

AMEX Corporate Governance

Augusta Resource Corporation's ("Augusta") common shares are listed on The American Stock Exchange ("AMEX"). Section 110 of the AMEX company guide permits AMEX to consider the laws, customs and practices of foreign issuers in relaxing certain AMEX listing criteria, and to grant exemptions from AMEX listing criteria based on these considerations. A company seeking relief under these provisions is required to provide written certification from independent local counsel that the non-complying practice is not prohibited by home country law. Set forth below is a description of the significant ways in which Augusta's governance practices differ from those followed by U.S. domestic companies pursuant to AMEX standards:

1. Section 123 of the AMEX Company Guide requires a quorum of not less than $33\frac{1}{3}$ of a listed company's shares issued and outstanding entitled to vote at a meeting of shareholders. The bylaws of Augusta provide that two persons present in person, each being a shareholder entitled to vote thereat or a duly appointed proxyholder for an absent shareholder so entitled, and together holding or representing by proxy not less than 5% of the outstanding shares of Augusta carrying voting rights at the meeting constitute a quorum for a general meeting of shareholders.