

Title: Diversity		Policy No.	
Department: Corporate	Responsible Executive: Chairman of Governance Committee		
Prepared By: D. D'Alessandro		Date: March 7, 2017	Next Review By: March 7, 2018

Purpose

The Board of Directors of DATA Communications Management Corp. ("Corporation") recognizes the value of diversity at both the Board of Directors level and at an executive officer level. The Corporation is of the view that Board member and executive officer nominations should be based on merit and remains committed to selecting the best person to fulfill these roles. In addition, the Corporation recognizes that a diverse Board of Directors and executive management team will result in a diversity of perspectives which it believes can enhance the Corporation's leadership, competitive edge and effectiveness. The Board of Directors also recognized that gender diversity is a significant aspect of diversity and acknowledges the important role that women, with appropriate and relevant skills and experience, can play in contributing to the diversity of perspectives on the Board of Directors and at executive officer level.

Definition

In this Policy, the term "diversity" refers to all the criteria that make individuals different from one another. It includes, but is not limited to, criteria such as gender, geographical representation, education, background, regional and industry experience, ethnicity, age, disability and other distinctions. The term "executive officer" in this Policy has the meaning attributed to it in National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended.

The Board of Directors remains committed to basing Board Member and executive officer nominations on merit and selecting the best person to fulfill these roles. Within this framework, to support the corporation's Board diversity and executive officer diversity objectives, the Board, the Corporate Governance Committee, the Chair and the Chief Executive Officer will, as applicable, when identifying and considering the selection of candidates for director and senior leadership positions:

- Consider the benefits of all aspects of diversity including, but not limited to, those described above;
- Consider the level of representation of women on the Board of Directors and in executive officer positions, respectively; and
- In addition to its own searches, if necessary, engage independent external advisors to conduct a search for candidates who meet the Board of Directors' and the Corporation's expertise, skills and diversity criteria to achieve the Corporation's diversity goals.

Measurable Objectives

The Board of Directors is committed to ensuring that gender diversity is actively pursued. At the date of the adoption of this Policy, the Board of Directors does not believe that quotas or measurable targets would necessarily result in the identification or selection of the best candidates. Accordingly, the Corporation has not established fixed targets regarding the representation of women on the Board of Directors or in executive officer positions.

Responsibility

The Corporate Governance Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Corporate Governance Committee will discuss any revisions that may be required and recommend any such revisions to the Board of Directors for approval.

Document Approval History

Version	Approver Name	Approver Title	Signature	Date
1.0	Derek Watchorn	Chair, Corporate Governance Committee		March 9, 2017
	Michael Sifton	CEO		March 9, 2017
	James Lorimer	CFO		March 9, 2017