



**SHAW COMMUNICATIONS INC.
EXECUTIVE COMMITTEE CHARTER**

This Charter of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of Shaw Communications Inc. (the "Corporation") was adopted January 14, 2015.

I. Mandate

The primary function of the Committee is to assist the Board by acting in the Board's place and stead, particularly with respect to the preliminary consideration and approval of matters of significance. While it is intended that all such matters first be brought before the full Board for consideration, it is recognized that the Committee may be required to meet and exercise the powers of the Board when the full Board is not in session or cannot reasonably be called in session.

The Committee will fulfill this mandate primarily by carrying out the responsibilities and duties set forth in Section IV of this Charter.

II. Composition

The Committee shall be comprised of such directors as are appointed from time to time by the Board, one of whom shall be the Executive Chair. A majority of the directors comprising the Committee shall meet the independence requirements under applicable laws.

The members of the Committee shall be appointed by the Board annually. Each member shall serve until the next annual general meeting of shareholders of the Corporation or until his or her earlier resignation or removal by the Board. The Executive Chair shall act as the Chair of the Committee and shall carry out the responsibilities and duties set forth in Section V of this Charter.

III. Meetings

The Committee shall meet on an "as needed" basis, as circumstances require or as requested by the Board, a member of the Committee or a senior officer of the Corporation.

Notice of each meeting of the Committee shall be given to each member of the Committee as far in advance of the time for the meeting as practicable, but in any event, not later than 24 hours preceding the time of the meeting (unless otherwise waived by all members of the Committee). Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.

A quorum for the transaction of business at a meeting shall consist of not less than a majority of the members of the Committee. Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting.

Senior management of the Corporation and other parties may attend meetings of the Committee as deemed appropriate by the Committee.

Minutes shall be kept of all meetings of the Committee (other than *in camera* sessions) and shall be signed by the Chair and Secretary of the meeting.

IV. Responsibilities and Duties of the Committee

To fulfill its responsibilities and duties, the Committee shall:

- Exercise the powers of the Board in respect of the management and direction of the business and affairs of the Corporation, except those powers that only the full Board may exercise at law.
- Carry out all matters that may be specifically and lawfully delegated to it by the Board.
- Refer back to the full Board for ratification, confirmation and approval, all such matters as the Committee may deem appropriate.
- Perform any other activities consistent with this Charter, the Corporation's constating documents and governing law, as the Committee or the Board deems necessary or appropriate.

V. Responsibilities and Duties of the Chair of the Committee

To fulfill his or her responsibilities and duties, the Chair of the Committee shall:

- Facilitate the effective operation and management of, and provide leadership to, the Committee.
- Act as chair of meetings of the Committee.
- Assist in setting the agenda for each meeting of the Committee and in otherwise bringing forward for consideration matters within the mandate of the Committee.
- Facilitate the Committee's interaction with management of the Corporation, the Board and other committees of the Board.
- Act as a resource and mentor for other members of the Committee.
- Perform such other duties and responsibilities as may be delegated to the Chair by the Committee from time to time.