

MARCH NETWORKS CORPORATION

(the “Company”)

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. ESTABLISHMENT AND PURPOSE OF THE COMMITTEE

The Board of Directors of the Company (the “Board”) has established a Nominating and Governance Committee (the “Committee”) to identify candidates for director and to recommend to the Board qualified director candidates for election at the next annual meeting of shareholders (“Annual Meeting”). The Committee shall also oversee and assess the functioning of the Board and the committees of the Board and the development and recommendation to the Board, and the implementation and assessment of, effective corporate governance principles.

2. COMPOSITION AND QUALIFICATION OF MEMBERS

The Committee shall be composed of a minimum of three members. Each member of the Committee shall be both an “unrelated” director and “independent” director (as such terms are defined under the requirements or guidelines for nominating committee and governance committee service in applicable securities laws and the rules of any stock exchange on which the Company’s securities are listed for trading).

3. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. *Board Composition and Director Nominations*

- (1) The Committee shall identify and recommend to the Board qualified individuals to become director candidates for election at the Annual Meeting.
- (2) The Committee shall:
 - (i) review from time to time the size and composition of the Board;
 - (ii) develop and review periodically standards to be applied in making determinations as to the independence of directors and the presence or absence of material relationships between a director and the Company;
 - (iii) review annually the competencies, skills and personal qualities of directors in order to add value to the Company, in light of:
 - the opportunities and risks facing the Company, the Company’s business and the Company’s proposed business and growth strategy; and
 - the need to ensure that a majority of the Board is comprised of individuals, each of whom is an “unrelated” director and an “independent” director (as such terms are defined under the

requirements or guidelines for board service in applicable securities laws and the rules of any stock exchange on which the Company's securities are listed for trading); and

- (iv) in light of (a), (b) and (c) above, make recommendations for changes to the composition of the Board.
- (3) The Committee shall recruit and consider candidates for director, including any candidates recommended by shareholders, having regard to the background, employment and qualifications of possible candidates. The Committee shall:
- (i) consider the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
 - (ii) consider the competencies and skills that the Board considers each existing director to possess;
 - (iii) consider the candidate's competencies, skills and personal qualities and whether they are aligned with the Company's needs;
 - (iv) consider candidates from a wide range of backgrounds;
 - (v) consider any criteria for selecting new directors established by the Board; and
 - (vi) ensure each candidate understands the demands and expectations of a director of the Company.

B. *Corporate Governance*

- (1) The Committee shall be responsible for reviewing at least annually the Company's approach to governance issues. The Committee shall establish and review annually the Company's corporate governance guidelines.
- (2) The Committee shall establish policies to enable an individual director to engage an outside advisor at the expense of the Company, with the approval of the Committee.

C. *Business and Ethical Conduct*

- (1) The Committee shall:
 - (i) establish and update periodically a Code of Business Conduct and Ethics for the Chief Financial Officer and the Chief Executive Officer and be responsible for granting any waivers from the application of such Code and establish a Code of Business Conduct and Ethics for all Company employees; and
 - (ii) review Management's monitoring of compliance with such Codes.

D. *Insider Trading*

- (1) The Committee shall prepare and revise as necessary a policy on insider trading respecting the Company's securities. Such policy shall impose mandatory black-out periods during which directors and Management of the Company are prohibited from trading in securities of the Company.
- (2) The Committee shall periodically review Management's systems and practices for ensuring that all directors and all officers of the Company who are required to do so file insider reports in connection with any trade of securities of the Company or any derivative transaction which results in the effective disposition of the individual's economic interest in a security of the Company within the period of time in which such reports are required to be filed.

E. *Director Orientation and Continuing Education*

The Committee shall oversee an orientation program to familiarise new directors with the Company's business and operations, including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, Management and the external auditor. The Committee shall also provide ongoing educational opportunities for all directors to enhance their skills as directors and to ensure that their knowledge and understanding of the Company's business remains current.

F. *Board Evaluations*

- (1) The Committee shall annually review and make recommendations to the Board for changes to the Mandate for the Board and the position descriptions for the Chair of the Board and the Lead Director of the Board, if any.
- (2) The Committee shall conduct annual surveys of directors with respect to their views on the effectiveness of the Board, the Chair of the Board, the Lead Director of the Board, if any, each committee of the Board and its Chair and the contribution of individual directors.
- (3) The Committee shall also annually assess the effectiveness of the Board as a whole and each committee of the Board, including this Committee, and make recommendations to the Board.

G. *Operations of the Board*

- (1) The Committee shall assess the needs of the Board and make recommendations with respect to rules and guidelines governing and regulating the affairs of the Board, including:
 - (i) the frequency and location of Board and committee meetings;
 - (ii) procedures for establishing meeting agendas and the conduct of meetings;
and

- (iii) the availability, relevance and timeliness of discussion papers, reports and other information required by the Board.

H. Board Committees

- (1) At the first meeting of the Board following each Annual Meeting, the Chair of the Committee shall recommend to the Board the allocation of directors to each of the Board committees. Thereafter, when a vacancy occurs at any time in the membership of any Board committee, the Committee shall recommend a particular director to the Board to fill such vacancy.
- (2) The Committee shall review from time to time, and at least annually, the charters of the committees of the Board and make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

I. Board Independence

The Committee shall monitor and assess the relationship between the Board and Management, define the limits to Management's responsibilities and make such recommendations as it may deem necessary with a view to ensuring that the Board is able to function independently of Management.

J. Reporting and Disclosure Requirements

The Committee shall report regularly to the Board regarding its meetings and progress in carrying out the responsibilities of the Committee pursuant to this Charter.

The Committee shall annually report on corporate governance in accordance with all applicable rules and regulations as required in public disclosure documents.

K. General

The Committee shall undertake on behalf of the Board such other corporate governance initiatives as may be necessary or desirable to enable the Board to provide effective corporate governance for the Company and contribute to the success of the Company and enhance shareholder value.

L. The Charter

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated by the Board with reference to this Charter annually.

The Committee shall ensure that this Charter is disclosed on the Company's website and that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements in the annual proxy circular or annual report of the Company.

4. **AUTHORITY OF THE COMMITTEE**

- (1) ***Access*** - The Committee shall be entitled to full access to all books, records, facilities, and personnel of the Company and its subsidiaries. The Committee may require such officers, directors and employees of the Company and its subsidiaries and others as it may see fit from time to time to provide any information about the Company and its subsidiaries as it may deem appropriate and to attend and assist at meetings of the Committee.
- (2) ***Delegation*** - The Committee may delegate from time to time to any person, including any individual member of the Committee, or committee of persons any of the Committee's responsibilities that lawfully may be delegated.
- (3) ***Adoption of Policies and Procedures*** - The Committee may adopt policies and procedures for carrying out its responsibilities.
- (4) ***Professional Assistance*** - The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense.

5. **OPERATING GUIDELINES AND PRINCIPLES**

(1) ***Appointment and Replacement of Committee Members***

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointing another director to the Committee. The Board shall fill any vacancy if the membership of the Committee is less than three directors. Whenever there is a vacancy on the Committee, the remaining members may exercise all its power as long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be appointed by the Board annually and each member of the Committee shall remain on the Committee until the next annual meeting of shareholders after his or her election or until his or her successor shall be duly elected and qualified.

(2) ***Committee Chair***

Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Chair of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting to the Board.

(3) ***Conflicts of Interest***

If a Committee member faces a potential or actual conflict of interest relating to a matter before the Committee, other than matters relating to the compensation of directors, that member shall be responsible for informing the Committee Chair. If the Committee Chair faces a potential or actual conflict of interest, the Committee

Chair shall advise the Chair of the Board. If the Committee Chair, or the Chair of the Board, as the case may be, concurs that a potential or actual conflict of interest exists, the member faced with such conflict shall disclose to the Committee the member's interest and shall not participate in the consideration of the matter and shall not vote on the matter.

(4) ***Compensation of Committee Members***

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine. No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a director or a member of a committee of the board of the Company or any of its affiliates.

(5) ***Meetings of the Committee***

(i) ***Procedures for Meetings*** - Subject to any applicable statutory or regulatory requirements, the articles and by-laws of the Company and the terms of the Committee's Charter, the time at which and place where the meetings of the Committee shall be held and the calling of Committee meetings and the procedure in all things at such meetings shall be determined by the Committee.

(ii) ***Calling of Meetings*** - The Committee shall meet as often as it deems appropriate to discharge its responsibilities. Notice of the time and place of every meeting shall be given in writing, by any means of transmitted or recorded communication, including facsimile, telex, telegram or other electronic means that produces a written copy, to each member of the Committee at least 24 hours prior to the time fixed for such meeting. However, a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Whenever practicable, the agenda for the meeting and the meeting materials shall be provided to members before the Committee meeting in sufficient time to provide adequate opportunity for their review.

(iii) ***Quorum*** - A majority of the members constitute a quorum for the transaction of Committee business.

(iv) ***Chair of Meetings*** - If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present shall be chosen by the Committee to preside at the meeting.

(v) ***Secretary of Meeting*** - The Chair of the Committee shall designate a person who need not be a member of the Committee to act as secretary or, if the Chair of the Committee fails to designate such a person, the

secretary of the Company shall be secretary of the Committee. The agenda of the Committee meeting will be prepared by the secretary of the Committee and, whenever reasonably practicable, circulated to each member prior to each meeting.

- (vi) ***Separate Executive Meetings*** - The Committee shall meet at least once every quarter, and more often as warranted, with the Chief Executive Officer and such other officers of the Company as the Committee may determine to discuss any matters that the Committee or such individuals believes should be discussed privately. The Committee shall also meet periodically without Management present.
- (vii) ***Reporting to the Board*** - The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.
- (viii) ***Minutes*** - Minutes of the proceedings of the Committee shall be kept in minute books provided for that purpose. The minutes of Committee meetings shall accurately record the discussions of and decisions made by the relevant Committee, including all recommendations to be made by the Committee to the Board and shall be distributed to all Committee members.