

**SANDVINE CORPORATION**  
**(the "Company")**

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE**  
**BOARD OF DIRECTORS**

**Section 1      Role and Purpose**

The Corporate Governance Committee is a committee of the Board of Directors. The function of the Corporate Governance Committee is to assist the Board of Directors in fulfilling their responsibilities to the shareholders, securities regulatory authorities and stock exchanges, the investment community and others by:

- (a) reviewing the Company's disclosure and insider trading policies and similar policies and practices as deemed required;
- (b) assessing the effectiveness of the Board as a whole (including any committees) as well as discussing the contribution of individual members;
- (c) considering questions of management succession;
- (d) assessing the performance of the Chief Executive Officer of the Company;
- (e) periodically assessing the Company's governance;
- (f) considering and approving proposals by the Board to engage outside advisors on behalf of the Board as a whole or on behalf of the independent directors of the Board;
- (g) proposing new nominees for appointment to the Board where applicable;
- (h) recommending to the Board resignation or removal of directors where their current or past conduct is or has been improper or liable to adversely affect the Company or its reputation; and
- (i) orienting new directors and providing continuing education for existing directors.

**Section 2      Composition of Corporate Governance Committee**

- (a) The Corporate Governance Committee shall have a minimum of three members;
- (b) Every Corporate Governance Committee member must be a director of the Company. The Corporate Governance Committee shall be comprised of such directors as are determined by the Board of Directors, each of whom shall be independent within the meaning of multilateral instrument 52-110 Audit Committees of the Canadian Securities Administrators (or exempt therefrom), and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Corporate Governance Committee;
- (c) The members of the Corporate Governance Committee shall be elected by the Board of Directors on an annual basis or until their successors shall be duly

appointed. Unless a Chair is elected by the full Board, the members of the Corporate Governance Committee may designate a Chair by majority vote of the full Corporate Governance Committee membership; and

- (d) Any member of the Corporate Governance Committee may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Corporate Governance Committee on ceasing to be a Director. The Board of Directors may fill vacancies on the Corporate Governance Committee by election from among the Board of Directors. If and whenever a vacancy shall exist on the Corporate Governance Committee, the remaining members may exercise all its powers so long as a quorum remains.

### **Section 3 Meeting Procedures**

#### **(a) Time**

- The Corporate Governance Committee shall meet at least four (4) times annually, or more frequently as circumstances require.
- The Corporate Governance Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Corporate Governance Committee shall have full access to all corporate information and any other information deemed appropriate by them.

#### **(b) Quorum**

- Quorum for the transaction of business at any meeting of the Corporate Governance Committee shall be a majority of the number of members of the Corporate Governance Committee or such greater number as the Corporate Governance Committee shall by resolution determine.

#### **(c) Notice**

- Meetings of the Corporate Governance Committee shall be held from time to time and at such place as any member of the Corporate Governance Committee shall determine upon reasonable notice to each of its members which shall be not less than twenty-four (24) hours. The notice period may be waived by all members of the Corporate Governance Committee.

### **Section 4 Responsibilities**

In fulfilling its role and purpose, the Corporate Governance Committee shall:

#### **(a) General**

- Review and recommend to the Board of Directors changes to this Charter, as considered appropriate from time to time.
- Summarize in the Company's annual report or annual information form the Corporate Governance Committee's composition and activities.

- Submit the minutes of all meetings of the Corporate Governance Committee to the Board of Directors.
- Perform any other activities that the Corporate Governance Committee deems necessary or appropriate.

**(b) Reporting Process**

- The Committee's role is to review and submit to the Board of Directors as a whole, recommendations concerning corporate governance matters. Such reports may be oral or in writing.

**(c) Governance**

- The Committee should review, on a periodic basis, the size and composition of the Board of Directors and ensure that an appropriate number of independent Directors sit on the Board.
- The Committee should facilitate the independent functioning of the Board and seek to maintain an effective relationship between the Board and senior management of the Company.
- The Committee should develop a written position description for the Chief Executive Officer and should assess, annually, the Chief Executive Officer's goals and objectives for the upcoming fiscal year and provide an appraisal of the Chief Executive Officer's performance.
- The Committee should review, annually, the effectiveness of senior management and other executive officers as a whole, and the contribution and qualification of individual senior executive officers and other key employees of the Company, including making recommendations where appropriate that a current officer or other key employee be removed or not re-hired.
- The Committee should assess, annually, the effectiveness of the Chairman of the Board, the Board as a whole, all committees of the Board and the contribution, competency, skill and qualification and, if applicable, position distributions, of individual directors, including making recommendations where appropriate that a sitting Director be removed or not re-appointed and should also provide or coordinate the provision of continuing education for the directors so as to assist the directors in maintaining the skill and knowledge necessary to meet their obligations as directors.
- The Committee should review, on a periodic basis, the Company's Disclosure Policy, and recommend to the Board any changes thereto as considered appropriate from time to time.
- The Committee should develop a process to address any conflict of interest and to periodically review such process.
- The Committee should review, on a periodic basis, questions of management succession.

**(j) Nominating Role**

- The Committee should, as necessary or appropriate, establish qualifications for Directors and procedures for identifying possible nominees who meet these criteria. In so doing, it should consider desired competencies and skills and the appropriate size of the Board.
- The Committee should provide orientation or information as requested to new Directors.
- The Committee should analyze the needs of the Board of Directors when vacancies arise on the Board and identify and recommend nominees who meet such needs.

**(k) Authority of the Corporate Governance Committee**

- If considered appropriate, conduct or authorize investigations into any matters within the Corporate Governance Committee's scope of responsibilities. The Corporate Governance Committee is empowered to retain independent counsel, accountants and other professionals to assist in the conduct of any such investigation and to set and pay the compensation of these advisors without consulting or obtaining the approval of a Company officer.

**(l) Limitations on Committee's Duties**

- Notwithstanding the foregoing and subject to applicable law, nothing contained in this Charter is intended to require the Committee to ensure the Company's compliance with applicable laws or regulations.
- In contributing to the Committee's discharge of its duties under this Charter, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject.
- The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's security-holders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to security-holders of the Company or other liability whatsoever.

**Section 5 Establishment of Corporate Governance Committee**

The Corporate Governance Committee, and the adoption of this Charter, is established by resolution of the Board of Directors dated September 14, 2006.