

Integrated Asset Management Corp.

EXECUTIVE CHAIRMAN OF THE BOARD POSITION DESCRIPTION

The principal role of the Executive Chairman of the Board is to manage and to provide leadership to the Board of Directors of the Company. The Chairman is accountable to the Board and acts as a direct liaison between the Board and the management of the Company, through the Chief Executive Officer (“CEO”). The Chairman acts as the communicator for Board decisions where appropriate.

The role of the Executive Chairman of Integrated Asset Management Corp. is divided between the duties attributable to his role a Chairman of the Board and his role as the Executive responsible for Corporate Development Transactions.

Duties as Chairman of the Board

The duties and responsibilities of the Executive Chairman are as follows:

1. To act, with the support of the President and CEO, as a liaison between management and the Board;
2. To provide independent advice and counsel to the CEO;
3. To keep abreast generally of the activities of the Company and its management;
4. Together with the Chairman of the Compensation, Nominating and Governance Committee, communicate the results of periodic evaluations and compensation changes to the President and CEO;
5. To ensure, with the support of the President and CEO, that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments;
6. In concert with the CEO, to develop and set the agendas for meetings of the Board;
7. To act as Chair at meetings of the Board;
8. To recommend an annual schedule of the date, time and location of Board and Committee meetings;
9. To review and sign minutes of Board meetings;

10. To sit on other Committees of the Board where appropriate as determined by the Board;
11. To call special meetings of the Board where appropriate;
12. In concert with the CEO, to determine the date, time and location of the annual meeting of shareholders and to develop the agenda for the meeting;
13. To act as Chair at meetings of shareholders;
14. To recommend to the Board, after consultation with the Directors and the Compensation, Nominating and Governance Committee suitable candidates for election to the Board and to assist in the recruitment of Board members;
15. To recommend to the Board, after consultation with the Directors, management and the Compensation, Nominating and Governance Committee, the appointment of members of the Committees of the Board;
16. To ensure that the Compensation Nominating and Governance Committee has established a process to assess and make recommendations to the Board regarding the effectiveness of the Board as a whole, the Committees of the Board and individual Directors; and
17. To ensure that regularly, upon completion of the ordinary business of a meeting of the Board, the Directors hold discussions without management present.

Duties as Executive Responsible for Corporate Development Transactions

The duties and responsibilities of the Executive Chairman are as follow:

1. To develop and recommend to the Board strategies and plans, in concert with the President and CEO, to enhance shareholder value through any proposed acquisitions, strategic investments, divestitures, mergers or other corporate transformational transactions (a Corporate Development Transaction).
2. To request that the President and CEO provide all relevant information and analysis with respect to any Corporate Development Transactions as the Executive Chairman may reasonably require.
3. To maintain strict confidentiality with respect to any Corporate Development Transactions that the Executive Chairman may be considering; involving only the Board of Directors,



and the President and CEO and ensuring that the President and CEO only involves those within the corporation that need to know of any proposed transaction.

4. Taking operational responsibility for any divisions where a Corporate Development Transaction is pending as agreed to by the President and CEO. IMFC currently reports to the Executive Chairman until its final ownership structure is resolved.

5. Ensuring through periodic enquiry of the President and CEO that he is adequately informed of any approaches by any third parties regarding any potential Corporate Development Transactions.

6. Ensuring that he fully and adequately informs the President and CEO of any potential Corporate Development Transactions that he may be contemplating.

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