

ORGANIC RESOURCE MANAGEMENT INC. CORPORATE GOVERNANCE COMMITTEE- MANDATE

PURPOSE

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors of Organic Resource Management Inc. (the Company). 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 Committee is responsible for ensuring that corporate governance guidelines are adopted, disclosed and applied. It is also responsible for providing oversight in the field of human resources and succession planning.

CONSTITUTION, COMPOSITION AND DEFINITIONS

1. Reporting

The Committee shall report to the Board.

2. Composition of Committee

The Committee shall consist of not less than three directors, the majority of who shall qualify as independent directors.

3. Chairman

The Corporate Governance Committee will recommend an independent Director to act as Chairman of the Committee to the Board for approval. The Board shall appoint the Chairman of the Committee.

4. Committee Meetings

The Committee shall meet at least semi-annually at the call of the Chairman. In addition, a meeting may be called by the Board Chairman, the Chief Executive Officer, or any member of the Committee. Committee meetings may be held in person, by video conference, by means of telephone or by a combination of any of the foregoing.

5. Notice of Meeting

Notice of the time and place of each meeting may be given orally, or in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

6. Attendance at Meetings

The Chief Executive Officer is expected to be available to attend meetings or portions thereof. The Committee may, by specific invitation, have other resource persons in attendance. The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee. Directors, who are not members of the Committee, may attend Committee meetings, on an ad hoc basis, upon prior consultation and approval by the Committee Chairman or by a majority of the Committee.

7. Minutes

Minutes of Committee meetings shall be sent to all Committee members. The full Board of Directors shall be kept informed of the Committee's activities by a report following each Committee meeting.

RESPONSIBILITIES

- Succession planning for the Chief Executive Officer.
- Monitor and evaluate the performance of the CEO.
- Review the Board's candidates for nomination for election as directors.
 - Consider the competencies and skills the Board as a whole, should possess.
 - Formulate criteria for candidates after considering the competencies and skills of each existing director.
 - Consider the competencies and skills of each new nominee and whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.
 - Give consideration to an appropriate size for the Board for the ensuing year.
- Review criteria regarding the composition of the Board and committees of the Board, such as size, qualifications, relatedness and independence. Recommend the types, charters and composition of the Board Committees.
- Review on a periodic basis the mandates of the Committees of the Board and make recommendations, as deemed appropriate, with respect to such mandates.
- Ensure that appropriate structures and procedures are in place so that the Board can function independent of management.
- Ensure corporate compliance with applicable legislation including directors' and officers' compliance.
- Oversee the evaluation of, assess and consider the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual members on an annual basis.
- Be available as a forum for addressing the concerns of individual directors.
- Prepare annually, for disclosure to shareholders, a report that describes Organic Resource Management Inc.'s corporate governance practices.
- Ensure that any issues or principles relating to corporate governance that are identified by the Directors are raised with management.

- Provide an orientation package to new Directors.
- Ensure on going training and development programs are available to all Directors.

Miscellaneous

- The Committee, upon approval by a majority of its members, may engage outside resources if deemed advisable.
- The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Board of Directors.

Approved by ORMI Board of Directors February 10, 2006