

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Adopted by the Board of Directors of Metro One Telecommunications, Inc.

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Metro One Telecommunications, Inc. (the “Company”) is to identify individuals qualified to serve as members of the Board, recommend to the Board nominees for election as directors of the Company, evaluate the Board’s performance, develop and recommend to the Board corporate governance guidelines, develop and recommend to the Board codes of ethics and conduct, and generally to provide oversight with respect to corporate governance and ethical conduct.

II. Composition

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall be an independent director as determined under the rules of the National Association of Securities Dealers, Inc. pertaining to listing on the Nasdaq Stock Market.

III. Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify and evaluate individuals qualified to serve as members of the Board, and recommend to the Board nominees for election as directors of the Company at the next meeting of shareholders at which directors are to be elected and individuals to fill any vacancies or newly created directorships that may occur between such meetings.
2. Conduct an annual evaluation of the performance of the Board and discuss the evaluation with the full Board.
3. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and periodically review and assess the guidelines and recommend changes for approval by the Board.
4. Cause to be prepared and recommend to the Board the adoption of a code of ethics for the Chief Executive Officer and all senior financial officers and a code of conduct for all officers, directors and employees, which codes may be incorporated in the same document, and periodically review and assess such code(s), and recommend changes for approval by the Board.

5. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

6. At least annually, review and reassess this Charter and, if appropriate, recommend changes to the Board.

7. Make recommendations to the Board regarding issues of management succession.

8. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

IV. Authority

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.

2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. Appoint a chair of the Committee, unless a chair is designated by the Board.

4. Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such search firms, independent counsel and other advisers.

5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any search firm or other advisers engaged by the Committee.