

**SANDVINE CORPORATION
BOARD OF DIRECTORS MANDATE**

1. PURPOSE

1. The members of the Board of Directors have the duty to supervise the management of the business and affairs of the Company. The Board, directly and through its committees and the Chairman of the Board shall provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

2. MEMBERSHIP, ORGANIZATION AND MEETINGS

1. General - The composition and organization of the Board, including: the number, qualifications and remuneration of directors; the number of Board meetings; residency requirements; quorum requirements; meeting procedures and notices of meetings are as established by the Ontario *Business Corporations Act* and the by-laws of the Company.
2. Independence - The Board shall establish independence standards for the directors in accordance with Applicable Requirements (as defined below), and, at least annually, shall affirmatively determine the independence of each director in accordance with these standards. Unless as a result of a short-term vacancy in a position on the Board, at all times no less than fifty percent of the directors shall be independent in accordance with these standards.
3. Access to Management and Outside Advisors - The Board shall have unrestricted access to the Company's management and employees. The Board shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation of these advisors without consulting or obtaining the approval of any Company officer. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.
4. Corporate Secretary and Minutes - The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.
5. Meetings Without Management - The Board shall, at least twice per year, hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management is not present.

3. EXPECTATIONS OF DIRECTORS

1. Attendance at Meetings
 - a. Every Director shall prepare for and attend (absent extenuating circumstances) all scheduled meetings of the Board and meetings of committees of the Board on which the Director serves.
 - b. It may be necessary to hold Board meetings by phone from time to time. Although participation in person when meetings are scheduled to be held in person is encouraged, when circumstances prevent a Director from attending a scheduled

meeting in person, that Director shall make every effort to participate in the meeting by phone.

2. Preparation for Meetings

- a. Directors will need to set aside adequate time to read and absorb the materials provided to them in advance of any meeting of the Board and any meeting of committees on which the Director serves. Preparation time will vary according to the complexity of the materials.

3. Participation in Meetings

- a. Directors will be expected to participate fully and frankly in the deliberations and discussions of the Board and its committees. They must apply informed and reasoned judgment to each issue that arises and express opinions, ask further questions and make recommendations that they think are necessary or desirable. The Director acts directly, not by proxy, either in person or sometimes by written resolution. Each Director has an equal say with each of the other Directors.

4. FUNCTIONS AND RESPONSIBILITIES

The Board shall have the functions and responsibilities set out below. In addition to these functions and responsibilities, the Board shall perform such duties as may be required by the binding requirements of any stock exchanges on which the Company's securities are listed and all other applicable laws (collectively, the "**Applicable Requirements**").

1. Strategic Planning

- a. Strategic Plans - At least annually, the Board shall review and, if advisable, approve the Company's strategic planning process and short- and long-term strategic plan prepared by management. In discharging this responsibility, the Board shall review the plan in light of management's assessment of emerging trends, the competitive environment, risk issues, and significant business practices and products.
- b. Business Plans - The Board shall review and, if advisable, approve the Company's annual business plans.
- c. Monitoring - At least annually, the Board shall review management's implementation of the Company's strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

2. Risk Management

- a. General - The Board shall, with the assistance of the Audit Committee, review the factors identified by management in its annual and interim disclosures as factors that may affect future financial results and review the strategies identified by management to manage these factors.
- b. Review of Controls - The Board shall, with the assistance of the Audit Committee, review the internal, financial, non-financial and business control and information

systems that have been established by management and review the standards of corporate conduct that management is applying to these controls.

3. Human Resource Management

- a. General - At least annually, the Board shall, with the assistance of the Compensation Committee, review the Company's approach to human resource management and executive compensation.
- b. Succession Review - At least annually, the Board shall, with the assistance of the Compensation Committee and the Corporate Governance Committee, as applicable, review the Chairman of the Board, the Chief Executive Officer and the senior management succession plans of the Company.
- c. Integrity of Senior Management - The Board shall, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other senior management.

4. Corporate Governance

- a. General - At least annually, the Board shall review the Company's approach to corporate governance.
- b. Director Independence - At least annually, the Board shall evaluate the director independence standards established by the Board and the Board's ability to act independently from management in fulfilling its duties.

5. Financial Information

- a. General - At least annually, the Board shall, with the assistance of the Audit Committee, review the Company's internal controls relating to financial information and reports provided by management on material deficiencies in, or material changes to, these controls.
- b. Integrity of Financial Information - The Board shall, with the assistance of the Audit Committee, review the integrity of the Company's financial information and systems, the effectiveness of internal controls and management's assertions on internal control and disclosure control procedures.

6. Communications

- a. General - At least annually, the Board in conjunction with the Chief Executive Officer shall review the Company's overall communications strategy, including measures for receiving feedback from the Company's shareholders.
- b. Disclosure - At least annually, the Board shall review management's compliance with the Company's disclosure policies and procedures. The Board shall, if advisable, approve material changes to the Company's disclosure policies and procedures.

7. Committees of the Board

- a. Board Committees - The Board has established the following committees of the Board: the Compensation Committee and the Audit Committee. Subject to applicable

law, the Board may establish other Board committees or merge or dispose of any Board committee.

- b. Committee Mandates - The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee.
 - c. Delegation to Committees - The Board has delegated for approval or review the matters set out in each Board committee's mandate to that committee.
 - d. Consideration of Committee Recommendations - As required, the Board shall consider for approval the specific matters delegated for review to Board committees.
 - e. Board/Committee Communication - To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after each meeting of the committee.
- 5. DIRECTOR ORIENTATION AND EVALUATION**
- 1. Each new director shall participate in the Company's initial and any ongoing orientation program.
 - 2. At least annually, the Board shall evaluate and review the performance of the Board, each of its committees, each of the directors and the adequacy of this mandate.

Adopted by the Board of Directors February 17, 2006.

Confirmed by the Chairman of the Board this 15th day of March, 2006.

(Roger Maggs)

Chairman