

**I-REMIT, INC.
FINANCE COMMITTEE CHARTER**

I. Purpose and Objectives

The Finance Committee (“Committee”) is constituted to assist the Board of Directors (“Board”) of I-Remit, Inc. (“Company”) in exercising its oversight function over the Company’s financial policy and strategy including its capital structure, dividend policy, incurrence and repayment of borrowings, acquisitions and divestments, treasury activities, and other financial proposals that may be brought before the Board for approval.

II. Organization and Composition

The Board may, by resolution or resolutions passed by a majority of its members, create the Finance Committee which shall be comprised of at least three (3) members, one of whom shall be an independent director. The members of the Committee shall be appointed by the Board. The Board shall have the power to change the members of the Committee at any time, to fill vacancies therein and to discharge or dissolve the Committee with or without cause. The Board shall appoint the Chairman of the Committee.

III. Authority and Responsibilities

1. The Committee shall exercise oversight functions over capital structure and dividend policy by: (i) reviewing the Company’s capital structure and dividend policy and recommend actions to the Board; (ii) overseeing the allocation of capital among the subsidiaries and associates and making recommendations to the Board.
2. The Committee shall exercise oversight functions over the incurrence and repayment of borrowings by: (i) reviewing and recommending policies to improve the financial position of the Company; (ii) reviewing and recommending a long-range financial plan; (iii) reviewing and approving the capital budget; (iv) reviewing and making recommendations with respect to capital expenditures and operating expenses; (v) reviewing the availment of loans and borrowings.
3. The Committee shall exercise oversight functions over acquisitions and divestments (whether financed by capital or borrowings) by reviewing the financial terms of acquisitions and divestments and making recommendations to the Board.

4. The Committee shall exercise oversight functions over treasury activities by reviewing and approving treasury policies including those related to: (i) cash flow management; (ii) investments; (iii) foreign exchange trading; (iv) financial risk management, including the use of financial derivatives.
5. The Committee, in the performance of its functions, may obtain advice and assistance from internal or external legal, accounting, or other advisors and recommend approval of the fees and other retention terms related to any such external counsel, consultants, and advisors to the Board.
6. The Committee shall annually review and assess its performance.
7. All actions of the Committee shall be reduced into minutes and reported to the Board at the next meeting following such action.
8. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

IV. Meetings and Quorum

1. A majority of the members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote.
2. Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. Special meetings may be called for by the Chairman of the Committee or by request of a majority of the Committee members with at least one day notice of the time and place of the meeting, given personally or by letter, telegram, telephone, electronic mail, short messaging system, or facsimile. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting.

