

Innovium Media Properties Corp.

Governance and Nominating Committee Charter

OVERALL PURPOSE / OBJECTIVES

Innovium Media Properties Corp.'s ("Innovium" or the "Company") Board of Directors (the "Board") has established a Governance and Nominating Committee (the "Committee") for the purpose of providing the Board with recommendations relating to corporate governance in general, including, without limitation: (a) all matters relating to the stewardship role of the Board in respect of the management of the Company, (b) Board size and composition, including the Director candidate selection and nomination process and the orientation of new Directors, (c) Director compensation, and (d) such procedures as may be necessary to allow the Board to function independently of Management. The Committee will also oversee compliance with policies associated with an efficient system of corporate governance.

MEMBERSHIP

The Board will appoint a minimum of three (3) Directors as members of the Committee. All members of the Committee will be "independent" Directors in accordance with section 1.2 (1) of National Instrument 58-101 - *Disclosure of Corporate Governance Practices*. Members shall hold office until the next annual general meeting of shareholders or until they are removed by the Board or cease to be a Director of the Company.

AUTHORITY

1. The Committee has the authority to delegate to individual members or subcommittees of the Committee.
2. The Committee has the authority to engage and cause the Company to compensate any outside advisor that it determines to be necessary or advisable to permit it to carry out its duties.

ROLES AND RESPONSIBILITIES

The Committee will have the following duties:

1. The Committee will review and make recommendations to the Board respecting:
 - Corporate governance in general and regarding the Board's stewardship role in the management of the Company, including the role and responsibilities of Directors and appropriate policies and procedures for Directors to carry out their duties with due diligence and in compliance with all legal and regulatory requirements;
 - The size, compensation and composition of the Board, including with reference to applicable rules, regulations or guidelines promulgated by regulatory authorities related to corporate governance: (i) whether any committee responsibilities overlap, (ii) general responsibilities and functions of the Board and the Directors, including position descriptions for the Chair of the Board and the Chair of each Board committee, (iii) the organization and responsibilities of Board committees, and (iv) the procedures for effective Board meetings to ensure that the Board functions independently of

Management and without conflicts of interest;

- The long term plan for the composition of the Board that takes into consideration the competencies and skills the Board considers necessary for the Board as a whole to possess, the current strengths, skills and experience of each existing Director, the competencies, skills, time commitment and resources each new nominee will bring to the boardroom and the strategic direction of the Company, including: (i) an outline describing the desired qualifications, demographics, skills and experience for potential Directors, (ii) the appropriate rotation of Directors on Board committees, (iii) an interview process for potential candidates for Board membership, and (iv) a slate of future candidates for Board membership;
 - A candidate for appointment to the office of Chair of the Board, when required;
 - Individuals qualified to be Directors and Board nominees for election as Directors at the next annual meeting of shareholders, annually;
 - Candidates to fill any Board or committee vacancies, as required;
 - The scope, duties and responsibilities of the other Board committees and where advisable, any amendments thereto, as well as the establishment or disbanding of Board committees and changes to their composition, including the Chairs thereof annually, together with the Chairs of the other Board committees;
 - Directors and officers third party liability insurance coverage; and
 - The framework for delegating authority from the Board to Management.
2. The Committee will review, approve and report to the Board on:
- The orientation process for new Directors and plans for the ongoing continuing education of existing Directors;
 - The establishment of appropriate processes for the regular evaluation of the effectiveness and contribution of the Board and its committees;
 - The performance of the Board as a whole, and committees of the Board, annually, in conjunction with the Chair of the Board;
 - The performance evaluation of the Chair of the Board and the Chair of each Board committee, annually;
 - Concerns of individual Directors about matters that are not readily or easily discussed at full Board meetings, to ensure the Board can operate independently of Management, together with the Chair of the Board (where appropriate); and
 - The corporate governance disclosure sections in the Company's management information circular and annual report, and any other corporate governance disclosure as required by securities regulatory requirements.
3. The Committee will oversee compliance with the Company's Code of Conduct by Directors, officers and employees of the Company, authorize any waiver granted in connection with such code, and confirm with Management the appropriate disclosure of any such waiver.

4. The Committee will oversee compliance with the Company's Corporate Disclosure, Confidentiality and Insider Trading Policies by officers and Directors of the Company, authorize any waiver granted in connection with this policy, and confirm with Management the appropriate disclosure of any such waiver.
5. The Committee will oversee compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.
6. The Committee will receive and consider all such requests for the retention of outside advisors and experts from an individual Director, the Board, and all of its committees (except for the Audit Committee, which will notify the Committee of its actions in this regard).
7. The Committee will annually review and assess its own performance, effectiveness and contribution, including its compliance with this Charter and will report the results thereof to the Board.
8. The Committee will annually review and assess the adequacy of this Charter, taking into account all legislative and regulatory requirements applicable to the Committee, as well as any best practice guidelines recommended by regulators or the Toronto Stock Exchange and will recommend changes to the Board thereon.

CHAIRMAN

The Board will, following the annual general meeting of shareholders, appoint the Chairman of the Committee from among the members of the Committee. In the Chairman's absence, or if the position is vacant, the Committee may select another member as Chairman. The Chairman of the Committee shall be responsible for:

1. Developing and setting the agenda for Committee meetings;
2. Determining the time, place and frequency of Committee meetings; and
3. Reporting back to the Board.

MEETINGS

The Committee will meet at the request of its Chair to consider matters referred to it by the Board.

The Committee may invite such Directors, officers and employees of the Company and advisors as it sees fit from time to time to attend meetings of the Committee and assist thereat in the discussion and consideration of matters relating to the Committee.

Notices calling meetings will be sent to all Committee members and, for informational purposes, to the CEO of the Company, to the Chair of the Board and to all other Directors.

During each regularly scheduled meeting of the Committee, the Committee shall meet *in camera* with only Committee members present.

QUORUM

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing will constitute a quorum.

REMOVAL AND VACANCY

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a Director. The Board will fill vacancies in the Committee by appointment from among the Directors of the Board in accordance with Section 2 of this Charter. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all its powers.

SECRETARY AND MINUTES

The Committee will select a member to act as Committee Secretary. The minutes of the Committee will be in writing and duly entered into the books of the Company.

Adopted by the Innovium Board of Directors on December 20, 2006