

ORBITE TECHNOLOGIES INC.

CORPORATE GOVERNANCE & HUMAN RESOURCES COMMITTEE CHARTER

The primary responsibility of the Corporate Governance & Human Resources Committee (the “Committee”) of Orbite Technologies Inc. (the “Company”) is to assist the Board of directors (the “Board”) in fulfilling its responsibilities by overseeing the Company’s corporate governance policies and make policy recommendations aimed at enhancing Board effectiveness.

The Committee of the Company shall be composed, to the extent possible, of not less than three directors of the Company, all of whom shall be independent within the meaning of Regulation 52-110 (the “Regulation”), as amended or replaced from time to time.

I. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Oversight of Corporate Governance Practices

- Conduct a periodic review of the Company’s corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness
- Ensure appropriate structure, size, composition, mandate and membership of Board committees
- Propose agenda items and content for submissions to the Board related to corporate governance issues and provides periodic updates on recent developments in corporate governance
- Conduct a periodic review of the relationship between management and the Board
- Review and approve the Company’s response to the TSX Guidelines and Securities Commission Policies
- Review corporate governance practices disclosure in any report which describes such practices

Management of Board and Committee Activities

- Review annually the mandates of the Board and each committee and all policies related to good governance of the Company, and recommend amendments as it believes are necessary or desirable
- Make recommendations regarding Board meeting dates and agendas, committee meetings, the frequency and content of meetings, and the need for special meetings
- Determine annually which Board and committee members are considered to be independent, recommending its determination to the Board and providing the related analysis
- Ensure effective communication between management and the Board, particularly with respect to the provision of information to directors in a timely manner

Evaluation of Board Effectiveness

- Review the amount and form of director's compensation to ensure that it is competitive and aligns the interests of directors and shareholders
- Conduct at least annually an evaluation of the effectiveness of the Board and its committees
- Conduct an annual evaluation of the effectiveness of individual directors

Recruitment and Education of directors

- Identify, evaluate and recommend suitable candidates for nominees as directors
- Establish criteria for election, re-election and retirement as a director
- Responsible for orientation of new directors and ongoing education of directors

Succession Planning

- Responsible for succession planning for the Chief Executive Officer ("CEO").

Compensation of the executive officers

- Review the compensation of and to make recommendations to the Board with respect to the CEO's compensation level.
- Make recommendations to the Board with respect to the compensation of other senior management and executive officers of the Company.
- Review the compensation and benefits of the directors and executive officers and to ensure that such compensation reflects the responsibilities and risks involved in being a director.
- Review and make recommendations to the Board as to the general compensation and benefits policies and practices of the Company, including incentive stock options for all employees, consultants, directors and officers.
- Ensure there is appropriate training, development and benefit programs in place for management and staff.
- Review and make recommendation to the Board for its approval on any special compensation and benefit arrangements.
- Review its compensation practices by comparing them to surveys of relevant competitors, or by other reasonable means, and to set objective compensation based on this review.

II. OPERATION OF THE COMMITTEE

- **Reporting.** The Committee shall report to the Board.
- **Appointment of Committee Members.** Members of the Committee shall be appointed at a meeting of the Board, typically held immediately after the annual shareholders' meeting, provided that any member may be removed or replaced at any time by the Board and shall in any event cease to be a member of the Committee upon ceasing to be a member of the Board.
- **Vacancies.** Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.

- **Chairman.** The Committee will recommend a director as Chairman of the Committee to the Board for approval.

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside.

- **Secretary.** The Committee shall appoint a Secretary who need not be a member of the Committee or a director of the Company. The Secretary shall keep minutes of the meetings of the Committee.
- **Committee Meetings.** The Committee shall meet at least semi-annually at the call of the Chairman. In addition, a meeting may be called by any director.

Committee meetings may be held in person, by video-conference, by means of telephone or by any combination of any of the foregoing.

- **Calling of Meetings.** A meeting of the Committee may be called by the Chairman of the Committee or by any member of the Committee.
- **Notice of Meeting.** Notice of the time and place of every meeting may be given orally, in writing, by facsimile or by e-mail to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

A member may in any manner waive notice of the meeting. Attendance of a member at the meeting shall constitute 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 was not lawfully called.

- **Quorum.** A majority of committee members, present in person, by video-conference, by telephone or by a combination thereof, shall constitute a quorum.
- **Attendance at Meetings.** The Chief Executive Officer is expected to be available to attend meetings, but a portion of every meeting will be reserved for discussion without the Chief Executive Officer, or any other member of management, being present.

The Committee may by specific invitation have other resource persons in attendance.

The Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.

- **Access to Information.** The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.
- **Review of Charter.** The Committee shall periodically review this Charter and recommend any changes to the Board as it may deem appropriate.
- **Engaging Outside Resources.** The Committee is empowered to engage outside resources, as it deems advisable, at the expense of the Company.