

DATA COMMUNICATIONS MANAGEMENT CORP.

Corporate Governance Committee Charter

This charter (the "Charter") sets forth the purpose, composition, responsibilities and authority of the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of DATA Communications Management Corp. (the "Company").

1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- overseeing the compensation of directors;
- developing corporate governance guidelines and principles for the Company;
- identifying individuals qualified to be nominated as members of the Board;
- the structure and composition of Board committees; and
- evaluating the performance and effectiveness of the Board and its members.

2. Composition and Membership

(a) The Board will appoint the members ("Members") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a member upon ceasing to be a director.

(b) The Committee will consist of at least three directors. A majority of the Members will meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company's securities are listed, including section 1.4 of National Instrument 52-110 - *Audit Committees*. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.

(c) All Members will have a working familiarity with corporate governance and compensation matters.

(d) The Board will appoint one of the Members to act as the chair of the Committee (the "Chair"). The corporate secretary of the Company (the "Secretary") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not be, a Member to act as the secretary of the meeting.

(e) No more than one third of the Members of the Committee shall be a sitting Chief Executive Officer of another publicly-traded company. The Chief Executive Officer and the President of the Company shall be excluded from the Committee Member selection process.

(f) Two or more Members may not sit on two or more boards of the same publicly-traded company. Three or more Members may not sit on any other corporate boards together.

3. Meetings

(a) Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event not less than two times per year. Members may attend all meetings either in person, by video conference or by telephone.

(b) The Chair, if present, will act as the chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee, the Members in attendance may select one of their number to act as chair of the meeting.

(c) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

(d) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.

The Committee should meet *in camera* without members of management in attendance for a portion of each meeting of the Committee.

(e) In advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

4. Duties and Responsibilities

The duties and responsibilities of the Committee as they relate to the following matters are as follows:

4.1 Compensation Policies

The Committee will ensure compensation policies for the directors:

- (i) properly reflect their duties and responsibilities;
- (ii) are competitive in attracting, retaining and motivating people of the highest quality;
- (iii) align the interests of the directors with shareholders and the Company as a whole;
- (iv) are based on established corporate performance objectives; and
- (v) are clearly distinguishable between each other, that is, the structure of non-executive directors' compensation should be distinguishable from that of executive directors.

4.2 Directors' Compensation

The Committee will annually review directors' compensation and, in the Committee's discretion, recommend any changes to the Board for consideration.

4.3 Compensation Disclosure

The Committee will review all annual director compensation disclosure before it is publically released.

4.4 Investigation

The Committee will direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties.

4.5 Corporate Governance Documents

The Committee will:

- (i) annually review the Company's Board Mandate, position descriptions of the Chair of the Board, chairs of the Company's committees and Chief Executive Officer, Committee Charters and principal corporate policies (which review shall be conducted with the Audit Committee) and, in the Committee's discretion, recommend any changes to the Board for consideration; and
- (ii) annually (1) review and assess the size, composition and operation of the Board to ensure effective decision-making; (2) review and assess the size, composition and chairs of all of the Committees of the Board; (3) identify and review candidates for appointment or nomination to the Board based upon an assessment of the independence, skills, qualifications and experience of the candidate, and make recommendations to the Board for consideration.

4.6 Nomination of Directors

The Committee will:

- (i) consider what competencies and skills the Board, as a whole, should possess;
- (ii) assess what competencies and skills each existing director possesses. The Board should be considered as a group, with each individual making his or her own contribution. Attention should also be paid to the personality and other qualities of each director, as these may ultimately determine the boardroom dynamic;
- (iii) recommend to the Board the necessary and desirable competencies of directors;
- (iv) identify individuals qualified to become new Board members and recommend to the Board the new director nominees for the next annual general meeting of shareholders. In doing so the Committee shall consider the competencies and skills necessary for the Board, the competencies and skills of existing directors and each new nominee as well as the time a new nominee can devote to the Board;
- (v) annually conduct, review and report to the Board the results of an assessment of the Board's performance and effectiveness;
- (vi) engage and compensate outside professionals where the Members believe it is necessary to carry out their duties and responsibilities;
- (vii) annually prepare and review a succession plan for the Chair of the Board or any person acting in such capacity; and
- (viii) direct and supervise the investigation into any matter brought to its attention within the scope of its duties.

4.7 Other Duties

The Committee will perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable regulatory authorities or legislation.

5. **Majority Voting Policy**

Directors who receive more votes "withheld" than "for" must submit resignations promptly. The Board must accept such resignations except in special circumstances. In accordance with the terms of the Corporate Disclosure Policy, the Board must announce its decision to either accept or reject the resignation in a press release within ninety days, including the reasons for rejecting the resignation, if applicable.

6. **Reporting**

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

7. Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members.

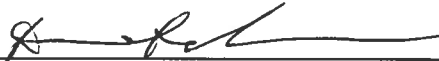
The Committee has the authority to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms, without prior approval of the Board.

8. Review of Mandate

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Approved by the Corporate Governance Committee effective March 7, 2017.

Ratified by the Board of Directors March 9, 2017



Derek Watchorn, Chair
Corporate Governance Committee