

**NGEX Resources Inc.
(the "Corporation")**

CORPORATE GOVERNANCE and NOMINATING COMMITTEE

**TERMS OF REFERENCE/MANDATE
(as adopted by the Board of Directors on May 4, 2012)**

1. The Corporate Governance and Nominating Committee has the responsibility in general for developing and monitoring the Corporation's approach to corporate governance issues, and without limiting the generality of the foregoing, shall be responsible for the following specific matters:
 - (i) the Corporation's response to applicable rules, policies and guidelines respecting corporate governance matters;
 - (ii) assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary. This assessment will consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board;
 - (iii) ensuring that, where necessary, appropriate structures and procedures are in place to ensure that the Board can function independently of management and to facilitate open and candid discussion among its independent directors;
 - (iv) preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
 - (v) periodically examining the size of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any programs the Committee determines to be appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;
 - (vi) identifying individuals qualified to become new Board members and recommending to the Board the director nominees for the next annual meeting of shareholders;
 - (vii) assessing directors on an ongoing basis;
 - (viii) developing, with the assistance of management, an orientation and education program for new recruits to the Board, where necessary; and
 - (ix) considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Corporation in the circumstances required by applicable policies of the Board.

2. In making its recommendations for nominees for director, the Committee will consider and advise the Board as to:
 - (i) the competencies and skills that the Committee considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Committee considers each existing director to possess; and
 - (iii) the competencies and skills each new nominee will bring to the Board.

The Committee will also consider and advise the Board whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

3. The Corporate Governance and Nominating Committee shall meet as frequently as necessary in order to fulfill the responsibilities described above, and in any event at least once annually and shall provide a report of the meeting to the Board at the next Board meeting.

4. The members of the Corporate Governance and Nominating Committee shall be appointed by the Board from its members from time to time, provided that the Corporate Governance Committee shall have at

least three members, at least two of whom shall be Canadian residents, and should generally be composed entirely of independent directors within the meaning of National Policy 58-201.

5. A quorum for the Corporate Governance and Nominating Committee shall be two members, both of which must be Canadian residents.
6. The Corporate Governance and Nominating Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.