

ORBITE TECHNOLOGIES INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Orbite Technologies Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Articles and Bylaws, as amended from time to time (the “Constituting Documents”) and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its shareholders or as required by applicable laws.

These Guidelines are available on the Company’s website.

I. THE BOARD*SIZE OF THE BOARD*

The Company’s Constituting Documents provide that the number of directors will be fixed from time to time by the Board, but in no event will be less than three or more than ten. The Corporate Governance & Human Resources Committee will periodically review the size of the Board and determine the size that is most effective based on the Company’s circumstances.

INDEPENDENCE OF THE BOARD

A majority of directors must qualify as independent directors (the “Independent Directors”) under the listing standards of the Toronto Stock Exchange and within the meaning of Regulation 52-110 (the “Regulation”), as amended or replaced from time to time. The Corporate Governance & Human Resources Committee will review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

DIRECTOR QUALIFICATION STANDARDS

The Corporate Governance & Human Resources Committee is responsible for reviewing and recommending to the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), the Corporate Governance & Human Resources Committee, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today’s business environment, experience in the Company’s industry and with relevant social policy concerns, understanding of the Company’s business on a technical level, other board service and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise

of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the Corporate Governance & Human Resources Committee also considers the director's past attendance at meetings and participation in and contributions to the activities of the Board.

SELECTION OF NEW DIRECTORS

The entire Board will stand for election by the shareholders of the Company each year at the Company's annual meeting. Each year, at the annual meeting, the Board will recommend a slate of directors for election by the shareholders. In accordance with the Constatng Documents and the corporate law statute governing the Company, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of shareholders. The Corporate Governance & Human Resources Committee is responsible for identifying, screening and recommending candidates to the entire Board.

SELECTION OF CHAIRMAN OF THE BOARD

The Board will select the Chairman of the Board in accordance with the Company's Bylaws.

NO SPECIFIC LIMITATION ON OTHER BOARD SERVICE

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Corporate Governance & Human Resources Committee and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's shareholders. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

DIRECTORS WHO RESIGN THEIR CURRENT POSITIONS WITH THEIR COMPANY

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, such director should submit his or her resignation to the Board, which the Board may accept or reject based on the recommendation of the Corporate Governance & Human Resources Committee.

TERM LIMITS

As each director is subject to election by shareholders on an annual basis, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

RETIREMENT

It is the general policy of the Company that no director may stand for election to the Board after his or her 75th birthday. The Board may, however, make exceptions to this standard, based on the recommendation of the Corporate Governance & Human Resources Committee, as it deems appropriate in the interests of the Company's shareholders.

DIRECTOR RESPONSIBILITIES

The Board will supervise the management of the business and affairs of the Company, including through one or more of its committees as set forth in the committee charters.

Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business;
- the identification of the principal risks of the Company's business, and ensuring the implementation of appropriate systems to manage these risks;
- adopting a Disclosure policy;
- developing the Company's approach to corporate governance, including developing a set of corporate governance guidelines that are specifically applicable to the Company;
- reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- reviewing and, where appropriate, approving major changes in, and determinations under, the Company's Guidelines, Code of Business Conduct and Ethics and other Company policies;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any business or asset material to the Company or the entry of the Company into any major new line of business;
- with respect to the Independent Directors, and as directed by the Board, together with the Corporate Governance & Human Resources Committee, regularly evaluating the performance and approving the compensation of the President and Chief Executive Officer;
- with the input of the Chief Executive Officer and the Corporate Governance & Human Resources Committee, regularly evaluating the performance of other senior executives;
- planning for succession with respect to the position of Chief Executive Officer and other senior management (including appointing, training and monitoring senior management) and monitoring management's succession planning for other senior executives;
- ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations; and
- performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

COMPENSATION

The Company's executive officers shall not receive additional compensation for their service as Directors. Senior management of the Company will report once a year to the Corporate Governance & Human Resources Committee regarding the status of the Company's Director compensation in relation to other Canadian listed companies of comparable size and the Company's competitors. Such report will include consideration of both direct and indirect forms of compensation to the Company's Directors, including any charitable contributions by the Company to organizations in which a Director is involved. Following a review of the report, the Corporate Governance & Human Resources Committee will recommend any changes in Director compensation to the Board for approval.

CONFLICTS OF INTEREST

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

BOARD ORIENTATION AND CONTINUING EDUCATION OF BOARD MEMBERS

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, these Guidelines, principal officers, and independent auditors.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

INTERACTION WITH INSTITUTIONAL INVESTORS, THE PRESS AND CUSTOMERS

The Board believes that management speaks for the Company. Each director should refer all inquiries from institutional investors, the press or customers to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

BOARD ACCESS TO SENIOR MANAGEMENT

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

BOARD ACCESS TO INDEPENDENT ADVISORS

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to such advisors and such other independent advisors that the Company retains or that the Board considers necessary to discharge its responsibilities.

ANNUAL SELF-EVALUATION

Following the end of each fiscal year, the Chairman of the Board will oversee an annual assessment by the Board of the Board's performance. The Corporate Governance & Human Resources Committee will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. The Corporate Governance & Human Resources Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

II. BOARD MEETINGS

FREQUENCY OF MEETINGS

The Board will meet at least five (5) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

DIRECTOR ATTENDANCE

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits, with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

ATTENDANCE OF NON-DIRECTORS

The Board encourages the Chairman of the Board or of any committee to bring Company management and outside advisors or consultants from time to time into Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

AGENDAS

The Chairman establishes the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors.

ADVANCE RECEIPT OF MEETING MATERIALS

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful

review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

NUMBER, NAME, RESPONSIBILITIES AND INDEPENDENCE OF COMMITTEES

The Board may create the Committee it judges of interest. Currently there are two (2) committees. Each member of the Audit Committee and the Corporate Governance & Human Resources Committee is required to be an Independent Director.

From time to time, the Board may form a new committee or disband a current committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter. The current committees are:

- **Audit Committee.** The Audit Committee consists of at least three (3) members and reviews the work of the Company's internal accounting and audit processes and independent auditors. The committee has sole authority to appoint and fire the Company's independent auditors and to approve any significant non-audit relationship with the independent auditors.
- **Corporate Governance & Human Resources Committee.** The Corporate Governance & Human Resources Committee consists of at least three (3) members and reviews and approves the Company's goals and objectives relevant to compensation, stays informed as to market levels of compensation, determines and approves the compensation of the Chief Executive Officer based upon the Company's goals and objectives and, based on evaluations submitted by management, recommends to the Board compensation levels and systems for Board members and senior officers other than the Chief Executive Officer that correspond to the Company's goals and objectives. It is also responsible for recommending to the Board individuals to be nominated as directors and committee members. This includes evaluation of new candidates as well as evaluation of current directors. This committee is also responsible for developing and recommending to the Board these Guidelines, as well as reviewing and recommending revisions to these Guidelines on a regular basis.

ASSIGNMENT AND ROTATION OF COMMITTEE MEMBERS

Based on the recommendations of the Corporate Governance & Human Resources Committee, the Board appoints committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of the Company.

Each member of the Audit Committee must satisfy the independence and financial literacy requirements of the Regulation and must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement.

FREQUENCY OF COMMITTEE MEETINGS

The Audit Committee will meet at least four times annually. The Corporate Governance & Human Resources Committee will meet at least two (2) times annually. In addition, special meetings may be called by the Chairman of the committee from time to time as determined by the needs of the

business of the Company. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

COMMITTEE AGENDAS

The Chairman of each committee, in consultation with the appropriate members of the Committee, will develop his or her committee's agenda.

COMMITTEE SELF-EVALUATIONS

Following the end of each fiscal year, each committee will review its performance and compliance with its charter and recommend to the Board any changes to its charter it deems necessary.

IV. LEADERSHIP DEVELOPMENT

ANNUAL REVIEW OF CHIEF EXECUTIVE OFFICER

The Corporate Governance & Human Resources Committee, with input from the Chief Executive Officer, will annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer will make a presentation or furnish a written report to the Corporate Governance & Human Resources Committee indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Corporate Governance & Human Resources Committee will meet to review the Chief Executive Officer's performance. The results of the review and evaluation will be communicated to the Chief Executive Officer by the Chairman of the Corporate Governance & Human Resources Committee.

SUCCESSION PLANNING

The Corporate Governance & Human Resources Committee works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer will report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. There should also be available to the Corporate Governance & Human Resources Committee, on a continuing basis, the Chief Executive Officer's recommendations regarding his or her successor should he or she be unexpectedly disabled.

MANAGEMENT DEVELOPMENT

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.