



OREMEX RESOURCES INC.

CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

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GENERAL

The Corporate Governance Committee, under the supervision of the Board, has overall responsibility to monitor the governance of the board of directors (including the size of the board and the profiles of the board members) and board committees.

RESPONSIBILITIES

The Corporate Governance Committee shall be governed by the Terms of Reference for Committees adopted by the Board. Subject to the powers and duties of the Board, the Board hereby delegates to the Corporate Governance Committee the following powers and duties to be performed by the Corporate Governance Committee on behalf of and for the Board.

The Corporate Governance Committee shall:

- a) review at least annually the size, composition and profile of the Board;
- b) identify and review candidates for vacancies; review annually the qualifications of persons proposed for election to the Board and nomination to any committee of the Board;
- c) review at least annually the general qualifications for appointment to the Board or a committee and grounds for termination of appointments;
- d) review at least annually the performance of the Board as a whole;
- e) review the annual report from each committee, consisting of that Committee's review of its Charter, the Terms of Reference for Committees, the performance over the past year and performance of its committee chair, and any recommendations the Committee makes in respect thereto (the "Committee Annual Report");
- f) report to the Board on its review of the Committee Annual Reports and any recommendations in respect thereto;
- g) consider ongoing education requirements of members of the Board and evaluate the performance of individual directors;
- h) review annually the performance of individual directors, including with respect to minimum attendance guidelines, diligence, avoidance or handling of conflicts of interest and compliance with respect to their statutory and common law duties; and
- i) provide the Board with regular reports of its activities and make recommendations to the Board as required;
- j) evaluate the performance of the Chairman of the Board;
- k) advise the Chairman of the Board and the board of directors on matters of

- corporate governance;
- l) develop and implement succession planning strategies for the Chairman of the Board;
 - m) organize, review and recommend continuing education programs and policies relating to directors.

The Corporate Governance Committee shall also at least annually:

- a) recommend and bring forward to the Board, a list of corporate governance issues for review, discussion or action by the Board or a committee;
- b) review any breaches for the Company's corporate governance policies and make recommendations to the Board for handling;
- c) review and address all complaints except those specified to be reviewed by the Audit Committee;
- d) assess the availability, relevance and timeliness of information required by the Board;
- e) ensure that any issues relating to governance which are identified by the directors involving Management are raised with Management;
- f) review the Company's policies on corporate disclosure and insider trading, the Company's Code of Business Conduct and Ethics and make recommendations for changes as required;
- g) review annually the indemnification policies of the Company, general liability insurance policy and D&O insurance policy;
- h) undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company;
- i) be responsible for ensuring all disclosure requirements concerning the Company's corporate governance are observed; and
- j) with the CEO and CFO, develop or review position descriptions for the CEO and CFO defining limits to Management's authority.

The Corporate Governance Committee shall also have such other powers and duties as are delegated to it by the Board.

The Corporate Governance Committee shall conduct an annual assessment of its performance and provide a report to the Board regarding such assessment.

REPORTING

The Corporate Governance Committee shall report to the Board of Directors.

EFFECTIVE DATE

This Charter was implemented by the Board on **May 17, 2005**.