

**APPENDIX "A" TO THE MANAGEMENT INFORMATION CIRCULAR OF
ORGANIC RESOURCE MANAGEMENT INC. DATED SEPTEMBER 19, 2007
DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES**

The Ontario Securities Commission (the "OSC") has issued guidelines for effective corporate governance under National Policy 58-201 - *Corporate Governance Guidelines* (the "OSC Guidelines"). The OSC Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members, and other items pertaining to sound corporate governance. The OSC has issued National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the "Instrument") which requires that each listed company disclose, on an annual basis, its approach to corporate governance by disclosing the information required by reference to the benchmarks set out in the OSC Guidelines.

The Corporation believes that its corporate governance practices ensure that the business and affairs of the Corporation are effectively managed so as to enhance shareholder value. The disclosure requirements of the Instrument and a commentary on the Corporation's approach with respect to each requirement are set forth below:

<u>Disclosure Requirements</u>	<u>Comments</u>
<i>Disclose the identity of directors who are independent.</i>	<p>Matthew Gaasenbeek Martin Fallick Frank Facto Gary Kain Ian London</p> <p>For more information about each director, please refer to the section entitled "Election of Directors" on page 3 of this Circular.</p>
<i>Disclose the identity of directors who are not independent, and describe the basis for that determination.</i>	<p>Charles H. Buehler, Chairman & CEO of the Corporation, and Douglas M. Carruthers, the VP Corporate Development of the Corporation, are the only Board members who are considered not independent. Both are deemed by the Instrument to have a material relationship with the Corporation because they are employees. Mr. Carruthers is not standing for election to the Board for fiscal 2008.</p>
<i>Disclose whether or not a majority of directors are independent.</i>	<p>The Board is currently composed of eight directors (six in fiscal 2008), a majority of whom are independent (as defined in the Instrument). After consideration of the criteria set forth in the Instrument, the Board has concluded that six (five in fiscal 2008) of the directors are independent.</p>
<i>If a director is presently a director of another issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</i>	<p>Matthew Gaasenbeek - Silvermet Inc.</p>

<p><i>Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year end.</i></p>	<p>Since the appointment of Mr. Matthew Gaasenbeek as Lead Director on August 20, 2007, the independent directors are scheduled to meet in-camera as part of each Board meeting. During this part of the Board meeting the non-independent directors and members of management are not in attendance. One scheduled in-camera session has occurred thus far. Other meetings of the independent directors may be held from time to time if required.</p>																		
<p><i>Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his role and responsibilities.</i></p>	<p>Charles Buehler, Chairman & CEO is not an independent director. Matthew Gaasenbeek has been appointed as Lead Director since August 20, 2007. In this role Mr. Gaasenbeek is responsible for chairing regular meetings of the independent directors and providing an independent leadership contact.</p>																		
<p><i>Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</i></p>	<table data-bbox="808 779 1398 1066"> <tr> <td>Robert A. Bandeen</td> <td>8 Board meetings</td> </tr> <tr> <td>Charles H. Buehler</td> <td>7 Board meetings</td> </tr> <tr> <td>Douglas M. Carruthers ⁽¹⁾</td> <td>6 Board meetings</td> </tr> <tr> <td>Donald R. Carse, Jr. ⁽¹⁾</td> <td>8 Board meetings</td> </tr> <tr> <td>Frank Facto</td> <td>8 Board meetings</td> </tr> <tr> <td>Martin Fallick</td> <td>7 Board meetings</td> </tr> <tr> <td>Matthew Gaasenbeek</td> <td>7 Board meetings</td> </tr> <tr> <td>Ian London</td> <td>8 Board Meetings</td> </tr> <tr> <td>Gary Kain ⁽²⁾</td> <td>4 Board Meetings</td> </tr> </table> <p>1. Not standing for re-election 2. Was appointed as director on February 12, 2007</p>	Robert A. Bandeen	8 Board meetings	Charles H. Buehler	7 Board meetings	Douglas M. Carruthers ⁽¹⁾	6 Board meetings	Donald R. Carse, Jr. ⁽¹⁾	8 Board meetings	Frank Facto	8 Board meetings	Martin Fallick	7 Board meetings	Matthew Gaasenbeek	7 Board meetings	Ian London	8 Board Meetings	Gary Kain ⁽²⁾	4 Board Meetings
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<p><i>Disclose the text of the board's written mandate.</i></p>	<p>The Board has the responsibility to oversee the operations and affairs of the business and supervise the management of the Corporation. The Board selects and appoints the Corporation's Chief Executive Officer and, through them, other officers and senior management to whom the Board delegates certain of its power of management. The Board approves strategy, budgets, performance standards and policies to guide them; monitors and advises management; sets their compensation and, if necessary, replaces them.</p> <p>To assist the Board in the implementation of key policies, it delegates some of its responsibility to committees. As part of its duties, the Board reviews and approves the structure, mandate and composition of its committees. It also receives and reviews regular and timely reports of the activities and findings of those committees. Directors receive minutes of all Committee meetings. For a description of the Board committees, their mandates and their activities, see page Error! Bookmark not defined. of the Circular.</p>																		

<p><i>Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</i></p>	<p>The Board has developed written position descriptions for the chair and the chair of each Board Committee.</p>
<p><i>Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board sets out the CEO's role and responsibilities.</i></p>	<p>The Board and CEO have developed a written position description for the CEO.</p>
<p><i>Briefly describe what measure the board takes to orient new directors regarding:</i></p> <p><i>(i) the role of the board, its committees and its directors, and (ii) the nature and operation of the issuer's business.</i></p>	<p>The Corporate Governance Committee is responsible for overseeing a comprehensive orientation and education program for new recruits to the Board which includes the role of the Board its committees and directors. In addition presentations are made to the Board from time to time on various topics including industry and business matters and corporate governance issues.</p>
<p><i>Briefly discuss what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</i></p>	<p>The Corporate Governance Committee is responsible for ensuring ongoing training and development programs are available to all directors.</p>
<p><i>Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code:</i></p> <p><i>(i) disclose how a person or company may obtain a copy of the code,</i></p> <p><i>(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code, and</i></p> <p><i>(iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</i></p>	<p>The Board has adopted a written Code of Conduct and Ethics (the "Code") for its directors, officers and employees.</p> <p>(i) a copy of the Corporation's Codes of Conduct and Ethics can be obtained on the Corporation's website at www.ormi.com or alternatively, by written request to the Chief Financial Officer of the Corporation, at 3700 Steeles Ave. West, Suite 601, Woodbridge, Ontario, L4L 8K8.</p> <p>(ii) The Corporation's directors and executive officers must promptly report any known or suspected violation of this Code to the Chair of the Audit Committee. It is the responsibility of the Audit Committee to determine if this Code has been violated.</p> <p>(iii) No such material change reports have been filed.</p>

<p><i>Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</i></p>	<p>Each director and executive officer is required to fully disclose his interest in respect of any transaction or agreement to be entered into by the Corporation. Once such interest has been disclosed, the Board as a whole determines the appropriate level of involvement the director or executive officer should have in respect of the transaction or agreement.</p>
<p><i>Describe the process by which the board identifies new candidates for board nomination.</i></p>	<p>The Board assesses each new candidate by considering his or her competencies and skills based on such candidate's prior service on the boards of other corporations and his or her corporate background.</p>
<p><i>Disclose whether or not the board has a nominating committee composed entirely of independent directors.</i></p>	<p>The Board does not have a Nomination Committee. The Board prefers to function as a committee of the whole in this respect.</p>
<p><i>If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</i></p>	<p>See above.</p>
<p><i>Describe the process by which the board determines compensation for the issuer's directors and officers.</i></p>	<p>The Compensation Committee recommends to the Board for approval the compensation plans for directors and officers. The compensation packages and employment contracts are designed and implemented to align with employee performance and corporate objectives.</p> <p>In order to attract and retain talented senior level people the Corporation seeks to provide base salaries and incentives that are competitive with those being paid for positions of similar responsibilities at companies of a similar size, revenue base and type of business. The compensation plan has three main components, base salary, benefits and incentive based stock options.</p> <p>The stock option plan is designed to improve the Corporation's long term financial success by aligning the goals of directors and employees with those of our shareholders.</p> <p>Directors' compensation is based upon the responsibilities, skills, experience and risk involved in being an effective director.</p> <p>Please refer to the section entitled "Report on Executive Compensation" on page Error! Bookmark not defined. of the Circular, and to "Directors' Compensation Plan" on page Error! Bookmark not</p>
<p><i>Disclose whether or not the board has a compensation committee composed entirely of independent directors.</i></p>	<p>The Board has a Compensation Committee composed of three directors, each of whom is independent. The Compensation Committee's mandate can be found on the Corporation's website at www.ormi.com.</p>

<p><i>If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</i></p>	<p>The Compensation Committee reviews the Corporation’s overall approach to compensation and the development of compensation plans for executive officers and directors. It has responsibility for the establishment of the Corporation’s senior management compensation policy and its implementation through an effective comprehensive compensation program.</p>
<p><i>If a compensation consultant or advisor has, at any time since the beginning of the issuer's most recently completed financial year, been retained to assist in determining compensation for any of the issuer's directors and officers, disclose the identity of the consultant or advisor and briefly summarize the mandate for which they have been retained. If the consultant or advisor has been retained to perform any other work for the issuer, state that fact and briefly describe the nature of the work.</i></p>	<p>No compensation consultant or advisor has been retained at any time since the beginning of the most recently completed financial year.</p>
<p><i>If the board has standing committees other than the audit and compensation committees, identify the committees and describe their function.</i></p>	<p>The Board has a Corporate Governance Committee. Its primary function is to assist the Board in carrying out its responsibilities by reviewing corporate governance and making recommendations to the Board as appropriate. In particular, the Corporate Governance Committee is responsible for ensuring that corporate governance guidelines are adopted, disclosed and applied. The Corporate Governance Committee’s mandate can be found on the Corporation's website at www.ormi.com.</p>
<p><i>Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees, and its individual directors are performing effectively.</i></p>	<p>The Corporate Governance Committee reviews on a periodic basis the composition of the Board and committees of the Board, as to mandates, size, qualifications, and independence and makes recommendations as deemed appropriate.</p> <p>The Corporate Governance Committee also oversees on an annual self-assessment questionnaire completed by the individual directors as to the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual members.</p>
<p><i>The audit committee should be composed entirely of independent directors and should have a specifically defined mandate.</i></p>	<p>The Board has appointed an Audit Committee composed of three directors, each of whom is independent. The Audit Committee has a written charter, which can be found on the Corporation's website at www.ormi.com. For more information, please refer to the section entitled “Audit Committee” on page Error! Bookmark not defined. of the Circular and on page 26 of the Annual Information</p>