

COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Compensation, Nominating and Governance Committee (the “Committee”) is appointed by the board of directors (the “Board of Directors” or “Board”) of Integrated Asset Management Corp. (the “Corporation”) to assist in:

- the evaluation of the performance of the Chief Executive Officer of the Corporation;
- the oversight and evaluation of compensation, including benefits, of the executives of the Corporation, including compensation plans, policies and programs;
- succession planning with respect to the executives of the Corporation;
- developing and recommending criteria for selecting new Board members and identifying and considering candidates;
- recommending the applicable Board’s nominees for each annual meeting of shareholders, and making recommendations concerning membership of each committee of the Board;
- developing appropriate corporate governance guidelines for the Corporation; and
- the review of the Board’s performance.

Reports

The Committee shall:

- report to the Board on a regular basis on its activities;
- prepare and approve any reports on executive compensation, as required by applicable legislation and regulation; and
- report to the Board with an assessment of the Board’s performance.

Composition

The members of the Committee shall be two or more members of the Board who are appointed (and may be replaced) by the Board. The Chair shall be determined by the Board. The Committee shall meet the independence requirements of all applicable regulatory, stock exchange and securities laws.

Responsibilities

Engagement/Compensation of Senior Executives

The Committee shall:

- Make recommendations to the Board concerning the hiring and termination of the Chief Executive Officer.
- At least annually, review with the Chief Executive Officer's the long term goals and the objectives of the Corporation in relation to compensation.
- At least annually, review and evaluate the Chief Executive Officer's performance in light of those goals and objectives, and recommend to the Board the Chief Executive Officer's compensation levels based on that evaluation.
- At least annually, review the recommendations of the Chief Executive Officer with respect to the compensation of the senior managers of the Corporation who report directly to the Chief Executive Officer.
- Periodically, the Committee shall review and make recommendations to the Board with respect to the compensation of Directors, Committee Members and Committee Chairs.
- Recommend to the Board awards to employees of equity-based and other incentives, pursuant to the Board's approval of total periodic awards under any of the Corporation's Stock Option Plan, and any other incentive compensation and equity-based plans.

Board Member Candidates

The Committee shall:

- Review annually the competencies, skills and personal qualities required of Board members, as a whole and make recommendations to the Board regarding the nomination of Board members for election by the shareholders or appointment of Board members by the Board
- Ensure that new board members are aware that they are expected to familiarize themselves with the business and operations of the Corporation.
- Ensure that all Board members are invited to attend monthly meetings with management so that they remain informed of ongoing developments of the business.
- Review and recommend to the Board the membership and allocation of Board members to the various committees of the Board.
- Establish procedures for the receipt of comments from all Board members to be included in an assessment of the Board's performance, including individual contributions.

Corporate Governance and Compliance

The Committee shall:

- Make recommendations to the Board concerning the oversight of senior management of the Corporation.
- Review from time to time the size of the Board and the number of Board members who are independent for the purpose of applicable regulatory, stock exchange and securities law requirements and Corporation policies regarding Board member independence.
- From time to time as appropriate, review the adequacy of the corporate governance practices of the Corporation and recommend any proposed changes to the Board for approval.
- From time to time as appropriate, review the practices of the Board (including separate meetings of non-management Board members) to identify improvements in corporate governance practices.
- From time to time as appropriate, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board.
- From time to time as appropriate, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of management.
- Periodically review with the Board the succession plans relating to the position of the Chief Executive Officer and other senior positions and make recommendations to the Board.

Meetings

The Committee shall meet at least annually and more frequently as circumstances require. All members of the Committee should strive to be at all meetings. A majority of the members, present in person or by electronic means, will constitute a quorum. The Committee shall meet separately, periodically, with management and may request any officer or employee of the Corporation or any of its direct or indirect subsidiaries or outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee. The Chief Executive Officer may be present at meetings of the Committee to provide input on executive compensation other than his own. The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.

Independent Advice

In discharging its mandate, the Committee shall have the authority to retain, at the expense of the Corporation, compensation or nomination consultants, search firms or other special advisors as the Committee determines to be necessary to permit it to carry out its duties.