

**COM DEV INTERNATIONAL LTD.**  
**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**I. PURPOSE**

The Corporate Governance Committee is a committee of the Board of Directors of COM DEV International Ltd. (the “**Corporation**”). Its primary function is to assist the Board (the “**Board**”) in fulfilling its oversight responsibilities by:

1. Assessing the effectiveness of the Board as a whole as well as the contribution of individual members;
2. Assessing the Corporation’s governance; and
3. Orienting new directors.

**II. COMPOSITION AND MEETINGS**

The Corporate Governance Committee (the “**Committee**”) shall be comprised of two or more directors as determined by the Board, each of whom shall be independent directors in accordance with National Instrument 58-101. A director is considered to be “independent” if he or she has no direct or indirect material relationship which could in the view of the Board reasonably interfere with the exercise of a director’s independent judgment. Notwithstanding the foregoing, a director shall be considered to have a material relationship with the Corporation (and therefore shall be considered a “**dependent**” director) if he or she falls in one of the categories listed in Schedule “A” to the Board Charter.

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of the shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier death, resignation or removal. The Board may remove a member of the Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the membership of the full Committee.

Each member will have, to the satisfaction of the Board, sufficient skills and/or experience which are relevant and will be of contribution to carrying out the mandate of the Committee.

The Committee shall meet at least once per annum or more frequently as circumstances require. Meetings of the Committee shall be held from time to time as the Committee or the Chair of the Committee shall determine upon 48 hours notice to each of its members. The notice period may be waived by a quorum of the Committee. Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee.

The Committee may ask members of management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chair may meet with the Corporation’s external corporate counsel to discuss the Corporation’s corporate governance policies and practices.

**III. CHAIR OF CORPORATE GOVERNANCE COMMITTEE**

The prime responsibility of the Chair of the Committee is to provide leadership to the Committee to ensure its effectiveness. Critical to meeting this accountability is ensuring that the Corporation has in place an appropriate and effective system of corporate governance, and a system for orienting new directors.

The Chair of the Committee shall:

1. set the tone for the Committee work;
2. set the agenda and chair Committee meetings, and ensure distribution of meeting minutes;
3. oversee the logistics of the Committee's operations and ensure compliance with this Charter; and
4. report to the full Board on the Committee's decisions and recommendations.

#### **IV. RESPONSIBILITIES AND DUTIES**

The responsibilities, duties and powers of the Committee shall include:

1. Reviewing and revising this Charter on an annual basis as necessary with the approval of the Board.
2. Reviewing on a periodic basis, the size and composition of the Board and ensuring that an appropriate number of independent directors sit on the Board.
3. Annually assessing the contribution and qualification as independent, of existing directors in connection with their re-election.
4. Assessing, at least annually, the effectiveness of the Board as a whole and of its Committees.
5. Reviewing the quality of the Corporation's governance and suggesting changes to the Corporation's governance practices to the Board as appropriate.
6. Considering the provision of continuing education for directors.
7. Ensuring that disclosure and securities compliance policies, and a code of business conduct and ethics policy, are in place, and monitoring and reviewing their effectiveness.
8. Establishing procedures and approving appropriate orientation and education program for new members of the Board.

#### **V. OTHER**

1. The Committee will record minutes of its meetings and report periodically to the Board.
2. The Committee may from time to time hire outside professionals at the Corporation's expense to assist or advise the Committee in carrying out its mandate.

Approved by the Board of Directors on June 4, 2009.