

CORPORATE GOVERNANCE GUIDELINES
OF
METRO ONE TELECOMMUNICATIONS, INC.

Table of Contents

	Page
BOARD COMPOSITION AND SELECTION OF DIRECTORS	1
1. Board Size.....	1
2. Nomination and Selection of Directors.....	1
3. Proportion of Independent Directors	1
4. Term Limits for Directors.....	2
5. Change in Position of a Director.....	2
6. Retirement Policy for Directors	2
7. Other Board Memberships.....	2
8. Director Orientation and Education	3
FUNCTIONING OF THE BOARD	3
1. Leadership of the Board.....	3
2. Frequency of Meetings	3
3. Agendas and Meeting Materials	3
4. Attendance and Time Commitment	3
5. Executive Sessions.....	4
6. Access to Senior Management and Others	4
7. Engagement of Advisors.....	4
8. Board Performance Evaluations	4
9. Communications with the Board	4
COMMITTEE MATTERS	5
1. Committee Composition and Purposes.....	5
2. Committee Charters	5
3. Meetings, Agendas and Written Materials.....	5
4. Attendance at Committee Meetings.....	6
5. Committee Membership.....	6
DIRECTOR COMPENSATION	6
CODES OF CONDUCT AND ETHICS	6
LEADERSHIP DEVELOPMENT.....	7
1. Evaluation of Executive Officers.....	7
2. Succession Planning.....	7

These Corporate Governance Guidelines (the “Guidelines”) have been adopted by the Board of Directors (the “Board”) of Metro One Telecommunications, Inc. (the “Company”) to assist it in the performance of its duties and the exercise of its responsibilities. These Guidelines reflect the Board’s current thinking with respect to corporate governance issues and will be periodically reviewed and subject to change by the Board. They do not, and are not intended to, modify or constitute an interpretation of the Oregon Business Corporation Act, the Company’s Articles of Incorporation or Bylaws or any law or regulation that may be applicable to the Company.

BOARD COMPOSITION AND SELECTION OF DIRECTORS

1. BOARD SIZE

The Company’s Articles of Incorporation provide for a range of from three to nine directors, with the exact number to be fixed from time to time by the Board. The Board believes that the optimal number of directors is from six to seven under the present circumstances.

2. NOMINATION AND SELECTION OF DIRECTORS

The Corporate Governance and Nominating Committee identifies and evaluates individuals qualified to serve as members of the Board, and recommends to the Board nominees for election as directors 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. Under the Company’s Articles of Incorporation, directors are divided into three classes, each class to be elected for a three year term. The term of a director elected by the Board to fill a vacancy expires at the next annual meeting at which directors are elected.

The Committee considers candidates on the basis of their integrity, experience, achievements, judgment, intelligence, understanding of the business in which the Company is engaged, and their willingness to devote adequate time to fulfilling the responsibilities of a director. In recommending a candidate for election as a director, the Corporate Governance and Nominating Committee considers the Board’s overall balance of diversity of perspectives, backgrounds and experience – all in the context of an assessment of the perceived needs of the Board at that point in time.

3. PROPORTION OF INDEPENDENT DIRECTORS

A majority of the Board shall be comprised of independent directors. At present, more than a majority of the directors are considered independent. For this purpose, an “independent director” means a person other than an officer or employee of the Company or its subsidiaries or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making this determination, the Board considers legal and

regulatory standards of independence, as well as those adopted by the National Association of Securities Dealers, Inc. pertaining to listing on the Nasdaq Stock Market.

4. TERM LIMITS FOR DIRECTORS

The Board does not believe in term limits for directors. While term limits may promote the inclusion on the Board of individuals with diverse perspectives, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations. The Board believes that the evaluation of the Board's performance provides sufficient opportunity to determine whether continuation of service as a member of the Board is appropriate.

5. CHANGE IN POSITION OF A DIRECTOR

The Board does not believe that directors who retire or experience a significant change in their business or professional circumstances should necessarily leave the Board or be required to submit their resignations. It believes, however, that there should be an opportunity, through the Corporate Governance and Nominating Committee, to review the continued appropriateness of Board service under these circumstances. Accordingly, directors are required to notify the chair of the Corporate Governance and Nominating Committee of any significant changes in position or in their business or professional circumstances. The Corporate Governance and Nominating Committee takes into account the particular circumstances of each such situation in determining whether a director should be nominated for reelection.

6. RETIREMENT POLICY FOR DIRECTORS

Unless the Board affirmatively determines otherwise on the recommendation of the Corporate Governance and Nominating Committee, after taking into account an evaluation of the director's performance, no director shall be nominated for reelection to the Board after attaining the age of 75 years.

7. OTHER BOARD MEMBERSHIPS

The Board believes that a director's service on other boards of directors often broadens and deepens his or her knowledge and experience. In addition, chief executive officers who serve on other boards frequently gain valuable insight and experience that may prove useful in managing their own companies. However, service on too many boards can interfere with an individual's ability to perform his or her responsibilities as a director of the Company. Accordingly, before accepting any additional directorship, a director should consider whether accepting the directorship would compromise the ability to perform his or her responsibilities as a director of the Company. Additionally, any director considering an additional directorship with another public company or with a private competitor of the Company must notify the chair of the Corporate Governance and Nominating Committee and defer acceptance until being advised by the Committee

that the director's service in that capacity will not present any legal or other serious concerns for the Company.

8. DIRECTOR ORIENTATION AND EDUCATION

The Board conducts an orientation program for new directors, either individually or as a group, with involvement of the Chief Executive Officer and other members of senior management. The orientation process includes review of a package of materials about the Company and its business accompanied by briefings from senior managers.

Throughout their tenure on the Board, directors are encouraged to attend relevant continuing education programs at the Company's expense.

FUNCTIONING OF THE BOARD

1. LEADERSHIP OF THE BOARD

The Board selects the Chairman of the Board and the Chief Executive Officer. Currently, the roles of Chairman and Chief Executive Officer are separate and the Chairman has been selected from among the independent directors. However, the Board has no policy in that regard and believes that this issue should be considered as part of the management succession planning process.

2. FREQUENCY OF MEETINGS

The Board meets as often as is necessary to discharge its duties, but regular meetings are held at least four times a year.

3. AGENDAS AND MEETING MATERIALS

The Chairman of the Board establishes the agenda for Board meetings in consultation with the Chief Executive Officer. Any director may suggest inclusion of items on the agenda and may raise at any Board meeting subjects that are not specifically on the agenda for that meeting. The Company distributes the agenda and materials relevant to items on the agenda in advance of each Board meeting. As needed, the Board is also provided with information between meetings. Minutes of the proceedings of the Board are recorded and distributed to the directors for approval at subsequent meetings.

4. ATTENDANCE AND TIME COMMITMENT

Directors are expected to attend Board meetings and meetings of Committees on which they serve, and to review any materials distributed by the Company relating to agenda items in advance of any Board or Committee meetings. Directors are also expected to attend annual meetings of shareholders.

5. EXECUTIVE SESSIONS

An opportunity is presented at the conclusion of each Board meeting for executive sessions of independent directors, but at least two such sessions shall take place each year. Additional executive sessions of independent directors, at both the full Board and Committee level, may be held from time to time as requested by the independent directors. The Chairman of the Board presides at these executive sessions, but in his or her absence the independent directors attending an executive session may designate another director to preside.

6. ACCESS TO SENIOR MANAGEMENT AND OTHERS

Board members have complete access to the Company's management and its outside counsel and auditors. In addition, executive officers and members of the Company's senior management are routinely asked to attend Board and Committee meetings and are encouraged to make presentations and be involved in discussions that relate to their areas of responsibility.

7. ENGAGEMENT OF ADVISORS

The Board, the independent directors and the Committees may engage, at the Company's expense, special counsel, consultants and other advisors when deemed appropriate, without consulting in advance or obtaining the approval of any officer of the Company. However, the Chief Executive Officer should be informed of any such engagement, and each Committee chair is required to report to the Board on the amount expended for the engagement of advisors.

8. BOARD PERFORMANCE EVALUATIONS

The Board conducts a self-evaluation of its performance annually. The Corporate Governance and Nominating Committee is responsible for establishing the evaluation criteria and overseeing the process.

9. COMMUNICATIONS WITH THE BOARD

To facilitate the ability of shareholders and other interested parties to communicate their concerns or questions, the Company publishes on its website a procedure for communicating with the Board. In addition, the Company publishes on its website a procedure for communicating anonymously with the chair of the Audit Committee regarding accounting, internal accounting controls or auditing matters.

COMMITTEE MATTERS

1. COMMITTEE COMPOSITION AND PURPOSES

The Board has established the following standing committees: an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. Each of these Committees shall be composed of two or more independent directors, except that the Audit Committee shall be composed of three or more independent directors. Directors who serve on the audit committee shall also meet the standards of the National Association of Securities Dealers, Inc. pertaining to listing on the Nasdaq Stock Market. The Board may from time to time establish other standing or *ad hoc* committees with such responsibilities as it deems necessary and appropriate.

The purpose of the *Audit Committee* is to oversee the accounting and financial reporting process of the Company and audits of its financial statements.

The purpose of the *Compensation Committee* is to assist the Board in the discharge of its responsibilities relating to executive officer and director compensation and to oversee incentive, equity-based and other compensatory plans in which officers and key employees of the Company participate.

The purpose of the *Corporate Governance and Nominating Committee* 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.

2. COMMITTEE CHARTERS

Specific charters setting forth each Committee's purpose, composition, responsibilities and authority have been adopted by the Board for all standing committees, and are posted on the Company's website. The Committees review and reassess their charters annually and, if appropriate, recommend changes to the Board.

3. MEETINGS, AGENDAS AND WRITTEN MATERIALS

The Committee chairs will determine the frequency of meetings of their respective Committees and, in consultation with management, will set meeting times and establish agendas. The chairs will preside at meetings of the Committees and, in their absence, the most senior Committee member (in terms of Committee service) will chair the meetings. Any materials relevant to a Committee's understanding of items contained on the agenda are generally distributed to Committee members in advance of the meetings. Minutes of the proceedings of each Committee are recorded and distributed to the members of that Committee for approval at subsequent meetings, and copies of the minutes as approved are distributed to all the other directors for informational purposes.

4. ATTENDANCE AT COMMITTEE MEETINGS

The chair of each Committee, in consultation with the Chief Executive Officer, will determine which members of management should attend each Committee meeting. The Chief Executive Officer may attend any Committee meetings, except when the Committee is meeting in executive session or the subject matter is otherwise inappropriate for the Chief Executive Officer's attendance. The directors may attend any meetings of Committees of which they are not members, except for any employee-directors when the Committee is meeting in executive session or the subject matter is otherwise inappropriate for their attendance.

5. COMMITTEE MEMBERSHIP

The Chairman of the Board is responsible for evaluating and making recommendations to the Board regarding the assignment of directors to Committees and the selection of Committee chairs. The Chairman seeks the input of management and the directors in evaluating the appropriateness of Committee assignments, and considers each director's knowledge, interests and areas of expertise. The Board has the ultimate responsibility to approve Committee assignments, including Committee chairs.

The Board does not favor mandatory rotation of Committee assignments or chairs. It believes that experience and continuity in serving on a Committee are more important than rotation. Committee assignments and chairs will be rotated only in those situations where the Board believes that rotation is likely to increase Committee performance.

DIRECTOR COMPENSATION

The Compensation Committee periodically reviews the Company's director compensation program and recommends any changes it considers to be appropriate. In determining the amount and composition, the compensation of directors of other comparable enterprises is considered. Directors who are also employees of the Company do not receive compensation for serving in that capacity. Other directors receive an annual retainer and a fee for each Board and Committee meeting attended in person or by telephone. The Chairman receives a monthly retainer fee, and Committee chairs receive a somewhat higher fee than Committee members for meetings attended. In addition, these directors are granted non-qualified stock options at the time of recruitment and in October of each year. The Chairman also is granted additional options to purchase common stock in July of each year. All options are vested and exercisable at the time of grant.

CODES OF CONDUCT AND ETHICS

The Board has adopted a Code of Business Conduct and Ethics that is applicable to all Company employees, officers and directors, and a Code of Ethics for Financial Officers that is applicable to senior officers having financial responsibilities and

oversight. These Codes are posted on the Company's website. The Corporate Governance and Nominating Committee periodically reviews and assesses these Codes and recommends changes for approval by the Board.

LEADERSHIP DEVELOPMENT

1. EVALUATION OF EXECUTIVE OFFICERS

The Compensation Committee is responsible for evaluating the performance of the Chief Executive Officer and recommending for consideration and approval by the independent directors of the Company the Chief Executive Officer's compensation level based on its evaluation. The evaluation is based on both objective and subjective criteria, including the Company's performance and the accomplishment of goals and objectives approved by the Committee. The Committee also determines the bases for and recommends for consideration and approval by the independent directors the compensation levels for other executive officers of the Company.

2. SUCCESSION PLANNING

The Corporate Governance and Nominating Committee is responsible for studying and making recommendations to the Board on management succession.