



Shares outstanding: 36,615,615

AUGEN Signs Management Agreement with Integrated Asset Management Corp. Subsidiary

TORONTO, Ontario – February 27, 2009: Augen Capital Corp. (“Augen”) (TSX-V: AUG) announced today that it has entered into a management agreement (the “Management Agreement”) effective March 1, 2009 pursuant to which Oreserve Asset Management Corp. (the “Manager”), a newly formed subsidiary of Integrated Asset Management Corp. (“IAM”) (TSX: IAM), will manage Augen’s business. The transaction was overseen by a special committee and was unanimously approved by the Board of Directors (J. David Mason abstaining).

Oreserve is owned 51% by IAM and 49% by its employees. J. David Mason, founder and Chief Executive Officer of Augen, owns 26% of the Manager and is the new President and Chief Executive Officer of the Manager. Pursuant to the Management Agreement, Mr. Mason will also act as President and Chief Executive Officer of Augen. Mr. Mason and members of his family are significant shareholders of Augen and Mr. Mason continues as a member of the Augen Board of Directors.

As part of the transaction, Augen announces the appointment of Victor Koloshuk to its Board of Directors, subject to approval of the TSX Venture Exchange (TSX-V). Mr. Koloshuk is Chairman, Chief Executive Officer and founder of Integrated Asset Management Corp., which is Canada’s leading alternative asset management company. IAM has approximately \$2.1 billion in assets and committed capital under management in real estate, private corporate debt, private equity, managed futures and retail alternative investments.

Augen’s current employees and consultants will be retained by, and commence working with, the Manager effective March 1, 2009. The management team is: J. David Mason, President and Chief Executive Officer; Peter F. Chodos, Executive Vice President and Chief Operating Officer, and; Manish Kshatriya, Chief Financial Officer and Secretary. Mr. Kshatriya has been with Augen for several years. Mr. Chodos is a Managing Director of IAM subsidiary BluMont Capital Corporation and has over 30 years experience in investment banking, mergers and acquisitions, and structured products.

“This joint venture is a significant step forward for Augen and we are pleased to be teaming up with an asset manager with the experience and expertise of IAM. In particular, we are excited to welcome Victor Koloshuk, who is highly respected in the financial community and has built IAM into a very successful asset manager, “ said David Mason, “In a very challenging financial market, we expect the Management Agreement to help Augen contain its overhead costs and allow us to focus on building our core merchant banking business.”

Mr. Koloshuk said: “While the current environment is difficult for the junior mining sector, we believe there are opportunities for growth from the excellent platform that exists at Augen Capital.”

Pursuant to the Management Agreement, the Manager will perform all management and administrative functions for Augen, including managing its merchant banking and consulting operations. The Manager will, among other things, identify, introduce, evaluate and screen investment opportunities and conduct due diligence with respect to potential investments for Augen. Augen will pay the Manager an annual management fee (the “Management Fee”) equal to the greater of: (i) \$1,151,520 or (ii) 2% of the average of Augen’s quarterly net asset value (“Yearly Base NAV”). In addition, the Manager will be entitled to receive a performance bonus



equal to 20% of the amount by which Augen's pre-tax income exceeds a threshold increase of 6% in Yearly Base NAV (the "Performance Bonus").

Under the Management Agreement, Augen's overhead costs (other than its direct costs as a listed company and reporting issuer) are capped at their 2008 rate (currently equal to approximately \$1.5 million) subject to an annual increase based on increases in the Consumer Price Index. Augen is expected to recoup these overhead costs through a revenue sharing provision in the Management Agreement. Pursuant to the Management Agreement, each calendar year Augen is entitled to (a) 75% of the "Applicable Annual Revenue" (as defined in the Management Agreement) until the aggregate of such payments is equal to \$1.5 million in such year, and (b) thereafter, for the remainder of such year, 10% of any Applicable Annual Revenue. Applicable Annual Revenue is expected to consist of management, advisory, finders' and other fees paid in cash.

Pursuant to the Management Agreement it is IAM's intention to acquire by September 1, 2009 up to 3,264,000 common shares of Augen (approximately 8.9% of the currently issued and outstanding shares) at a maximum cost of \$489,600. IAM may acquire shares in the secondary market through the facilities of the TSX-V or otherwise. To the extent that IAM has neither acquired 3,264,000 shares nor spent an aggregate of \$489,600 (excluding brokerage costs) acquiring shares by September 1, 2009, IAM will apply the remainder of the \$489,600 to acquire shares from Augen, subject to the approval of the TSX-V.

Pursuant to the terms of a voting trust agreement, Mr. Mason, as voting trustee, has the right to vote the Augen shares owned by IAM for a period of five years. Shares will be released from the voting trust if Mr. Mason and his associates reduce their holdings below 3,264,000 shares. Mr. Mason and his associates have agreed to vote their shares and IAM's shares in favour of the Manager's nominees to the Augen Board of Directors during the term of the voting trust agreement.

Pursuant to the terms of the Management Agreement, the Manager is entitled to nominate two individuals for election to Augen's Board of Directors at each annual meeting of Augen's shareholders. Initially, those nominees will be Mr. Mason and Mr. Koloshuk.

The four-year initial term of the Management Agreement begins on March 1, 2009 and will expire on December 31, 2012 (the "Initial Term"). The Management Agreement will renew automatically for a fifth year (the "Extended Term"), provided at least one of three performance criteria is met by the Manager. The performance criteria include the Manager earning a Performance Bonus in a specified number of years during the Initial Term, the Manager raising a minimum amount of new capital in Augen for investment purposes and/or an increase in Augen's shareholders' equity by at least 6% per annum during the Initial Term. Following the Extended Term, the Management Agreement will be deemed to renew automatically for successive one-year terms. Following the Extended Term, the Management Agreement may be terminated by either Augen or the Manager on 60 days' prior written notice, subject to a termination penalty equal to two times the prevailing Management Fee if Augen terminates the Management Agreement. The Management Agreement may be terminated immediately by either Augen or the Manager, without penalty, in certain circumstances, including certain events of bankruptcy and insolvency, a party voluntarily ceasing to carry on business in the ordinary course and breach of contract.

About Augen Capital

Augen Capital Corp. (TSX-V: AUG) ("Augen") is a Toronto-based public merchant bank specializing in the financing of and investment in emerging resource companies. Augen manages a merchant banking hard dollar portfolio of emerging resource stocks including private



companies and is an industry performance leader in tax-advantaged flow-through investments in Canada's resource sector having raised over \$80 million in flow-through limited partnership assets since inception. Augen holds over one hundred gold, base metals and uranium exploration and development public and private companies with direct holdings in its merchant banking portfolio and consulting assets in flow-through limited partnerships.

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For more information on Augen, visit our website at www.augencc.com
Augen's public documents may be accessed at www.sedar.com

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