

METRO ONE TELECOMMUNICATIONS, INC.
CODE OF ETHICS FOR FINANCIAL OFFICERS

Policy Statement

The Board of Directors of Metro One Telecommunications, Inc. (“**Metro One**”) recognizes that senior management sets the tone for integrity and business ethics of any organization, and that senior officers have a particularly important responsibility and an elevated role in governance as it affects the interests of all stakeholders. Accordingly, the Board of Directors has adopted this Code of Ethics for Financial Officers to memorialize certain policies and procedures to which senior officers of Metro One having financial responsibilities or oversight are expected to adhere and to advocate. These policies and procedures are intended to deter wrongdoing and to promote (a) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (b) full, fair, accurate, timely and understandable disclosure in the reports and documents that Metro One files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other public communications made by Metro One, and (c) compliance with applicable governmental laws, rules and regulations.

Application

This Code of Ethics applies to Metro One’s Chief Executive Officer, Chief Financial Officer, Vice President-Finance and Controller (the “**Senior Financial Officers**”). The Senior Financial Officers must comply with this Code of Ethics, as well as the Code of Business Conduct and Ethics applicable to all Metro One employees, officers and directors.

Policies and Procedures

1. The Senior Financial Officers must maintain high standards of honest and ethical conduct and avoid actual, apparent or perceived conflicts of interest as defined in Metro One’s Code of Business Conduct and Ethics. If any of the Senior Financial Officers believes that he or she may be involved with an actual, apparent or perceived conflict of interest, such officer must promptly notify the chair of the Audit Committee. If the chair of the Audit Committee determines that a material conflict of interest exists, he or she will promptly notify the Audit Committee.
2. The Senior Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that Metro One files with, or submits to, the SEC and in other public communications. In particular, such officers are responsible for assuring that Metro One complies with laws and SEC rules governing disclosure of financial information in periodic reports filed with the SEC and for assuring that press releases and other communications with investors and securities analysts are fair, complete and accurate. In connection with this responsibility, the Senior Financial Officers must:

- a. Design and maintain or supervise the design and maintenance of disclosure controls and procedures to ensure that material financial information is communicated to the persons responsible for preparing filings with, and submissions to, the SEC and other public communications containing financial information.
 - b. Promptly notify the Disclosure Committee, which must promptly inform the Audit Committee, of any information he or she may have concerning (i) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Metro One's ability to record, process, summarize and report financial information or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in Metro One's internal control over financial reporting.
3. Each Senior Financial Officer will promptly notify the chair of the Audit Committee of any information that he or she may have concerning any violation of the Code of Business Conduct and Ethics or this Code of Ethics, including any actual, apparent or perceived conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in Metro One's financial reporting, disclosures or internal controls. If the chair of the Audit Committee determines that a material conflict of interest or other violation of the Code of Business Conduct and Ethics or this Code of Ethics exists, then he or she will promptly notify the Audit Committee.
 4. Each Senior Financial Officer will promptly notify the chair of the Audit Committee of any information he or she may have concerning evidence of a material violation of the securities or other governmental laws, rules or regulations applicable to Metro One and the operation of its business, by Metro One or any of its directors, officers or employees. If the chair of the Audit Committee determines that such a material violation exists, then he or she will promptly notify the Audit Committee.
 5. The Audit Committee will determine the appropriate action to be taken if any of the Senior Financial Officers violates the Code of Conduct or this Code of Ethics. Such action will be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Conduct and this Code of Ethics.

Amendment and Waiver

The Audit Committee may amend, or grant a waiver, including an implicit waiver, from a provision of, this Code of Ethics, provided that and any such amendment or waiver will be documented and disclosed promptly, as required by applicable laws and SEC rules.

