



INTERMAP TECHNOLOGIES CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Adoption

This charter (the "**Charter**") was approved by the Board of Directors (the "**Board**") of Intermap Technologies Corporation (the "**Corporation**") on the date noted at the conclusion hereof.

Purpose

This Charter governs the operations of the Nominating and Governance Committee (the "**Committee**") of the Board of the Corporation. As part of the Corporation's governance and oversight process, the Committee has been appointed by the Board to assist with the development and implementation of the Corporation's corporate governance, to make recommendations concerning the composition of the Board and its committees, to review the compensation of members of the Board, and to lead the process of regularly assessing Board effectiveness.

Organization

The Committee shall be comprised of at least three directors, appointed by and subject to removal by the Board. All members of the Committee shall meet the independence requirements of Multilateral Instrument 52-110 – *Audit Committees* and satisfy any other criteria imposed on members of the Committee pursuant to the rules of any provincial securities commission in Canada or the policies of the Toronto Stock Exchange.

The qualification of individuals to serve on the Committee shall be determined by the Board, and all members shall be appointed annually by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Corporation's by-laws relating to committees of the Board of Directors.

Responsibilities

The Committee's primary duties and responsibilities are to review and make recommendations to the Board in respect of:

1. the size and composition of the Board. When necessary or appropriate, the Committee shall identify prospective new directors, interview them and otherwise review their suitability to serve. When qualified candidates have been identified, the Committee will submit their names to the vote of the Board. A new director will be appointed or included in the Corporation's proxy materials only on the affirmative vote of a majority of the Board present at a duly called and constituted Board meeting. Criteria for Board membership shall include integrity, intellect, business experience, and individual skills and competencies taken in the context of those of the Board as a whole. The Committee will provide each new director with a copy of the current Intermap Directors' Manual.

2. the Corporation's management succession plans, management training and development plans, termination policies and termination arrangements and make recommendations to the Board regarding those plans.
3. the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. review and make recommendations to the Compensation Committee with respect to compensation of directors, including equity-based compensation.
5. the development of an bi-annual self-evaluation process for the Board and its committees. The Committee shall oversee the bi-annual self-evaluations.
6. the adequacy of the Corporation's ethics compliance programs, director orientation programs and director continuing education programs.
7. the disposition by the Board of any proposed transaction between the Corporation and any officer, director or affiliate of the Corporation that would: (a) require a waiver of or deviation from any policy or procedure of the Corporation, including the Intermap Code of Conduct; or (b) be required under Exchange rules and regulations to be disclosed in the Corporation's annual proxy statement. Officers and directors shall promptly bring any such proposed transactions to the attention of the Committee.
8. the adequacy of this Charter annually and any proposed changes, the Committee shall also bi-annually review its own performance.
9. all further actions and discharge all further responsibilities imposed upon the Committee from time to time by the Board.

In carrying out its responsibilities, the Committee may draw on the expertise of management and the corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.

Meetings

1. The Committee will meet at a minimum of three times per year in conjunction with regular meetings of the Board of Directors, or on a more frequent basis as is necessary to carry out its responsibilities.
2. A meeting may be requested by the Board, any member of the Committee or the Chief Executive Officer ("CEO") of the Corporation.
3. At least two days notice of each meeting of the Committee shall be given to each member of the Committee.
4. Notice of a meeting of the Committee shall:
 - (a) be in writing;
 - (b) state the nature of the business to be transacted at the meeting in reasonable detail; and

- (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.
- 5. A quorum for the transaction of business at a meeting of the Committee shall consist of two members of the Committee.
- 6. Any member of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating in such a meeting by any such means is deemed to be present at the meeting.
- 7. The Chair of the Committee (the "**Chair**") shall be appointed by the Board. The Chair shall have only those responsibilities and powers delegated to it herein and shall not have a second or casting vote. The Chair shall have the responsibility of reporting annually to the Board on the Committee's compliance with this Charter.
- 8. In the absence of the Chair of the Committee, the members of the Committee shall choose one of the members present to be Chair of the meeting.
- 9. By invitation, the CEO and other parties may attend meetings of the Committee; however, the Committee may meet separately at any time.
- 10. Minutes shall be kept of all meetings of the Committee and shall be signed by the Chair of the meeting.
- 11. Minutes of the Committee shall be available on request to any member of the Board.

Approved by the Board of Directors on March 2, 2006