

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

I. PURPOSE

The Corporate Governance and Nominating Committee is a committee of the Board of Directors of COM DEV International Ltd. (the “**Corporation**”). Its primary function is to assist the Board of Directors 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;
3. Proposing new nominees for appointment to the Board; and
4. Orienting new Directors.

II. COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more Directors as determined by the Board, a majority of whom shall be independent directors in accordance with National Instrument 58-201. 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 of Directors 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” attached hereto.

The members of the Corporate Governance and Nominating Committee shall be elected by the Board of Directors and shall serve until their successors are duly elected. The Board of Directors may remove a member of the Corporate Governance and Nominating Committee at any time in its sole discretion by resolution of the Board. Unless a Chair is elected by the full Board of Directors, the members of the Corporate Governance and Nominating Committee may designate a Chair by majority vote of the full membership of the Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee shall meet at least once per annum or more frequently as circumstances require. 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.

Quorum for the transaction of business at any meeting of the Corporate Governance and Nominating Committee shall be a majority of the number of members of the Committee.

Meetings of the Corporate Governance and Nominating Committee shall be held from time to time as the Corporate Governance and Nominating Committee or the Chairman 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.

III. CHAIR OF CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The prime responsibility of the Chairman of the Corporate Governance and Nominating Committee is to provide leadership to the Corporate Governance and Nominating 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 nominating and orienting new directors.

The Chairman of the Corporate Governance and Nominating Committee shall:

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

IV. RESPONSIBILITIES AND DUTIES

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

A. Governance Responsibilities

1. Reviewing and revising this Charter on a periodic basis as necessary with the approval of the Board of Directors.
2. Reviewing on a periodic basis, the size and composition of the Board of Directors and ensuring that an appropriate number of independent Directors sit on the Board.
3. Facilitating the independent functioning and maintaining an effective relationship between the Board of Directors and Management of the Corporation.
4. Periodically assessing the effectiveness of the organization of board meetings and the quality of the engagement of the Board.
5. Periodically assessing the contribution and qualification as independent, of existing Directors in connection with their re-election.
6. Assessing the effectiveness of the Board of Directors as a whole and Committees of the Board.

7. Reviewing the quality of the Corporation's governance and suggesting changes to the Corporation's governance practices to the Board of Directors as appropriate.
8. Considering, when required, the provision of continuing education for Directors.
9. Ensuring that disclosure and securities compliance policies are in place, and monitoring and reviewing their effectiveness.

B. Nominating Responsibilities

1. Establishing qualifications and skills necessary for members of the Board (as well as skills and competences the Board needs as a whole) and procedures for identifying possible nominees who meet these criteria (and who are likely to bring to the Board the skills and qualifications the Board needs as a whole).
2. Establishing an appropriate review selection process for new nominees to the Board of Directors is in place.
3. Establishing procedures and approving appropriate orientation and education program for new members of the Board.
4. Analyzing the needs of the Board of Directors when vacancies arise on the Board and identify and recommending nominees who meet such needs.

V. OTHERS

1. The Committee will record minutes of its meetings and report periodically to the Board of Directors.
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 December 13th, 2006.

SCHEDULE "A"

The following individuals are considered to have a material relationship with the Corporation:

- (a) an individual who is, or has been, within the last 3 years, an employee or executive officer of the Corporation;
- (b) an individual whose immediate family member is, or has been, within the last 3 years, an executive officer of the Corporation;
- (c) an individual who:
 - (i) is a partner of a firm that is the Corporation's external auditor,
 - (ii) is an employee of that firm, or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:
 - (i) is a partner of a firm that is the Corporation's external auditor,
 - (ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice; or
 - (iii) was within the last three years a partner or employee of that firm and personally worked on the Corporation's audit within that time;
- (e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the Corporation's current executive officers serves or has served at the same time on the entity's compensation committee; and
- (f) an individual who received, or whose immediate family member who is employed as an executive officer of the Corporation received, more than \$75,000 in direct compensation from the Corporation during any 12 month period within the last three years other than as remuneration for acting in his or her capacity as a member of the Board of Directors or any Board committee,

provided that an individual will not be considered to have a material relationship with the Corporation if such relationship is described in (a) to (f) hereof and ended before March 31, 2004.

For the purposes of clauses (c) and (d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

For the purposes of clause (f), direct compensation does not include:

- (i) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and
- (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

An individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

- (i) has previously acted as an interim chief executive officer of the issuer, or
- (ii) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

For the purposes of this definition, the “Corporation” includes a subsidiary entity of the Corporation or a parent of the Corporation provided that an individual will not be considered to have a material relationship with such entity if the relationship ended before June 30, 2005.