VACANCIES

Any member may be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as he or she ceases to meet the qualifications set out above. The Board will fill vacancies on the Finance Committee by appointment from among qualified members of the Board on the recommendation of the Corporate Governance Committee. If a vacancy exists on the Finance Committee, the remaining members may exercise all of its powers so long as a quorum remains in office.

9. ACCESS TO OUTSIDE ADVISORS

In carrying out its duties, the Finance Committee may retain any outside advisor without Board approval at the expense of the Corporation at any time and has the authority to determine any such advisor's fees and other retention terms.