

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: January 27, 2011

VISUALANT, INCORPORATED
(Exact name of Registrant as specified in its charter)

Nevada
(State or jurisdiction of incorporation)

0-25541
(Commission File No.)

91-1948357
(IRS Employer Identification No.)

500 Union Street, Suite 406
Seattle, Washington 98101
(206) 903-1351
(Address of Registrant's principal executive office and telephone number)

Section 8 – Other Events

Item 8.01 Other Events.

On January 27, 2011, the Board of Directors of Visualant, Inc. (the “Company”) amended the Company’s Audit, Compensation and Nominations and Governance Committee Charters. Copies of these Charters are filed hereto as Exhibits 99.1 - 99.3 respectively.

In addition, on January 27, 2011, the Company’s Board of Directors amended the Company’s Code of Conduct & Ethics Policy (“Code of Ethics”). A copy of the Code of Ethics is filed hereto as Exhibit 14.1

Copies of these amended Charters and the Code of Ethics may also be found on the Company’s website at <http://www.visualant.net>.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits –

Exhibit No.	Description
14.1	Code of Conduct & Ethics dated January 27, 2011.
99.1	Audit Committee Charter dated January 27, 2011.
99.2	Compensation Committee Charter dated January 27, 2011.
99.3	Nominations and Governance Committee Charter dated January 27, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Registrant: VISUALANT, INCORPORATED

By: /s/ Mark Scott
Mark Scott, CFO

January 31, 2011

Item 9.01 Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits –

Exhibit No.	Description
<u>14.1</u>	<u>Code of Conduct & Ethics dated January 27, 2011.</u>
<u>99.1</u>	<u>Audit Committee Charter dated January 27, 2011.</u>
<u>99.2</u>	<u>Compensation Committee Charter dated January 27, 2011.</u>
<u>99.3</u>	<u>Nominations and Governance Committee Charter dated January 27, 2011.</u>

VISUALANT, INC.

Code of Conduct & Ethics



VISUALANT

Last Reviewed and Accepted on

January 27, 2011

VISUALANT, INC.
CODE OF CONDUCT AND ETHICS

Preamble

The Board of Directors (the "Board") of Visualant, Inc. (the "Company") has set for the below a Code of Conduct and Ethics ("Code") for the Company to follow. This Code has been created to promote transparency of the corporation and to ensure the integrity of the corporation. This Code is meant to identify the general principles involved and should not be treated as an exhaustive list of duties and obligations. In order for all Members (as defined herein) to uphold this Code, it should be remembered that the spirit of the Code is far more important than the specific written word. Where an infringement by any member of this Code is observed, it should be reported to the appropriate person and if required the full Board.

1. Introduction

The Board of the Company has adopted this Code, which is applicable to all its officers, directors and employees (collectively the "Members"), to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- promote the full, fair, accurate, timely and understandable disclosure of the Company's financial results in accordance with applicable disclosure standards, including, where appropriate, standards of materiality;
- promote compliance with applicable Securities and Exchange Commission (the "SEC") and governmental laws, rules and regulations;
- deter wrongdoing; and
- require prompt internal reporting of breaches of, and accountability for adherence to, the Code.
- The Code may be amended only by a Board resolution.

2. Honest and Ethical Conduct

Each member owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Deceit, dishonesty and subordination of principle are inconsistent with integrity. Service to the Company should never be subordinated to personal gain and advantage.

Specifically, each Member must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of Company information where required or in the Company's interests.
- Observe and fully comply with applicable SEC and governmental laws, rules and regulations.
- Comply with the requirements of applicable accounting and auditing standards and Company policies in the maintenance of a high standard of accuracy and completeness in the Company's financial records.
- Adhere to a high standard of business ethics and not seek competitive advantage through unlawful or unethical business practices.
- Avoid conflicts of interest or the appearance of conflicts of interest wherever possible. Anything that would be a conflict for a Member will also be a conflict if it is related to a member of his or her family or a close relative. Examples of conflict of interest situations, if material, include, but are not limited to, the following:

- any significant ownership interest in any supplier or customer;
- any consulting or employment relationship with any customer, supplier or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- the receipt of any money, non-nominal gifts or excessive entertainment from any company with which the Company has current or prospective business dealings, unless such entertainment is business-related, reasonable in cost, appropriate as to time and place, and not so frequent as to raise any questions of impropriety. For purposes of this Code, "non-nominal" are those gifts in excess of the current National Association of Securities Dealers limit of \$100;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any close relative; and
- selling anything to the Company or buying anything from the Company, except on the same terms and conditions as comparable Members are permitted to so purchase or sell.

3. Disclosure

The Company strives to ensure that the contents of and the disclosures in the reports and documents that the Company files with the SEC and other public communications shall be full, fair, accurate, timely and understandable in accordance with applicable disclosure standards, including standards of materiality, where appropriate. In addition, it is the Company's policy to comply with all securities and other laws that prohibit us from making "selective disclosures," including SEC Regulation Fair Disclosure ("Regulation FD"). In order to make sure that all disclosures of Company information, including but not limited to information relating to the Company's financial performance, material contracts, and other information important to investors, regulators and the general public, are accurate and in full compliance with applicable laws and regulations, it is the Company's policy that all such disclosures will be made only through specifically established channels. Unless the Member has been specifically authorized to do so, the Member is prohibited from discussing Company affairs with securities analysts, media representatives, government officials, pension plan or similar fund administrators and other outside persons. If a Member is contacted by any such persons requesting any information about the Company, even if such information is not proprietary or confidential, the Member should refer them to the Chief Executive Officer, President or Chief Financial Officer.

Each Member must

- not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators, self-regulating organizations and other governmental officials, as appropriate;
- in relation to his or her area of responsibility, properly review and critically analyze proposed disclosure for accuracy and completeness.

In addition, the Chief Executive Officer or President and the Chief Financial Officer must familiarize themselves with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.

4. Compliance

It is the Company's policy to comply with all applicable governmental laws, rules and regulations. It is the personal responsibility of each Member to, and each member must, adhere to the standards and restrictions imposed by those laws, rules and regulations, including those relating to accounting and auditing matters.

5. Reporting and Accountability

The Audit Committee of the Board of the Company is responsible for applying this Code to specific situations in which questions are presented to it and has the authority to interpret this Code in any particular situation. Any member who becomes aware of any existing or potential breach of this Code is required to notify the Chief Executive Officer or Chief Financial Officer and Company Secretary promptly. Failure to do so is itself a breach of this Code.

Specifically, each member must:

- Notify the Chief Executive Officer or Chief Financial Officer promptly of any existing or potential violation of this Code.

If the suspected violation is made by the Chief Executive Officer or Chief Financial Officer, the member may also report the suspected violation directly to the Audit Committee Chairman.

The Company shall not retaliate against any Member for reports of potential violations that are made in good faith.

To assist in the response to or investigation of the alleged violation, the report should contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the alleged violation. Without limiting the foregoing, the report should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the alleged violation;
- the name of each person involved;
- if the alleged violation involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available relating to the alleged violation.

The Audit Committee shall take all action it considers appropriate to investigate any breaches reported to it. If a breach has occurred, the Company will take such disciplinary or preventive action as the Board deems appropriate, after consultation with the Audit Committee.

Specifically, the Company will follow the following procedures in investigating and enforcing this Code and in reporting on the Code:

- Breaches and potential breaches will be reported by the Chief Executive Officer or President and Company Secretary to the Audit Committee.
- The Audit Committee will take all appropriate action to investigate any breaches reported to it.
- If the Audit Committee determines that a breach has occurred, it will inform the Board.
- Upon being notified that a breach has occurred, the Board will take or authorize such disciplinary or preventive action as it deems appropriate, after consultation with the Audit Committee, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

Any changes to or waivers of this Code will be disclosed in the Company's filings or Form 8-K filed with the SEC.

6. Waivers

Any waiver (as defined below) or an implicit waiver (as defined below) from a provision of this Code for officers and directors is required to be disclosed in the Company's Form 8-K filed with the SEC. A waiver is defined by SEC rules as a material departure from a provision of the Code and an implicit waiver means failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to an executive officer of the Company. Members should note that it is not the Company's intention to grant or to permit waivers from the requirements of this Code. Members should note that the Company expects full compliance with this Code.

7. Inquiries

All inquiries in relation to this Code or its applicability to particular people or situations should be addressed to the Chief Executive Officer, President or Chief Financial Officer.

8. Corporate Opportunities

Members are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No Member may use corporate property, information, or position for improper personal gain, and no executive officer may compete with the Company directly or indirectly. Members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

9. Disciplinary Measures

Violations of this Code or other policies, or of applicable laws, rules and regulations, may result in disciplinary measures against the violator. Such measures, depending on the nature and severity of the violation, whether the violation was a single or repeated occurrence, and whether the violation appears to have been intentional or inadvertent, may include written notices to the individual involved, censure by the Board, demotion or re-assignment, suspension with or without pay or benefits and termination of employment.

In addition, violations of legal and regulatory requirements may carry their own civil and criminal penalties, including fines and imprisonment.

10. Other Policies and Procedures

This Code shall be the sole code of ethics adopted by the Company for purposes of Section 807 of the American Stock Exchange Company Guide and Section 406 of the Sarbanes-Oxley Act and the rules and forms applicable to it thereunder. Insofar as other policies or procedures of the Company govern or purport to govern the behavior or activities of the Members who are subject to this Code, they are superseded by this Code to the extent that they overlap or conflict with the provisions of this Code.

11. Confidentiality

All reports and records prepared or maintained pursuant to this Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by law or this Code, such matters shall not be disclosed to anyone other than the Board and its counsel, or independent auditors.

12. Internal Use

The Code is intended solely for the use by the Company and does not constitute an admission, by or on behalf of any person, as to any fact, circumstance, or legal conclusion.

Signature

Name (Please Print)

VISUALANT, INC.
AUDIT
COMMITTEE CHARTER



LAST REVIEWED AND ACCEPTED ON

January 27, 2011

VISUALANT, INC.
AUDIT COMMITTEE CHARTER

1.0 PREAMBLE

The Board of Directors (the “Board”) of Visualant, Inc. (the “Company”) has formed an audit committee (the “Committee”) to promote the financial transparency of the Company and to ensure the integrity of the Company's financial reporting processes and products. This charter is meant to identify the personnel and functions of the Committee. These guidelines contemplate the involvement of the outside counsel and where appropriate, the involvement of the full Board.

2.0 ORGANIZATION AND INDEPENDANCE

2.1 Independent Committee

The Board, upon the recommendation of the Nominations and Governance Committee, shall designate the Committee, which shall be composed of at least three directors, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent,” under the rules of the American Stock Exchange, and the Securities and Exchange Commission (“SEC”), including those issued pursuant to Rule 10A-3 of the Securities Exchange Act of 1934, as amended.

2.2 Financial Qualifications

Each member shall be “financially literate” and one member of the Committee shall have “accounting or related financial management expertise” as such qualifications are interpreted by the Board its business judgment. See Schedule A for an outline of current guidelines.

2.3 Requirements of the SEC

No director may serve as a member of the Committee if such director serves on the Audit Committees of more than two other SEC reporting companies, unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and discloses this determination in the Company's annual proxy statement. No member of the Committee may be an affiliated person of the Company or receive any compensation from the Company other than (i) director's fees, which may be received in cash, stock options or other in-kind consideration ordinarily available to directors; (ii) a pension or other deferred compensation for prior service that is not contingent on future service; and (iii) any other regular benefits that other directors receive.

2.4 Requirements of the American Stock Exchange

It is the intention of the Board that the Committee shall satisfy the requirements and standards set forth in the rules of the American Stock Exchange applicable to audit committees.

3.0 THE COMMITTEE'S PURPOSES

The Committee shall provide assistance to the Board in fulfilling its responsibility to the Company and its stockholders relating to its oversight of management and its independent auditors in respect of corporate accounting, financial reporting practices, and the quality and integrity of the financial reports of the Company, including the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, the performance of the Company's internal audit function and independent auditors, and the preparation of the report required by the rules of the SEC to be included in the Company's annual proxy statement.

The function of the Committee is that of oversight. The Company's management is responsible for the preparation, presentation and integrity of the Company's financial statements. Management and the internal auditing department are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The Company's independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Company and are not, and do not represent themselves to be, accountants or independent auditors by profession or experts in the field of accounting or auditing including in respect of auditor independence. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The Board and the Committee have the ultimate authority and responsibility to select, oversee, evaluate, and, where appropriate, to replace the independent auditor.

The independent auditors are ultimately accountable to the Board and the Committee, as the representatives of the stockholders.

4.0 THE COMMITTEE'S RESPONSIBILITIES

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

4.1 Appointment of the Independent Auditors

To the extent required by applicable law or regulation: (i) the Committee will be directly responsible for the appointment, compensation and oversight of the independent auditors (including the resolution of any disagreements between management and the independent auditors regarding financial reporting), (ii) the independent auditors shall report directly to the Committee, (iii) the Committee shall approve in advance all auditing services (including comfort letters and statutory audits) performed by the independent auditors, (iv) the Committee shall approve in advance all non-audit services performed by the independent auditors, and (v) all non-audit services to be performed by the independent auditors shall be disclosed.

The independent auditor's engagement letter should define the nature and scope of audit engagement and provide a contract for professional services of the auditing firm.

The Committee may delegate to one or more members of the Committee who are independent directors the authority to grant pre-approvals required by this subsection, and the decisions of the member to whom this authority is delegated shall be presented to the Committee at the next scheduled meeting of the Committee. The independent auditors may not perform for the Company any services that are prohibited by law or regulation. The foregoing requirements do not preclude the Committee from obtaining the input of management, but these responsibilities may not be delegated to management. The Board and management may communicate with the independent auditors at any time they deem it appropriate.

4.2 Annual Statement from the Independent Auditors

The Committee is responsible for obtaining from the independent auditors at least annually, a formal written statement delineating all relationships between the independent auditors and the Company (it being understood that the independent auditors are responsible for the accuracy and completeness of this statement). The Committee shall be responsible for conferring with the independent auditors with respect to any disclosed relationships or services that may affect the objectivity and independence of the independent auditors and for recommending to the Board such appropriate action as may be necessary to satisfy itself as to the qualifications, performance and independence of the independent auditors.

To the extent required by law or regulation, the annual statement also shall describe: (i) the firm's internal quality control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and (iii) any steps taken to deal with any such issues.

The independent auditors shall also submit to the Company annually a formal written statement of the aggregate fees billed for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements for the most recent fiscal year, the review of the financial statements included in the Company's Quarterly Reports on Form 10-Q for that fiscal year and services provided in connection with statutory and regulatory filings or engagements for that fiscal year; (ii) services for the most recent fiscal year reasonably related to the performance of the audit or review of the financial statements, other than those stated under category (i) above (separately identifying the nature of the services comprising these fees); (iii) professional services for tax compliance, tax advice, and tax planning (separately identifying the nature of the services comprising these fees); and (iv) all other products and services provided by the independent auditors for the most recent fiscal year, in the aggregate and by each service.

The Committee will comply with all relevant laws and regulations relative to (i) rotation of the lead audit partner and the reviewing partner, discuss with management the timing and process for implementing the rotation and (ii) the performance of services by an independent audit firm when a former employee of that firm currently serves as chief executive officer, chief financial officer, chief accounting officer or equivalent officer of the Company.

4.3 Risk Assessment and Accounting Controls

The Committee will review with the independent auditors, the Company's internal auditor, and appropriate financial and accounting personnel the adequacy and effectiveness of the accounting and financial controls of the Company, and guidelines and policies to govern the process by which risk assessment and risk management is undertaken, and will elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

The Committee will establish, implement and conduct an annual review of the procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

4.4 The Annual Audit

The Committee will meet with the independent auditors and financial management of the Company to review the scope of the proposed audit plans for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.

The Committee will regularly review with the independent auditors any audit problems or difficulties the independent auditors encountered in the course of the audit work, including any restrictions on their activities or on access to requested information, and any significant disagreements with management, including the management's response.

In that regard, no officer or director of the Company, or any other person acting under the direction thereof, shall violate any law or regulation that prohibits fraudulently influencing, coercing, manipulating, or misleading any independent auditor engaged in the performance of an audit of the financial statements of the Company for the purpose of rendering such financial statements materially misleading.

In connection with the annual audit, the Committee shall also:

- Review corporate accounting policies and practices regarding:
- Revenue recognition;
- Reserving;
- Asset capitalization;
- Extraordinary charges or write-offs; and
- Affirm that accounting policies are consistent with industry practices, that correct requirements are reflected in accounting policies and the accounting policies are consistent with a fair presentation of the financial statement in conformity with generally accepted accounting principles.

The Committee shall be responsible for providing the Board with a recommendation as to the inclusion of the Company's financial statements in the Form 10-K.

4.5 Hiring Policies

The Committee will set clear hiring policies for employees or former employees of the independent auditors.

4.6 The Internal Audit Function

The Company may maintain an internal audit function. The Committee will review any internal audit function of the Company, including the independence and authority of its reporting obligations, the proposed audit plans for the coming year, and the coordination of such plans with the independent auditors. The Committee will receive as necessary notification of material adverse findings from internal audits and a progress report on the proposed internal audit plan, as appropriate, with explanations for changes from the original plan.

4.7 Earnings Releases

The Committee will discuss earnings press releases, as well as financial information and earnings guidance provided however, that these discussions may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

4.8 Review of Financial Statements

The Committee will discuss with management and the independent auditors the annual audited financial statements and the quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and all matters relevant thereto that are required to be discussed under any applicable law or regulation or that the Committee otherwise considers it desirable to discuss. In addition the independent auditors must timely report to the Committee on all matters that are required to be reported under any applicable law or regulation or that the independent auditors otherwise consider it desirable to report.

Each report that contains financial statements (including annual and quarterly reports), and that is required to be prepared in accordance with (or reconciled to) generally accepted accounting principles and filed with the SEC, shall reflect or disclose all information required to be reflected or disclosed under any applicable law or regulation, and in a manner in accordance with such law or regulation.

4.9 Separate Meetings

Periodically, the Committee shall meet separately with management, the internal auditor, and the independent auditors. Among the items to be discussed in these meetings are the independent auditors evaluation of the Company's financial, accounting, and auditing personnel, and the cooperation that the independent auditors receive during the course of the audit.

4.10 Quarterly Review

Prior to the filing of the Form 10-Q and prior to the public announcement of the Company's quarterly results, the independent auditor will discuss with the Committee, or at least its chairman, and a representative of financial management, in person, or by telephone conference call, the matters regarding the Review (as defined below), including significant adjustments, significant new accounting policies, and disagreements with management.

The Committee will take steps to assure that prior to filing interim financial statements included in quarterly reports on Form 10-Q, that the interim financial statements have been reviewed by an independent public accountant using professional standards and procedures for conducting such reviews, as established by generally accepted auditing standards, as may be modified or supplemented by the SEC (the "Review"). If, in any filing, the Company states that interim financial statements have been reviewed by an independent public accountant, a report of the accountant on the review must be filed with the interim financial statements. Interim financial statements shall include a balance sheet as of the end of the issuer's most recent fiscal quarter and income statements and statements of cash flows for the interim period up to the date of such balance sheet and the comparable period of the preceding fiscal year.

4.11 Proxy Report

The Committee shall prepare a report in connection with the Company's annual proxy statement providing all of the information required by Item 306 of Regulation S-K (17 CFR 229.306), specifically, stating that;

- (a) The Committee has reviewed and discussed the audited financial statements with management;
- (b) The Committee has discussed with the independent auditors the matters required to be discussed by SAS 61, as may be modified or supplemented;
- (c) The Committee has received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1 (Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees), as may be modified or supplemented, and has discussed with the independent accountant the independent accountant's independence; and
- (d) Based on the review and discussions referred to in paragraphs(a) through (c) of this Item, the Committee recommends to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

In connection with the Committee's statement in the annual proxy statement, the following information shall also be supplied:

- (a) the name of each member of the Company's Committee; and
- (b) a copy of the written charter, as an appendix to the proxy statement, unless a copy has been included as an appendix to the proxy statement within the registrant's past three fiscal years or on the Company's website.

In addition to the foregoing, the annual proxy statement shall disclose whether or not the members of the Committee are independent, and if any member of the Committee is not independent (pursuant to Section II, above) the reason for the Board's determination to include such non-independent Committee member.

4.12 Succession Planning

The Committee will review accounting and financial staffing and succession planning within the Company as necessary.

4.13 Reporting to the Board

The Committee will review the matters discussed at each Committee meeting with the Board. The Committee should review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

4.14 Regulatory Actions or Investigations

The Committee will investigate any matter brought to its attention within the scope of its duties to the extent and in such manner as it considers appropriate (including confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters). The Committee will discuss with management and the independent auditors any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies. The Company will follow all provisions of law or regulation that prohibit discipline of or discrimination against employees who report what they reasonably believe to be violations of any law, rule or regulation applicable to the Company.

4.15 Code of Conduct & Ethics Policy Compliance

The Committee will review compliance with the Company's Code of Conduct & Ethics Policy (the "Ethics Policy") annually. To the extent required by applicable laws or regulations:

- The Ethics Policy will continue to be applicable to senior financial officers of the Company, including its principal financial officer, and its controller or principal accounting officer, and to persons performing similar functions;
- The Company immediately shall disclose, by means of the filing of an applicable SEC reporting form, dissemination by the Internet or by other electronic means, any waiver of or change in the Ethics Policy for such senior financial officers;
- The Company's Ethics Policy shall continue to include such standards as are reasonably necessary to promote: (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by the Company; and (3) compliance with applicable governmental laws and regulations.

4.16 Legal Compliance

The Committee will review compliance with the Company's legal compliance policy annually. The Committee will discuss with the Company's legal counsel legal matters that may have a material impact on the Company's financial statements or compliance policies.

4.17 Review of the Committee Charter

The Committee will review this charter annually and include it in the Company's proxy statement as required by applicable law or regulation.

4.18 Outside Advisors

The Committee may obtain advice and assistance from outside legal, accounting or other advisors as it deems appropriate. It may retain these advisors without seeking Board approval. The Company will provide appropriate funding, as determined by the Committee, for payment of the compensation of the independent auditors and to any advisors engaged by the Committee.

5.0 INTERNAL AUDITORS

5.1 Audit Staff Qualifications.

The Committee shall:

- Review background of internal auditing directors and employees and confer with the independent auditor regarding competence of internal audit staff.
- Ascertain internal audit staff's participation in programs of the Institute of Internal Auditors or other professional societies.

5.2 Audit Function

The Committee shall also:

- Review internal audit charter or plan.
- Review internal audit reporting responsibilities.

5.3 Internal Audit Review

- Review internal audit staff work to ensure proper planning, supervision and review.
- Review reports regarding compliance audits, operational audits and financial audits.
- Review reports on internal accounting and administrative controls, to determine objectivity of recommendations.
- Ascertain implementation of prior years' audit recommendations.
- Ascertain any management disagreements with internal auditors.
- Review audit staff relationship and interaction with other departments and independent auditors.

6.0 REPORTING

The Committee will prepare and, through its Chair, submit periodic reports of the Committee's work and findings to the Board, which will contain recommendations for Board actions when appropriate. Specifically, the report should include:

- A chronological review of Committee's activities, particularly auditing and accounting cycle activities;
- A summary of the Committee's recommendations, particularly with respect to the selection of the independent auditors and the review of the independent auditor's report; and attach critical audit reports and management letters.

7.0 ANNUAL PERFORMANCE REVIEW

The Committee shall develop and conduct, at least annually, an assessment of the Committee's performance on a continuing basis, individually and collectively.

In fulfilling his or her responsibility, each member of the Committee is entitled to rely in good faith upon the Company's records and upon information, opinions, reports or statements presented by any of the Company's officers or employees, or by any other person as to matters the member reasonably believes are within such other persons' professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. Each member of the Committee also may rely in good faith upon actions taken by other committees of the Board as committed to such committees under the resolutions and other directives of the Board.

Most recently presented and reviewed by full Board of Directors on January 27, 2011.

Confirmed by Audit Committee Members

Brad Sparks

/s/ Brad Sparks
(Chairman Audit Committee)

Marco Hegyi /s/ Marco Hegyi

Jon Pepper /s/ Jon Pepper

SCHEDULE A
GUIDELINES ON FINANCIAL LITERACY

The audit committee shall be comprised of a minimum of three directors, each of whom is financially literate or becomes financially literate within a reasonable period of time after his or her appointment to the audit committee, and at least one member of the audit committee shall have accounting or related financial management experience, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Notwithstanding the above, the members of the Committee shall have financial literacy, as signified by the ability to read and understand financial statements, including a Company's balance sheet, income statement, and cash flow statement.

**VISUALANT, INC.
COMPENSATION
COMMITTEE CHARTER**



LAST REVIEWED AND ACCEPTED ON

January 27, 2011

VISUALANT, INC.
COMPENSATION COMMITTEE CHARTER

1.0 PURPOSE

The Compensation Committee (the “Committee”) is appointed by Visualant, Inc.’s (the “Company”) Board of Directors (the “Board”) in order to:

- Monitor the performance of, and develop and recommend to the Board the annual compensation (base salary, bonus, stock options and other benefits) for the Chief Executive Officer (“CEO”);
- Monitor the performance of, and review, approve and recommend to the Board the annual compensation (base salary, bonus and other benefits) for all other executive officers of the Company;
- Review, approve and recommend to the Board the aggregate number of stock options, restricted stock or other awards to be granted to employees;
- Review general policy matters relating to compensation and benefits of employees; and
- Prepare certain portions of the Company’s annual proxy statement, including the Compensation Discussion and Analysis Report on Executive Compensation.

2.0 COMMITTEE MEMBERSHIP

Committee members are appointed by the Board and may be replaced by the Board. The Committee shall consist of at least two members. Each member shall (1) satisfy the independence and other applicable requirements of the American Stock Exchange, (2) be a “non-employee director” as that term is defined under Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended, (3) be an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, as amended (the “Code”), and (4) any standards of independence as may be prescribed for purposes of any applicable laws, rules and regulations relating to the Committee’s duties and responsibilities.

The Board shall select one member of the Committee as its Chairperson.

3.0 MEETINGS

The Committee shall meet at least once every fiscal year, or more frequently if circumstances dictate. The Committee may, in its discretion delegate its duties and responsibilities to a subcommittee of the Committee or to the Chairperson of the Committee.

4.0 RESPONSIBILITIES AND PROCESSES

The Committee shall have available to it such outside advisers, including outside auditors, attorneys and consultants, as it deems necessary to discharge its responsibilities. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain independent legal or other advisors.

The Committee is charged with the following responsibilities:

4.1 Reviewing and approving corporate goals and objectives relevant to compensation and benefits for the CEO and all other executive officers, evaluating the CEO's and all other executive officer's performances in light of those goals and objectives, and recommending to the Board the level of compensation of the CEO and all other executive officers based on such evaluations. A portion of compensation should be in the form of the Company's common stock in order to further align the interests of executive officers with those of the Company's stockholders;

4.2 Administering the Company's stock incentive plans, including the review and approval of all stock option, restricted stock or other award grants to executive officers, non-employee directors and consultants/advisors, and the aggregate number of stock options or other awards to be granted to employees. In that regard, the Committee shall

- determine (i) individuals to whom grants shall be awarded under such plans, (ii) the number of shares to be covered by such awards and (iii) the time or times at which such awards shall be made; and
- interpret such plans;

4.3 Reviewing, commenting on and recommending to the Board executive compensation plans, programs and policies of the Company or that the Company proposes to adopt;

4.4 Periodically reviewing and making recommendations to the Board with respect to annual compensation (fees and equity) for the Company's non-employee directors. A portion of compensation should be in the form of the Company's common stock in order to further align the interests of directors with those of the Company's stockholders;

4.5 Periodically reviewing the results of the Company's executive compensation and perquisite programs to ensure that they are properly coordinated to yield payments and benefits that are reasonably related to executive performance;

4.6 Periodically review the Company's policies with regard to employee compensation and benefits generally, review and assess the effectiveness of the Company's plans in implementing those policies, and make recommendations to the Board regarding compensation generally, including with respect to the adoption, amendment and termination of stock option, retirement, deferred compensation and incentive compensation plans;

4.7 Produce the Compensation and Disclosure Analysis Report on Executive Compensation and Compensation Committee report for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations;

4.8 Monitoring the effects of the company's compensation programs with regard to Section 162(m) of the Code;

4.9 The Committee shall review and reassess the adequacy of its Charter as needed, but at least annually, and recommend to the Board any proposed changes to this Charter;

4.10 Perform an annual self-evaluation of its performance;

4.11 Perform any other activities consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws and applicable law, as the Committee deems appropriate or as requested by the Board; and

4.12 The Committee or its Chairperson shall periodically report to the Board on the significant results of the foregoing activities.

5.0 OTHER

In fulfilling his or her responsibility, each member of the Committee is entitled to rely in good faith upon the Company's records and upon information, opinions, reports or statements presented by any of the Company's officers or employees, or by any other person as to matters the member reasonably believes are within such other persons professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Each member of the Committee also may rely in good faith upon actions taken by other committees of the Board as committed to such committees under the resolutions and other directives of the Board.

Most recently presented and reviewed by full Board of Directors on January 27, 2011.

Confirmed by Compensation Committee Members:

Marco Hegyi	<u>/s/ Marco Hegyi</u> (Chairman, Compensation Committee)
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Yoshitami Arai	<u>/s/ Yoshitami Arai</u>
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Jon Pepper	<u>/s/ Jon Pepper</u>
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VISUALANT, INC.
NOMINATIONS AND GOVERNANCE
COMMITTEE CHARTER



LAST REVIEWED AND ACCEPTED ON
January 27, 2011

VISUALANT, INC.
NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER

1.0 Committee Formation

The role and responsibilities of the Nominations and Governance Committee (the "Committee") of the Board of Directors (the "Board") of Visualant, Inc. (the "Company") are as follows, subject to amendment by the Board from time to time:

2.0 Purpose

The purpose of the Committee is to:

- (a) Assist the Board in identifying individuals qualified to become Board members, and recommend to the Board the nominees for election as directors at the next annual meeting of shareholders;
- (b) Assist the Board in determining the size and composition of the Board committees;
- (c) Develop and recommend to the Board the corporate governance principles applicable to the Company; and
- (d) Serve in an advisory capacity to the Board and Chairman of the Board on matters of organization, management succession plans, major changes in the organizational structure of the Company and the conduct of Board activities.

3.0 Organization

The Committee shall be comprised of at least three directors. All members of the Committee shall meet the "independence" and other applicable requirements of the American Stock Exchange. The Company's Board shall appoint, and may replace, members of the Committee and the Committee's Chairman.

4.0 Meetings

The Committee will meet at such times as it deems appropriate to fulfill its responsibilities as outlined below. The Committee shall meet at least twice annually. The Committee may, in its discretion delegate its duties and responsibilities to a subcommittee of the Committee or to the Chairperson of the Committee.

5.0 Authority and Responsibilities

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with or request assistance from management and, as appropriate, other Company employees. The Committee shall also have the authority to retain legal counsel and/or advisors, as it deems appropriate, to assist in performing its duties, including the authority to approve any related fees and other retention terms. In addition, the Committee shall have the authority to retain any search firm used to identify director candidates, including sole authority to approve such firm's fees and other retention terms.

The Committee shall report regularly to the Board. The Committee will consider board candidates nominated by stockholders.

In carrying out its responsibilities, the Committee shall:

- 5.1 Develop general criteria for the selection of and qualifications desirable in members of the Board, including, but not limited to, the candidate's integrity, reputation, judgment, knowledge and experience. Among other criteria that the Committee may develop, new Board candidates must:

- (a) Be able and willing to represent the shareholders' short and long term economic interests;
 - (b) Be able to contribute to the evaluation of the existing management of the Company, if requested;
 - (c) Be cognizant of the responsibilities of the Company to its employees, customers, and regulatory authorities and of its civic and social responsibilities; and
 - (d) Be willing to take the necessary time to properly prepare for Board and Committee meetings, at least based upon a thorough review of the material supplied before each Board meeting.
- 5.2 In addition to the foregoing standards, the incumbent directors will be evaluated for re-nomination based on the following criteria:
- (a) Adequate preparation for Board and Committee meetings, including a thorough review of and familiarity with the written materials supplied before each meeting;
 - (b) Participation in and contributions to Board and Committee discussions through useful and pertinent suggestions, questions, and comments which reflect an informed and independent viewpoint;
 - (c) Providing ongoing advice and counsel to management on the director's own initiative and when requested by management of the company;
 - (d) Regular attendance at Board and Committee meetings; and
 - (e) Maintain an independent familiarity with the external environments in which the company operates and especially in the director's own particular fields of expertise.
- 5.3 Identify and evaluate qualified individuals to become members of the Board, including evaluating persons suggested by management and/or shareholders;
- 5.4 Annually recommend to the Board the nominees for election as directors persons who meet the foregoing requirements, the Company's corporate governance principles/policies and any other requirements established by the Committee;
- 5.5 Recommend to the Board persons to be appointed as directors in the interval between annual meetings of the Company's shareholders, including filling vacancies created by the death, disability or resignation of members of the Board;
- 5.6 Review annually the qualifications and independence of the members of the Board and its various committees including membership, structure (including authority to delegate) and performance;
- 5.7 Recommend to the Board the members of all Board committees, including the chair of such committees, as appropriate;
- 5.8 Review annually and assess the adequacy of the Company's corporate governance principles/policies and recommend amendments to the Board, as appropriate;
- 5.9 Confirm that each standing committee of the Board has a charter in effect, that such charter is reviewed at least annually by its committee and that each charter complies with all applicable rules and regulations;

- 5.10 Review and reassess the adequacy of this Charter as needed, but as least annually and recommend changes to the Charter to the Board, as appropriate;
- 5.11 Oversee the annual evaluation of the performance of the Board and of the incumbent directors; and
- 5.12 Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws and applicable law, as the Committee deems appropriate or as requested by the Board.

6.0 Annual Performance Evaluation

The Committee shall annually evaluate its own performance.

In fulfilling his or her responsibility, each member of the Committee is entitled to rely in good faith upon the Company's records and upon information, opinions, reports or statements presented by any of the Company's officers or employees, or by any other person as to matters the member reasonably believes are within such other persons professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. Each member of the Committee also may rely in good faith upon actions taken by other committees of the Board of Directors as committed to such committees under the resolutions and other directives of the Board.

Most recently presented and reviewed by full Board of Directors on January 27, 2011.

Confirmed by Nominations and Governance Committee Members:

Jim Gingo	<u>/s/ Jim Gingo</u> (Chairman, Nominations and Governance Committee)
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Paul Bonderson	<u>/s/ Paul Bonderson</u>
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Dr. Kawahata	<u>/s/ Dr. Kawahata</u>
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