

BOARD OF DIRECTORS RESOLUTIONS ESTABLISHING PROCEDURES FOR ANNUAL DIRECTOR NOMINATIONS

WHEREAS, the Board of Directors of Issuer Direct Corporation (the “Company”) has the duty, of determining the slate of director candidates to be presented for election at the Company’s annual meeting of shareholders to serve for the following year as required by the Company’s Certificate of Incorporation and Bylaws; and

WHEREAS, the Board is of the opinion that the qualifications that should be met by any person recommended as a nominee for a position on the Company’s Board of Directors include one or more of the following: possession of a background or experience in public company disclosure management and shareholder communications, finance or in another business, government service, or profession that would reasonably enable the nominee to provide seasoned and reputable service to the shareholders of the Company in the performance of the duties of a member of the Board of Directors. In addition to these qualifications, a nominee must be willing to serve for the compensation that may be provided by Board policy as adopted from time to time. Finally, the ability of any nominee to be classified as an “independent” director under all federal, state, and stock exchange rules shall be considered in determining whether any and all nominees may be qualified to be placed on the slate of directors to be considered for election by the shareholders at the annual meeting; and

WHEREAS, the Company has no separate policy with regard to the consideration of any director candidates recommended by security holders although the Board will consider director candidates recommended by security holders upon the same terms as candidates recommended by any other person; it is therefore:

RESOLVED that the Board shall determine a slate of candidates for presentation to the shareholders in connection with the annual meeting, in accordance with the following procedures and standards:

1. Any shareholder, officer, or director may recommend for nomination any person for the slate of candidates for membership on the Company’s Board of Directors to be presented to the shareholders at the annual meeting of shareholders. Such recommendations must be furnished in writing addressed to “The Board of Directors of Issuer Direct Corporation, ATTENTION: Recommendation for Nominations” and sent by certified mail to the Company’s headquarters offices, currently Issuer Direct Corporation, 500 Perimeter Park Drive, Suite D, Morrisville, North Carolina 27560. Recommendations for nominations must be received on or before the same date any requested shareholder proposals must be received for an upcoming annual meeting. The Board will be furnished all such recommendations and may elect but is not required to elect to conduct such interview, investigation, or other determination with regard to any such recommended person to determine that the person is both qualified and willing to serve as a member of the Company’s Board of Directors. Such interview, investigation, or other determination may be made by the Board, or the Board may authorize a member of the Board or an officer of the Company to conduct the proceeding and report to the Board in writing the results of such proceeding.

2. Any then-current members of the Board of Directors desiring to stand for reelection may be placed on the slate of directors for reelection without further inquiry as to their qualifications in the manner set out in paragraph 1 of these procedures.
3. The Board may meet at such time and place as may be mutually agreed by such members, or as determined by the Chairman of the Board of Directors, or may act without meeting as provided by law and the Company's Bylaws, for the purpose of determining the slate of directors to be proposed for presentation to the shareholders at the annual meeting of shareholders. Such meeting shall occur at such time as to provide the names of the nominees for director so as not to delay the preparation of the notice of annual meeting and proxy statement and mailing of same prior to the date set by the Board for such meeting. At such meeting of the Board, each recommended person including directors standing for re-election shall be subject to affirmative vote of the independent members of the Board for inclusion on the slate of nominees. A vote of half or more of the number of independent Board members shall be sufficient to place the nominee on the slate of nominees. For the purposes of the meeting to determine the members of the proposed slate of nominees, a quorum of the Board shall consist of all independent members of the Board under NYSE Rule 803A(2), at the time such slate is determined.
4. These procedures shall apply only to the determination of the slate of directors to be presented for election at the annual meeting of the shareholders. The Board of Directors may fill vacancies on the board during the course of any year following an annual shareholder's meeting in the manner currently applicable under the Company's Certificate of Incorporation, Bylaws, and applicable state law.
5. These procedures may be amended from time to time by the Board of Directors in order to comply with any applicable provision or interpretation of any rule, statute, or stock exchange rule of the exchange on which the Company's stock may be listed or for any other reason deemed appropriate by the Board.