



SANGOMA TECHNOLOGIES CORPORATION
(the “ Corporation”)

CORPORATE GOVERNANCE COMMITTEE
CHARTER

1. PURPOSE

The overall purpose of the Corporate Governance Committee (the “**Committee**”) of the Corporation is to develop and monitor the Corporation’s approach to matters of governance.

2. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least two members (the “**Members**”) of the board of directors of the Corporation (the “**Board**”), a majority of whom shall be, in the determination of the Board, “independent” (as such term is defined in National Policy 58-201 – *Corporate Governance Guidelines*, as amended from time to time) and comply with all other applicable securities laws, regulations, rules and stock exchange requirements.
2. The Board, at its organizational meeting held in conjunction with each annual meeting of shareholders, shall appoint the Members for the ensuing year. The Board may at any time remove or replace any Member and may fill any vacancy in the Committee. Any Member ceasing to be a director shall cease to be a Member. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board on the recommendation of the Committee and will be filled by the Board if the membership of the Committee falls below two directors.
3. Unless the Board shall have appointed a chair of the Committee, the Members shall select a chair from amongst their number. The chair shall be “independent” and shall not have a second, or casting, vote in addition to the chair’s initial vote.
4. The Committee shall have access to such officers and employees of the Corporation, the Corporation’s external auditors and its legal counsel, to separate legal counsel and advisors (at the Corporation’s expense) and to such information respecting the Corporation as it considers to be necessary or advisable in order to perform its duties and responsibilities.

5. The Committee shall meet at such times and at such locations as the chair of the Committee shall determine. Any Member may request a meeting of the Committee.
6. The chair of the Committee will be responsible for developing and setting the agenda for Committee meetings and determining the time, place and frequency of Committee meetings, provided that any two members of the Committee may call a Committee meeting.
7. Notice of the time and place of every Committee meeting will be given verbally or in writing to each Member and to the Chief Executive Officer and the Chief Financial Officer at least 24 hours prior to the time fixed for such meeting.
8. A majority of the Committee constitutes a quorum. No business may be transacted by the Committee except by resolution in writing signed by all Members or at a Committee meeting at which a quorum of the Committee is present in person or by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. At Committee meetings, Committee actions shall require approval of a majority of Committee members.

3. **THE DUTIES OF THE COMMITTEE AS SET OUT IN THE CHARTER FOR THE CORPORATE GOVERNANCE COMMITTEE ARE AS FOLLOWS:**

- (a) to develop and monitor the Corporation's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices and to continue to develop the Corporation's approach to corporate governance issues;
- (b) to undertake an annual review of corporate governance issues and practices as they affect the Corporation and make a comprehensive set of recommendations to the Board during each calendar year;
- (c) to advise the Board or any committees of the Board of corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- (d) to review with the Board on a regular basis but not less than annually, the Directors' Mandate, the charter of each of the committees of the Board and the methods and processes by which the directors fulfill their respective duties and responsibilities, including without limitation:
 - (i) the number and content of meetings of the directors;



- (ii) the number of meetings of the independent directors at which members of Management are not present;
 - (iii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - (iv) material which is to be provided to the Board generally and with respect to meetings of the Board or its committees;
 - (v) resources available to the Board; and
 - (vi) the communication process between the Board and management;
- (e) to recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Corporation in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof;
 - (f) to develop a position description for the chairman of the Board (the “Chairman”) and to assess the performance of the Chairman;
 - (g) to develop and implement an orientation and educational program for new recruits to the Board in order to familiarize new directors with the business of the Corporation, its management and professional advisers and its facilities as well as to inform such recruits of the contribution they are expected to make including, but not limited to, the commitment of time and energy that the Corporation expects from its directors;
 - (h) to develop and implement a process for assessing the effectiveness of the Board, individual directors, Board committees and the chairs thereof and to report and make recommendations to the Board thereon;
 - (i) to review the effectiveness of the charters of the Audit Committee, the Corporate Governance Committee and the Compensation and Nominating Committee of the Corporation as they relate to matters affecting governance;
 - (j) to report annually to the Corporation’s shareholders, through the Corporation’s annual management proxy circular or annual report to shareholders, on the Corporation’s approach to corporate governance;
 - (k) to adopt and implement a communications policy for the Corporation as well as a black-out policy for directors, executives and employees of the Corporation;



- (l) to recommend to the Board for adoption a business code of conduct to ensure ethical behavior and compliance with laws and regulations, to monitor compliance with such code of conduct and to consider and, if deemed appropriate, provide waivers from compliance with the code; and
- (m) to provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Corporation's business remain current.

4. **OTHER CORPORATE GOVERNANCE MATTERS**

In addition, the Board may refer to the Committee such other matters and questions relating to corporate governance as the Board may from time to time see fit.

5. **ACCESS TO PERSONNEL & INFORMATION**

The Committee shall have access to such officers and employees of the Corporation, the Corporation's independent auditors and its legal counsel, to separate legal counsel and advisors and to such information respecting the Corporation as it considers to be necessary or advisable in order to perform its duties and responsibilities;

6. **DIRECTORS MAY REQUEST MEETING**

Any Director of the Corporation may request the chair of the Committee to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such Director, and may participate in such meeting to the extent permitted by the chair of the Committee.