

EQM TECHNOLOGIES & ENERGY, INC.
INVESTMENT COMMITTEE CHARTER

The purpose of the Investment Committee will be:

1. to review and evaluate any and all investments, undertakings, and commitments by EQM Technologies & Energy, Inc. (the “Corporation”) in, for, or with respect to equity investments by the Corporation referred to the Committee by the Board (collectively, “Investments”);
2. to monitor the Investments and any relationship or conflict of interest that arises, exists or may exist, from time to time, between or involving the Corporation and any entity in which the Corporation has made an Investment (each such entity a “Venture”);
3. to report its findings, analyses, and recommendations to the Board of Directors of the Corporation; and
4. to assist the Corporation’s Board of Directors (the “Board”) in carrying out its responsibilities relating to Investments.

In furtherance of this purpose, the Committee will have the following authority and responsibilities:

1. To review from time to time the prospects, strategies, and performance of each Investment and each Venture;
2. To the extent not prohibited by applicable law or regulation or confidentiality requirements, to obtain such information from the board of directors or similar governing body of each Venture and each Venture’s management, accounting, and audit personnel as the Committee deems necessary and appropriate to fulfill its duties; and
3. To review and discuss with the Board and each Venture’s independent auditor the annual audited financial statements and any other financial statements prepared by or on behalf of such Venture, including matters required to be reviewed under applicable legal, regulatory or exchange requirements.

The Committee will have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee will have authority to consult such outside legal, accounting, and other advisors as the Committee may deem appropriate in its sole discretion, subject to the authority of the Board to approve related fees.

The Committee will meet at such intervals as it may determine. A majority of the members of the entire Committee will constitute a quorum. The Committee will act on

the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

The Committee will report its activities and any recommendations to the Board after each Committee meeting and will conduct and present to the Board an annual performance evaluation of the Committee. The Committee will review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Revised March 2011