

**SUPERMAJORITY APPROVAL AND
SPECIAL RESOLUTION OF THE SHAREHOLDERS
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

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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. 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. 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. 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. 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;

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6. notwithstanding that this resolution has been passed (and the Arrangement adopted) by the holders of common shares of the Corporation or that the Arrangement has been approved by the Court, the directors of the Corporation and the Vendors' Representatives (as defined in the Arrangement Agreement) are hereby authorized and empowered, at their discretion, without further notice to or approval of the shareholders of the Corporation: (i) to amend, modify or supplement the Arrangement Agreement or the Plan of Arrangement to the extent permitted by the Arrangement Agreement or the Plan of Arrangement, as applicable; and (ii) subject to the terms of the Arrangement Agreement, not to proceed with the Arrangement and related transactions;

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;

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; and

9. this Supermajority Approval and special resolution may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one instrument. Delivery of an executed counterpart of this Supermajority Approval and special resolution by facsimile or transmitted electronically in legible form, including without limitation in a tagged image format file (TIFF) or portable document format (PDF), shall be equally effective as delivery of a manually executed counterpart of this Supermajority Approval and special resolution.

DATED as of December 16, 2015.

The foregoing resolutions are hereby consented to in writing by the undersigned, hereby constituting Supermajority Approval for purposes of the Shareholders' Agreement and a special resolution of the shareholders in accordance with the *Business Corporations Act* (Ontario).

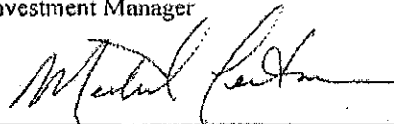
SPECIAL VALUE OPPORTUNITIES FUND, LLC
SPECIAL VALUE EXPANSION FUND, LLC
TENNENBAUM OPPORTUNITIES PARTNERS V, LP
TENNENBAUM OPPORTUNITIES FUND VI, LLC
TENNENBAUM SENIOR LOAN FUND IV-B, LP
TENNENBAUM SPECIAL SITUATIONS FUND IX, LLC
TENNENBAUM SPECIAL SITUATIONS IX-O, LP

On behalf of each of the above entities:

By: TENNENBAUM CAPITAL PARTNERS, LLC

Its: Investment Manager

By:



Name: Michael Leitner

Title: Managing Partner

WAL TELECOM L.P., by its adviser, WEST FACE CAPITAL INC.

By:

Name:

Title:

By:

Name:

Title:

The foregoing resolutions are hereby consented to in writing by the undersigned, hereby constituting Supermajority Approval for purposes of the Shareholders' Agreement and a special resolution of the shareholders in accordance with the *Business Corporations Act* (Ontario).

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TENNENBAUM OPPORTUNITIES PARTNERS V, LP
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TENNENBAUM SENIOR LOAN FUND IV-B, LP
TENNENBAUM SPECIAL SITUATIONS FUND IX, LLC
TENNENBAUM SPECIAL SITUATIONS IX-O, LP

On behalf of each of the above entities:

By: TENNENBAUM CAPITAL PARTNERS, LLC

Its: Investment Manager

By:

Name:
Title:

WAL TELECOM L.P., by its adviser, WEST FACE CAPITAL INC.

By:



Name:
Title:

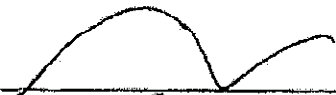
By:

Name:
Title:

- 2 -

64NM HOLDINGS, LP, by 64NM HOLDINGS GP,
LLC, its General Partner,

By: THE LAWRENCE H. GUFFEY 2012 LONG-
TERM TRUST, its Managing Member

By: 
Name: LAWRENCE H. GUFFEY
Title: INVESTMENT TRUSTEE

GLOBALIVE TURBINE CORP. 1

By: _____
Name:
Title:

GLOBALIVE TURBINE CORP. 2

By: _____
Name:
Title:

GLOBALIVE TURBINE 3 LP, by its general partner,
GLOBALIVE TURBINE CORP. 3

By: _____
Name:
Title:

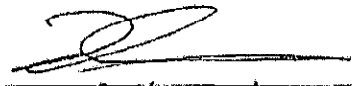
- 2 -

64NM HOLDINGS, LP, by 64NM HOLDINGS GP, LLC, its General Partner,


By: THE LAWRENCE H. GUFFEY 2012 LONG-TERM TRUST, its Managing Member

By: _____
Name:
Title:

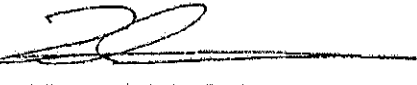
GLOBALIVE TURBINE CORP. 1

By: 
Name: Anthony Lacavera
Title: CEO


GLOBALIVE TURBINE CORP. 2

By: 
Name: Anthony Lacavera
Title: CEO

GLOBALIVE TURBINE 3 LP, by its general partner, GLOBALIVE TURBINE CORP. 3

By: 
Name: Anthony Lacavera
Title: CEO

SERRUYA PRIVATE EQUITY INC.

By: 
Name: MICHAEL SERRUYA
Title:

LUXEMBOURG FAMOUS STAR SARL

By: _____
Name:
Title:

SIGULER GUFF HEARST OPPORTUNITIES FUND,
LP

By: SIGULER GUFF HEARST GP, LLC, its partner

By: _____
Name:
Title:

MAYCOMB HOLDINGS IV, LLC

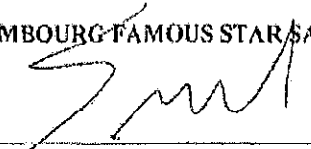
By: SIGULER GUFF DOF IV GP, LLC, its Managing
Member

By: _____
Name:
Title:

SERRUYA PRIVATE EQUITY INC.

By: _____
Name:
Title:

LUXEMBOURG FAMOUS STAR SARL

By:  _____
Name: Emmanuel REVEILLAUD
Title: MANAGER

SIGULER GUFF HEARST OPPORTUNITIES FUND,
LP

By: SIGULER GUFF HEARST GP, LLC, its partner

By: _____
Name:
Title:

MAYCOMB HOLDINGS IV, LLC

By: SIGULER GUFF DOF IV GP, LLC, its Managing
Member

By: _____
Name:
Title:

SERRUYA PRIVATE EQUITY INC.

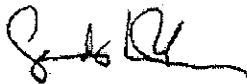
By: _____
Name:
Title:

LUXEMBOURG FAMOUS STAR SARL

By: _____
Name:
Title:

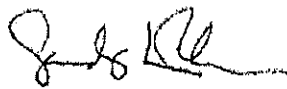
**SIGULER GUFF HEARST OPPORTUNITIES FUND,
LP**

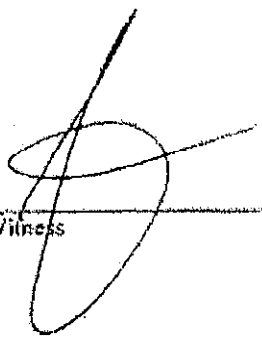
By: **SIGULER GUFF HEARST GP, LLC, its partner**

By: 
Name: Sandip Kakar
Title: Authorized Signatory


MAYCOMB HOLDINGS IV, LLC

By: **SIGULER GUFF DOF IV GP, LLC, its Managing
Member**

By: 
Name: Sandip Kakar
Title: Authorized Signatory



Witness



Alek Krstajic

Witness

Robert MacLellan

Witness

David Carey

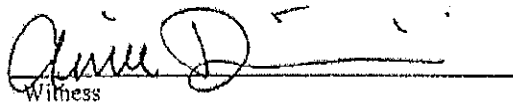
Witness

Hamid Akhavan

Witness

Peter Rhamey

Witness


Witness

Alek Krstajic



Robert MacLellan

Witness

David Carey

Witness

Hamid Akhavan

Witness

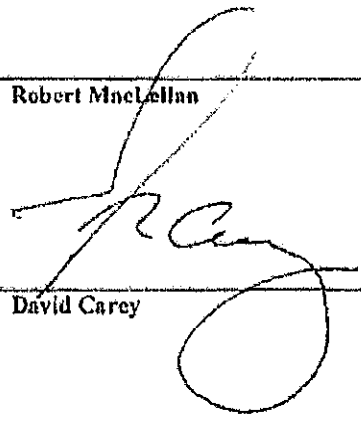
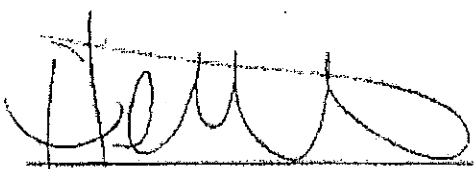
Peter Rhomey

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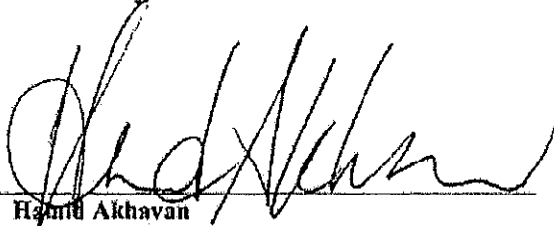
Alek Krstajic

Witness

Robert MacLellan

Witness

David Carey



Witness Joanne Akhavan

Hamid Akhavan

Witness

Peter Ramey

Witness

Alek Krstajic

Witness

Robert MacLellan

Witness

David Carey

Witness

Hamid Alhavan

Witness

Peter Rhanley

