

**RESOLUTIONS OF THE DIRECTORS
OF MID-BOWLINE GROUP CORP.
(the "Corporation")**

**APPROVAL OF ARRANGEMENT AGREEMENT
AND PLAN OF ARRANGEMENT**

WHEREAS the Corporation proposes to enter into an arrangement agreement (the "Arrangement Agreement") with a wholly-owned subsidiary of Shaw Communications Inc. (the "Purchaser"), Shaw Communications Inc., as guarantor of the Purchaser's obligations, and the Vendors (as defined in the Arrangement Agreement), substantially in the form and on the terms of the draft arrangement agreement (the "Draft Arrangement Agreement") attached hereto as Schedule A, providing for the purchase by the Purchaser and the sale by the Vendors of all of the issued and outstanding shares of the Corporation by way of a statutory plan of arrangement (the "Plan of Arrangement") pursuant to section 182 of the *Business Corporations Act* (Ontario) (the "Act"), substantially in the form attached as Exhibit D to the Arrangement Agreement;

AND WHEREAS pursuant to the Arrangement Agreement and the Act, in order to give effect to the Plan of Arrangement, the Plan of Arrangement must be approved by the shareholders of the Corporation by way of a special resolution;

AND WHEREAS pursuant to the Act, the Corporation may apply to a court (the "Court") for an order (the "Final Order") giving effect to the Plan of Arrangement, and if determined appropriate, may apply for one or more interim orders ("Interim Orders") in respect of the Plan of Arrangement;

AND WHEREAS all of the directors of the Corporation have disclosed, pursuant to subsection 132(1) of the Act, the nature and extent of their interest in the Arrangement Agreement and the Plan of Arrangement by virtue of their being a party to the Arrangement Agreement as a Vendor or being a director, officer or nominee of a person who is a party to the

Arrangement Agreement as a Vendor and, accordingly, the Arrangement Agreement is required to be ratified by the shareholders of the Corporation under subsection 132(5.2) of the Act;

AND WHEREAS pursuant to Sections 2.4 and 2.5 of the Amended and Restated Shareholders' Agreement dated November 25, 2014 (as amended, the "Shareholders' Agreement"), the Corporation shall not take any action with respect to certain matters, including an arrangement involving the Corporation or entering into transactions or agreements with shareholders of the Corporation, without Supermajority Approval (as defined in the Shareholders' Agreement);

IT IS RESOLVED THAT:

1. subject to Supermajority Approval and a special resolution of the shareholders, the arrangement of the Corporation (the "Arrangement") under section 182 of the Act, pursuant to the Arrangement Agreement and Plan of Arrangement (as the Arrangement has been or may be modified, amended or supplemented in accordance with the terms of the Arrangement Agreement and the Plan of Arrangement) is hereby authorized and approved;
2. the Arrangement, the Arrangement Agreement, the Plan of Arrangement and the transactions contemplated therein are reasonable and fair to the Corporation;
3. subject to Supermajority Approval and a special resolution of the shareholders, the Plan of Arrangement, the full text of which is set out as Exhibit D to the Arrangement Agreement, as it may be modified, amended or supplemented in accordance with its terms and the terms of the Arrangement Agreement, is hereby authorized, approved and adopted.
4. subject to Supermajority Approval, the Corporation is authorized to enter into, execute, deliver and perform its obligations under the Arrangement Agreement, substantially in the form and on the terms of the Draft Arrangement Agreement, with such amendments and additions thereto and deletions therefrom as any director or officer of the Corporation executing the same on behalf of the Corporation in accordance with the provisions of this resolution may determine to be necessary or advisable, such determination to be conclusively evidenced by such director's or officer's execution of the Arrangement Agreement;
5. any director or officer of the Corporation is authorized, for, in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver the Arrangement Agreement substantially in the form and on the terms of the Draft Arrangement Agreement, with such amendments and additions thereto and deletions therefrom as such director or officer may determine to be necessary or advisable, such determination to be conclusively evidenced by such director's or officer's execution of the Arrangement Agreement;

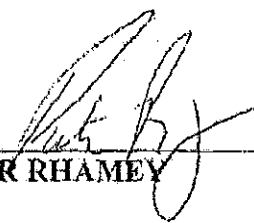
6. the Corporation is hereby authorized to apply to the Court for the Final Order and any necessary or desirable Interim Order and to prepare, execute and file with the Court such applications and all ancillary documents as may be necessary or desirable in connection therewith, such applications and all ancillary documents to be in such form and on such terms as any one officer or director of the Corporation may approve, such approval to be conclusively evidenced by the filing of such applications and such ancillary materials with the Court;

7. the Corporation is hereby authorized, subject to the approval of the Court and the receipt of any other necessary regulatory approvals, to file articles of arrangement with the Director under the Act and to do all things necessary to give effect to the Arrangement and the Plan of Arrangement pursuant to the provisions of the Arrangement Agreement; and

8. any director or officer of the Corporation is authorized, for and in the name of and on behalf of the Corporation, to execute (whether under the corporate seal of the Corporation or otherwise) and to deliver all such further agreements, instruments, amendments, certificates and other documents and to do all such other acts or things as such director or officer may determine to be necessary or advisable in connection with the transactions contemplated by the foregoing resolutions, the execution of any such agreement, instrument, amendment, certificate or other document or the doing of any such other act or thing being conclusive evidence of such determination.

DATED as of December 16, 2015.

The undersigned, being all of the directors of Mid-Bowline Group Corp., pass the foregoing resolution pursuant to the *Business Corporations Act* (Ontario).



PETER RHAMEY

GREG BOLAND

MICHAEL LEITNER

ALEK KRSTAJIC

ANTHONY LACAVERA

MICHAEL SERRUYA

LAWRENCE GUFFY

ROBERT MACLELLAN

DAVID CAREY

HAMID AKHAVAN

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