

DATA COMMUNICATIONS MANAGEMENT CORP.

(formerly DATA GROUP LTD.)

TERMS OF REFERENCE FOR THE CHAIRPERSON OF THE AUDIT COMMITTEE

Title: Chairperson (the “**Chair**”) of the Audit Committee (the “**Committee**”)

Appointment: The Chair is an independent, financially literate (within the meaning of all applicable laws and any other relevant considerations) director of the Corporation who is elected as a director by the Corporation’s shareholders and is appointed by the other directors annually as a member of the Committee. The Chair is elected to the position of Chair by the members of the Committee or the board of directors (the “**Board**”) and serves in this role at the pleasure of the Board and the Committee. The Chair is eligible to sit as a member of or chair of any other Board committee. The Chair will be entitled to receive such remuneration for acting in such capacity as may be determined from time to time by the board on the advice of the Corporate Governance Committee.

Reports: Unless the Chair and the chairperson are the same person, the Chair maintains open communication with the chairperson of the Board. Unfettered two-way communication with all senior officers and the external auditors of the Corporation is also required.

Function: The Chair’s primary role includes ensuring that the Committee functions properly, that it meets its obligations and responsibilities, and that its organization and mechanisms are in place and are working effectively.

Key Responsibilities:

1. The Chair will provide leadership to the Committee with respect to its functions as described in the Committee’s written mandate and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee.
2. The Chair calls and chairs meetings of the Committee.
3. The Chair will ensure that the Committee meets on a regular basis and at least quarterly.
4. In consultation with the chairperson of the Board and the Committee members, establishes a calendar for holding meetings of and sets the agendas for the meetings of the Committee.
5. In collaboration with the chairperson of the Board, the Chief Executive Officer of the Corporation and the Chief Financial Officer of the Corporation, ensures that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon.
6. Assigns work to Committee members.

7. The Chair will act as liaison and maintains communication with the chairperson of the Board and the Board to optimize and coordinate input from the other members of the Board, and to optimize effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Board may require or as the Committee considers advisable.
8. The Chair will ensure that the Committee receives adequate and regular updates from the management of the Corporation on all issues relating to audits, financial statements, managements` discussion and analysis of financial condition and results of operations, annual and interim earnings, related press releases, procedures for disclosure of financial information, internal controls and disclosure controls.
9. The Chair will meet separately as required with management of the Corporation to optimize the Chair`s liaison function and to ensure efficient communication between management of the Corporation and the Committee.
10. The Chair will meet separately as required with the external auditors of the Corporation to ensure that the Committee has the information required to perform its role of oversight in line with its mandate.
11. Pre-approves non-audit services not prohibited by law to be performed by external auditors in conformity with the terms of any authorization delegated to the Chair by the Committee.
12. Reports annually to the Committee on the role of the Chair and the effectiveness of the Chair role in contributing to the objectives and responsibilities of the Committee as a whole.
13. Reports annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole.