

REDLINE COMMUNICATIONS GROUP INC.

NOMINATING COMMITTEE CHARTER

Section 1. PURPOSE

- 1.1 The primary function of the Nominating Committee (the "**Committee**") is to assist the board of directors (the "**Board**") of Redline Communications Group Inc. (the "**Company**") in identifying, recruiting and nominating suitable candidates to serve on the Board.

Section 2. MEMBERSHIP AND ORGANIZATION

- 2.1 **Composition** - The Committee shall be comprised of such directors as are determined by the Board, each of whom shall be independent within the meaning of National Instrument 58-101 - Disclosure of Corporate Governance Practices of the Canadian Securities Administrators, and free from 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 Committee.
- 2.2 **Appointment and Removal of Committee Members** - Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company's shareholders at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.
- 2.3 **Chair** - At the time of the annual appointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall: be a member of the Committee, preside over all Committee meetings, coordinate the Committee's compliance with this mandate, work with management to develop the Committee's annual work-plan and provide reports of the Committee to the Board.
- 2.4 **Independence** - Each member of the Committee shall meet any requirements promulgated by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (collectively, "**Applicable Requirements**") related to independence.

Section 3. MEETINGS

- 3.1 **Meetings** - The members of the Committee shall hold meetings as are required to carry out this mandate. The Chair, any member of the Committee, the Chair the Board or the Chief Executive Officer may call meetings of the Committee by notifying the Company's Corporate Secretary who will notify

the members of the Committee. In the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.

- 3.2 **Corporate Secretary and Minutes** - The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
- 3.3 **Quorum** - A majority of the members of the Committee shall constitute a quorum.
- 3.4 **Access to Management and Outside Advisors** - The Committee shall have unrestricted access to the Company's management and employees. The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

Section 4. FUNCTIONS AND RESPONSIBILITIES

- 4.1 The Committee shall have the functions and responsibilities set out below as well as any other matters that are specifically delegated to the Committee by the Board. In addition to these functions and responsibilities, the Committee shall perform the duties required of a nominating committee by Applicable Requirements.

4.1.1. Composition of the Board and its Committees

- (a) **Nomination or Appointment of Directors** - The Committee shall recruit, consider and, if advisable, make recommendations to the Board on candidates for nomination or appointment to the Board. In making its recommendations, the Committee should consider: (i) the competencies and skills that the Board considers to be necessary for the Board, as a whole to possess; (ii) the competencies and skills that the Board considers each existing director to possess; (iii) the competencies and skills each new nominee will bring to the Board; and (iv) whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.
- (b) **Committee Appointments** - The Committee shall consider and recommend for Board approval, the appointment of directors to Board committees.
- (c) **Removal of Director from Board or Board Committee** - The Committee may recommend for Board approval the removal of a

director from the Board or a Board committee if he or she is no longer qualified to serve as a director under Applicable Requirements or for any other reason the Committee considers appropriate.

- 4.2 **Review of Shareholder Proposals** - The Committee shall review any and all shareholder proposals submitted to the Company relating to the nomination of a member of the Board and recommend to the Board appropriate action on any and each such proposal.
- 4.3 **Delegation** - The Committee may, to the extent permissible by Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.

Section 5. REPORTING TO THE BOARD

- 5.1 The Chair shall report to the Board on material matters arising at Committee meetings and, where applicable, shall present the Committee's recommendations to the Board for its approval.
- 5.2 After each meeting of the Committee where conduct review matters are discussed, the Chair shall report to the Board on the conduct review matters considered by the Committee.

Section 6. GENERAL

- 6.1 The Committee shall, to the extent permissible by Applicable Requirements, have such additional authority as may be reasonably necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill the duties under this mandate.
- 6.2 On an annual basis, this Charter shall be reviewed and assessed, and any proposed changes shall be submitted to the Board for consideration.
- 6.3 The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Company's shareholders 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 shareholders of the Company or other liability whatsoever.