



Integrated Asset Management Corp.

Director Position Description

General

The Directors serve the Corporation and the long-term interests of its shareholders by providing independent oversight of the business and affairs of the Corporation.

In discharging his or her responsibility, the director will (a) act honestly and in good faith, with a view to the best interests of the Corporation; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

These requirements are prescribed by law and require a Director to, among other things, ensure that he or she complies with statutory obligations, maintains all confidential information about the corporation in strict confidence, does not have any undisclosed conflicting interests, be fully informed and act with a view to the best interests of the Corporation and not any particular stakeholder.

The Corporation's expectations of Directors extend beyond a Directors' duties at law; the Corporation expects Directors will comply with statutory obligations, and the applicable policies of the Corporation, including the Code of Conduct and Ethics, Corporate Disclosure Policy and Whistle Blower Policy.

Specific Responsibilities

The Director will:

1. Possess relevant business experience or other valuable experience in cases required by the Corporation.
2. Be able to read and reasonably understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements.

3. Maintain a clear understanding of the Corporation and its operations, including its strategic and business plans, emerging trends and issues, significant capital allocations and expenditures, risks and management of these risks.
4. Develop and maintain a reasonable knowledge of the competitive environment in which the corporation operates.
5. Absent a compelling reason, attend every Board and Committee meeting (as appropriate by membership) and actively participate in deliberations and decisions.
6. Be properly prepared for all Board and Committee meetings, having carefully read the materials provided in advance.
7. Exercise informed business judgement.
8. Understand and respect the difference between the Board's responsibilities and those of management.
9. Accept accountability, jointly with the other Directors, for the Corporation's performance.
10. Participate fully and honestly in Board deliberations in a manner that encourages free and open discussion of issues.
11. Be constructively critical and prepared to express honest disagreement with views of other directors.
12. Contribute new ideas and insight on issues raised by management. Demonstrate and encourage innovative thinking.
13. Act in the highest ethical manner and with integrity in all matters.
14. Maintain an appropriate level of equity in the Corporation to ensure alignment with the Corporation's long-term interest.

To assist in fulfilling the responsibilities set out in this position description, Individual Directors have authority to retain, at the Corporation's expense, independent legal counsel or other advisors and to approve the fees and terms of such retainer.

February, 2018