

Organic Resource Management Inc.
Board Mandate

The Board's mandate is to protect the interest of the company. The Board evaluates the Management of the business, its integrity and the affairs of the corporation.

Management has been given the responsibility for the day to day operations of the company, subject to the Board's general supervision and direction. Management has been directed to fully inform the Board on a timely basis of any material matter affecting the company.

The Board's responsibilities include, but are not limited to the approval of:

- Annual capital budgets
- Annual operating budgets
- The sale of assets exceeding \$300,000 in value
- Contracts whose total financial commitment exceeds \$300,000 in value
- Binding letters of intent including any and all acquisitions of companies
- Annual and quarterly Financial Statements and MD&A, Management Information Circular, The Annual Information Form, offering documents and other similar public documents
- News releases containing financial results or earnings guidance
- Company policies including:
 - Corporate Governance Policy
 - Disclosure Policy
 - Code of Business Conduct and Ethics
 - Charter of Audit Committee
- A strategic planning process and approval of a strategic plan which takes into account among other things, opportunities and identifies principal risks and management of these risks
- Appointment, assessment and compensation of senior management
- Succession plans

In addition the Board is responsible for:

- Appointment of Board Committees including:
 - Audit Committee
 - Compensation Committee
 - Governance Committee
- Nomination of candidates for election as directors
- Between Annual Shareholder Meetings, approve the addition of new directors whether to fill a vacancy or adding a new seat on the Board
- Ensure that policies and procedures are designed to maintain the integrity of the Corporation's internal controls and financial reporting systems
- A quarterly review or more often if there are material changes, of the operating and financial results and their variance to budgeted amounts; the review to include an assessment of the Company's ongoing cash flow and financial risks

- Monitor the progress of senior management to operating plans
- Retain independent advisors to assist the Board in their activities
- Engage in and oversee Corporate Governance Committee's annual evaluation of the performance and effectiveness of the Board, Board Committees and all individual Directors.

Approved by ORMI Board of Directors February 10, 2006