

DRAGONWAVE INC.

COMPENSATION COMMITTEE CHARTER

1. Policy Statement

It is the policy of DragonWave Inc. (the “Corporation”) to establish and maintain a Compensation Committee (the “Committee”) to assist the directors (individually a “Director” and collectively the “Board”) of the Corporation in carrying out the Board’s oversight responsibility for the Corporation’s human resources and compensation policies and processes. The Committee is also intended to demonstrate to the shareholders of the Corporation that the compensation of the directors of the Corporation who are also employees of the Corporation is recommended by Directors whose members have no personal interest in the outcome of decisions of the Committee and who will have due regard to the interests of all of the shareholders of the Corporation.

The Committee shall be provided with resources commensurate with the duties and responsibilities assigned to it by the Board, including appropriate administrative support. If determined appropriate by the Committee, it will have the discretion to investigate and conduct reviews of any compensation matter including the standing authority to retain experts and, with approval of the Board, special counsel.

2. Composition of Committee

- (a) The Committee shall be established by a resolution of the Board. The Committee shall consist of a minimum of three (3) Directors. The Board shall appoint the members of the Committee and may seek the advice and assistance of the Nominating and Governance Committee in identifying qualified candidates. The Board may appoint one member of the Committee to be the Chairman of the Committee.
- (b) All of the members of the Committee shall be Directors who are independent within the meaning of National Instrument 58-101 (Disclosure of Corporate Governance Practices) and the rules of any stock exchange or market on which the Corporation’s shares are listed or posted for trading (collectively, “Applicable Governance Rules”). In this Charter, the term “independent” includes the meanings given to similar terms by Applicable Governance Rules, including the terms “non-executive”, “outside” and “unrelated” to the extent such terms are applicable under Applicable Governance Rules.
- (c) If a matter that is considered by the Committee is one in which a member of the Committee, either directly or indirectly, has a personal interest, that member shall excuse himself or herself from any portion of a meeting at which such matter is discussed and shall not vote on such matter.
- (d) A Director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

3. Meetings of the Committee

- (a) The Committee shall convene a minimum of twice each year at such time and place as may be determined by the Chairman of the Committee, and whenever a meeting is requested by the Board, a member of the Committee or the Chief Executive Officer of the Corporation (the “CEO”).
- (b) Notice of each meeting of the Committee shall be given to each member of the Committee, who shall each be entitled to attend each meeting of the Committee.

- (c) Notice of a meeting of the Committee shall:
 - (i) be in writing, which includes electronic communication facilities;
 - (ii) state the nature of the business to be transacted at the meeting in reasonable detail;
 - (iii) to the extent practicable, be accompanied by a copy of documentation to be considered at the meeting; and
 - (iv) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Committee may permit.
- (d) A quorum for the transaction of business at a meeting of the Committee shall consist of a majority of the members of the Committee. However, it shall be the practice of the Committee to require review, and, if necessary, approval of important matters by all members of the Committee.
- (e) A member or members of the Committee may participate in a meeting of the Committee by means of such telephonic, electronic or other communication facilities as permits all persons participating in the meeting to communicate with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
- (f) In the absence of the Chairman of the Committee, the members of the Committee shall choose one of the members present to be chairman of the meeting. In addition, the members of the Committee shall choose one of the persons present to be the secretary of the meeting.
- (g) Minutes shall be kept of all meetings of the Committee and shall be signed by the chairman and the secretary of the meeting. The Chairman of the Committee shall circulate the minutes of the meetings of the Committee to all members of the Board.
- (h) The CEO and other members of management may be present at meetings of the Committee by invitation of the Committee, provided that the CEO shall not be present during deliberations or voting regarding his or her compensation. The Committee shall meet periodically in executive session without the presence of management.

4. **Duties and Responsibilities of the Committee**

- (a) The Committee's primary duties and responsibilities are to review and make recommendations to the Board in respect of:
 - (i) compensation policies and guidelines;
 - (ii) management incentive and perquisite plans and any non-standard remuneration plans;
 - (iii) senior management, executive and officer compensation; and
 - (iv) Board compensation matters.
- (b) In carrying out its duties and responsibilities, the Committee shall:

- (i) annually assess and make a recommendation to the Board with regard to the competitiveness and appropriateness of the compensation package of the CEO, all other officers of the Corporation and such other key employees of the Corporation or any subsidiary of the Corporation as may be identified by the CEO and approved by the Committee (collectively the “Designated Employees”);
- (ii) annually review the performance goals and criteria for the CEO and evaluate the performance of the CEO against such goals and criteria and recommend to the Board the amount of regular and incentive compensation to be paid to the CEO;
- (iii) annually review and make a recommendation to the Board regarding the CEO’s performance evaluation of Designated Employees and his recommendations with respect to the amount of regular and incentive compensation to be paid to such Designated Employees;
- (iv) review and make a recommendation to the Board regarding any employment contracts or arrangements with any of the Designated Employees, including any retiring allowance arrangements or any similar arrangements to take effect in the event of a termination of employment;
- (v) periodically review the compensation philosophy statement of the Corporation and make recommendations for changes to the Board as considered appropriate;
- (vi) identify appropriate companies to comprise any peer group used for comparison purposes;
- (vii) from time to time review and make recommendations to the Board in respect of the design, benefit provisions, investment options and text of applicable pension, retirement and savings plans or related matters, to the extent applicable;
- (viii) annually, in conjunction with the Corporation’s general and administrative budget process, review and make recommendations to the Board regarding compensation guidelines for the forthcoming budget period;
- (ix) when requested by the CEO, review and make recommendations to the Board regarding short term incentive or reward plans and, to the extent delegated by the Board, approve awards to eligible participants;
- (x) review and make recommendations to the Board regarding incentive stock option plans or any other long term incentive plans and, to the extent delegated by the Board, approve grants to participants and the magnitude and terms of their participation;
- (xi) as required, fulfill the obligations assigned to the Committee pursuant to any other employee benefit plans approved by the Board;
- (xii) review and approve any policy regarding the authorization of claims for expenses of Designated Employees;

- (xiii) annually prepare or review the report on executive compensation required to be disclosed in the Corporation's information circular or any other compensation matter required to be publicly disclosed by the Corporation;
 - (xiv) periodically, but at least every third year, review and make a recommendation to the Board regarding the compensation of the Board;
 - (xv) as required, retain independent advice in respect of compensation matters and, if deemed appropriate by the Committee, meet separately with such advisors;
 - (xvi) make the terms of the Charter available;
 - (xvii) assess, on an annual basis, the adequacy of this Charter.
- (c) Charitable donations by the Corporation to organizations in which a Director is affiliated shall require prior approval by the Committee after consideration of any impact that such donation may have on director independence and such donations may be considered a form of Director compensation.
- (d) The Committee shall review management's policies and practices respecting the Corporation's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to Directors and senior officers or amending or extending any such existing personal loans or arrangements.
- (e) In addition to the foregoing, the Committee shall undertake on behalf of the Board such other initiatives as may be necessary or desirable to assist the Board in discharging its responsibility to ensure that appropriate performance evaluation and compensation programs are in place and operating effectively.
- (f) The Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.

Approved by the Directors on
February 23, 2007 and revised and
effective as of October 20, 2009.