

**IBEX LIMITED
CHARTER OF
THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

This Charter specifies the scope of the responsibilities of the Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of IBEX Limited (the “**Company**”) and the manner in which those responsibilities shall be performed, including the Committee’s structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) recommend and review corporate governance principles and the code of conduct applicable to the Company; (ii) review succession planning for the Board and the Company’s executive officers; and (iii) provide oversight in the evaluation of the Board and each committee.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of one or more directors and shall be appointed by the Board and shall serve until their successors are duly elected and qualified or until their earlier resignation, removal or death. Any member of the Committee may be removed or replaced by the Board. Unless a Committee Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair shall preside at all regular meetings of the Committee and set the agenda for each Committee meeting.

The Committee may, from time to time, delegate duties or responsibilities to one or more subcommittees or to one member of the Committee as it determines appropriate.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, and at least once during each fiscal year. The Committee may meet with management or individual directors at such time as it deems appropriate to discuss any matters before the Committee.

A majority of the members shall represent a quorum of the Committee and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone conference call or electronic means) shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting. Any actions taken by the Committee during any period in which one or more of the members fail for any reason to meet the membership requirements set forth above shall still constitute duly authorized actions of the Committee for all corporate purposes. The Committee shall maintain written minutes of its meetings as appropriate, which minutes will be filed with the minutes of the meetings of the Board.

The Committee shall have the authority to obtain reasonable advice or assistance from consultants, legal counsel, or other advisors as appropriate to perform its duties hereunder. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

IV. AUTHORITY AND RESPONSIBILITIES

To fulfill its responsibilities and duties hereunder, the Committee shall:

Corporate Governance Functions

1. Review on an ongoing basis the adequacy of the Company's Corporate Governance Guidelines. Such guidelines shall include, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and committees. Any recommended changes shall be presented to the Board for their consideration and approval.
2. Review on an ongoing basis the Company's Code of Conduct and Ethics applicable to all employees and directors, which meets the requirements of Item 406 of the SEC's Regulation S-K and provide for and review prompt disclosure to the public of any change in, or waiver of, such Code of Conduct. Any recommended changes shall be presented to the Board for their consideration and approval.
3. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.
4. Assist the Board in developing criteria for the evaluation of Board and committee performance.
5. If requested by the Board, assist the Board in its evaluation of the performance of the Board and each committee of the Board.
6. If requested by the Board, discuss succession planning for the Board and key leadership roles on the Board and its committees.
7. Oversee succession planning for executive officers, and review succession planning and management development at least annually with the Board, including any recommendations and evaluations of potential successors to fill these positions jointly with the Compensation Committee.
8. Regularly review the Board's leadership structure and recommend changes as appropriate.
9. Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
10. Make reports to the Board regarding the foregoing as appropriate.

11. Review and reassess the adequacy of this Charter as appropriate and recommend any proposed changes to the Board for approval.

12. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. PERIODIC REVIEW

The Committee shall periodically review the scope of responsibilities of the Committee and the Committee's performance of its duties. Any proposed changes to this Charter or the scope of responsibilities of the Committee, where indicated, shall be referred to the Board for appropriate action.