



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
to be held on May 11, 2022**

- and -

MANAGEMENT INFORMATION CIRCULAR

Dated: April 4, 2022

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MDA LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 11, 2022

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of MDA Ltd. (the “**Company**”) will be held virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/1301> on May 11, 2022 at 11:00 am (Toronto time), for the following purposes, as more particularly described in the accompanying management information circular (the “**Circular**”):

1. to receive and consider the financial statements for the fiscal year ended December 31, 2021 and the auditor’s report thereon;
2. to elect the directors of the Company for the ensuing year;
3. to appoint an auditor for the ensuing year and to authorize the directors to fix the auditor’s remuneration; and
4. to transact such further and other business as may properly be brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the Circular. The Circular is deemed to form part of this notice of meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

Holders of common shares registered on the books of the Company at the close of business on April 1, 2022 (the “**Record Date**”) are entitled to notice of, and to vote at, the Meeting.

A registered shareholder may attend the Meeting himself, herself or itself, or may be represented by proxy. Registered shareholders who are unable to attend the Meeting or any adjournment thereof are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment thereof.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the novel coronavirus COVID-19, and to mitigate risks to the health and safety of the Company’s communities, shareholders, employees and other stakeholders, the Meeting will be held in a virtual-only format, which will be conducted via live audio webcast over the Internet. Registered shareholders and duly appointed proxyholders will be entitled to attend, participate and vote at the Meeting from any location. Non-registered shareholders who have not duly appointed themselves as proxyholders may also virtually attend as guests. Guests will be able to virtually attend and listen to the Meeting but will not be able to vote or ask questions at the Meeting. To be valid, the enclosed proxy must be deposited with the Company’s transfer agent, TSX Trust Company at 301-100 Adelaide Street West, Toronto, ON M5H 4H1 not later than 11:00 am (Toronto time) on May 9, 2022 (or at least 48 hours, excluding Saturdays, Sundays and statutory holidays in the Province of Ontario, prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof). Alternatively, shareholders may, and are encouraged to, vote their proxies online at <http://www.voteproxyonline.com/> or by fax to 416-595-9593 before such deadline.

A summary of the information shareholders will need to attend, participate and vote at our Meeting is provided in the Circular under “*Voting Information*”.

Non-registered beneficial shareholders, whose shares are registered in the name of a broker, securities dealer, bank, trust company or similar entity (an “**Intermediary**”), should carefully follow the voting instructions provided by their Intermediary.

DATED this 4th day of April, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*John Risley*"

John Risley

Chair of the Board



**ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 11, 2022**

MANAGEMENT INFORMATION CIRCULAR

This management information circular (“**Circular**”) is furnished in connection with the solicitation of proxies by management of MDA Ltd. (the “**Company**” or “**MDA**”) for use at the annual general meeting of the shareholders of the Company (the “**Meeting**”) which will be held virtually via live audio webcast at <https://virtual-meetings.tsxtrust.com/1301> on May 11, 2022 at 11:00 am (Toronto time) or any adjournment(s) or postponement(s) thereof for the purposes set forth in the accompanying notice of annual general meeting of shareholders (the “**Notice of Meeting**”). Unless otherwise stated, all information in this Circular is current as of April 4, 2022 and all references to dollars, “\$” or “C\$” are to Canadian dollars.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the novel coronavirus COVID-19, and to mitigate risks to the health and safety of the Company’s communities, shareholders, employees and other stakeholders, the Meeting will be held in a virtual-only format, which will be conducted via live audio webcast over the Internet. The Company currently intends to resume holding in-person meetings under normal circumstances in future years; however, the Company has determined that holding this year’s Meeting in a virtual-only format is a proactive and prudent step in light of restrictions on public gatherings and efforts to encourage social distancing during the COVID-19 pandemic. Shareholders will have an equal opportunity to participate at the Meeting regardless of their geographic location. A summary of the information that shareholders will need to attend and vote at the Meeting online is provided under “*Voting Information – Voting and Asking Questions at the Meeting*”.

VOTING INFORMATION

Solicitation of Proxies

The solicitation of proxies is being made by or on behalf of management of the Company. It is expected that the solicitation of proxies will be made primarily by mail, but may be supplemented by telephone or other form of correspondence. The cost of solicitation of proxies will be borne by the Company. The Company will also pay the fees and costs of Intermediaries (as defined below) for their services in transmitting proxy-related material in accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**National Instrument 54-101**”). This cost is expected to be nominal.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Non-Registered Shareholders

Only registered shareholders of the Company (a “**Registered Shareholder**”), or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, common shares of the Company (“**Common Shares**”) beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of a broker, securities dealer, bank, trust company or similar entity (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Common Shares; or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

The meeting materials are being sent to both registered and non-registered owners of Common Shares. The Company is sending this Circular and the form of proxy (the “**Meeting Materials**”) directly to non-objecting beneficial owners under National Instrument 54-101.

In accordance with the requirements of National Instrument 54-101, the Company is sending the Meeting Materials to the Intermediaries and clearing agencies for onward distribution to objecting beneficial owners. Intermediaries are required to forward the Meeting Materials to objecting beneficial owners unless the objecting beneficial owners have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to objecting beneficial owners. The Company intends to pay for Intermediaries to forward the Meeting Materials to objecting beneficial owners under National Instrument 54-101. Generally, objecting beneficial owners who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the objecting beneficial owners and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow; or
- (b) be given a form of proxy which has already been signed by the Intermediary, which is restricted as to the number of Common Shares beneficially owned by the objecting beneficial owners but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the objecting beneficial owners when submitting the proxy.

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

The Company is not relying on the “notice-and-access” provisions set out in National Instrument 54-101 to distribute copies of the proxy-related materials in connection with the Meeting.

Voting and Asking Questions at the Meeting

The Company is holding the Meeting in a virtual format, which will be conducted via live audio webcast, where all shareholders, regardless of geographic location, will have an opportunity to participate.

Given this format, all shareholders are strongly advised to carefully read the voting instructions below that are applicable to them.

Registered Shareholders

Registered Shareholders can vote in one of two ways:

1. At the virtual Meeting; or
2. Prior to the Meeting, by proxy, using the form of proxy provided as part of the Meeting Materials.

How to vote at the virtual Meeting as a Registered Shareholder:

1. Type in <https://virtual-meetings.tsxtrust.com/1301> on your browser at least 15 minutes before the Meeting starts.
2. Click on “I have a control number”.
3. Enter your 12-digit control number (which is located on your form of proxy).
4. Enter the case sensitive password: “mdaltd2022”.
5. When the voting opens, click the “Voting” icon on the left hand side and elect your voting direction from the options shown on the screen and click “Submit”. A confirmation message will appear to show your vote has been received.
6. If shareholders have additional control numbers to vote, click on “I have additional control numbers” at the top to enter the additional credential.

7. To change a vote, click “Refresh Voting Resolutions”. Voting will remain open until the voting on the ballot is closed.

Shareholders must be connected to the Internet at all times to be able to vote – it is the shareholder’s responsibility to stay connected for the entire Meeting.

How to vote by proxy if you are a Registered Shareholder:

1. Appoint a proxyholder

A form of proxy for use at the Meeting or any adjournment thereof was mailed to Registered Shareholders. The persons named as proxyholders in the form of proxy are directors and/or officers of the Company. **Each shareholder has the right to appoint a person other than the persons named in the accompanying form of proxy, who need not be a shareholder, to attend and act for and on behalf of such shareholder at the Meeting. Any shareholder wishing to exercise such right may do so by inserting in the blank space provided in the applicable form of proxy the name of the person such shareholder wishes to appoint as proxyholder and by duly delivering such proxy, or by duly completing and delivering another proper form of proxy to the Company’s transfer agent, TSX Trust, within the time period and at the address set out under Section 4 – “Send in your proxy”.**

2. Provide your voting instructions

Use the form of proxy to specify how you want to vote on each item of business. If you give direction on how to vote your Common Shares of the Company on your proxy form, your proxyholder must vote your Common Shares according to your instructions. If you have not specified how to vote on a particular matter on your form of proxy, your proxyholder can vote your Common Shares as he or she sees fit. If neither you nor your proxyholder gives specific instructions, your Common Shares will be voted as follows:

- **FOR** the election of each proposed nominee as a director; and
- **FOR** the appointment of KPMG LLP as auditor of the Company for the ensuing year, and to authorize the board of directors (the “**Board**”) to fix the auditor’s remuneration.

3. Register your proxyholder

Registered Shareholders who wish to appoint a person other than the management nominees identified on the form of proxy, must carefully follow the instructions in this Circular and on their form of proxy. These instructions include the additional step of registering such proxyholder with our transfer agent, TSX Trust, by emailing tsxtrustproxyvoting@tmx.com the “Request for Control Number” form, which can be found at <https://tsxtrust.com/resource/en/75>, after submitting their form of proxy. **Failure to register the proxyholder with TSX Trust will result in the proxyholder not receiving a control number to participate in the Meeting and only being able to attend as a guest. Guests will not be permitted to vote or ask questions at the Meeting.**

4. Send in your proxy

Shareholders who are unable to attend the Meeting are requested to complete, sign and date the accompanying form of proxy and return such proxy in the envelope provided for that purpose. Completed proxies must be delivered to the Company’s transfer agent, TSX Trust, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, not later than 11:00 am (Toronto time) on May 9, 2022 (or at least 48 hours, excluding Saturdays, Sundays and holidays, prior to any reconvened meeting in the event of an adjournment of the Meeting). Alternatively, shareholders may, and are encouraged to, vote their proxies online at <http://www.voteproxyonline.com/> or by fax to 416-595-9593.

How to change your vote if you are a Registered Shareholder:

In addition to revocation in any other manner permitted by law, proxies given by Registered Shareholders for use at the Meeting may be revoked at any time prior to their use by depositing an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized, with TSX Trust located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 not later than 11:00 am (Toronto time) on May 9, 2022 (or at least 48 hours, excluding Saturdays, Sundays and

holidays, prior to any reconvened meeting in the event of an adjournment of the Meeting). Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

A shareholder may also revoke their proxy at the Meeting provided they are a Registered Shareholder whose name appeared on the shareholders' register of the Company as at the Record Date.

Non-Registered Shareholders

Non-Registered Shareholders can vote in one of two ways:

1. At the virtual Meeting by duly appointing yourself as proxyholder; or
2. Prior to the Meeting, through your Intermediary, using the voting instruction form provided by your Intermediary.

How to vote at the virtual Meeting as a Non-Registered Shareholder:

1. Appoint yourself as proxyholder by writing your name in the space provided on the voting instruction form. Do not fill out your voting instructions.
2. Sign and send it to your intermediary, following the voting deadline and submission instructions on the voting instruction form.
3. Register with TSX Trust prior to the voting deadline, by emailing tsxtrustproxyvoting@tmx.com the "Request for Control Number" form, which can be found at <https://tsxtrust.com/resource/en/75>, after submitting your voting instruction form.
4. Type in <https://virtual-meetings.tsxtrust.com/1301> on your browser at least 15 minutes before the Meeting starts.
5. Click on "I have a control number".
6. Enter your 12-digit control number provided by tsxtrustproxyvoting@tmx.com.
7. Enter the case sensitive password: "mdaltd2022".
8. When the voting opens, click the "Voting" icon on the left hand side and elect your voting direction from the options shown on the screen and click "Submit". A confirmation message will appear to show your vote has been received.
9. If shareholders have additional control numbers to vote, click on "I have additional control numbers" at the top to enter the additional credential.
10. To change a vote, click "Refresh Voting Resolutions". Voting will remain open until the voting on the ballot is closed.

Shareholders must be connected to the Internet at all times to be able to vote – it is the shareholder's responsibility to stay connected for the entire Meeting.

Non-Registered Shareholders who have not duly appointed themselves as proxyholder will not be able to vote or ask questions at the Meeting, however such Non-Registered Shareholders may still attend the Meeting as guests through the live audio webcast.

How to vote by proxy if you are a Non-Registered Shareholder:

A Non-Registered Shareholder should follow the instructions included on the voting instruction form provided by his or her Intermediary with respect to the procedures to be followed in order to permit the Non-Registered Shareholder to direct the voting of Common Shares beneficially owned by such shareholder.

How to change your vote if you are a Non-Registered Shareholder:

Non-Registered Shareholders who wish to change their vote must, in sufficient time in advance of the Meeting, arrange for their Intermediaries to change the vote and, if necessary, revoke their proxy.

How to listen at the Meeting if you are a guest:

Guests can also listen to the Meeting by following the steps below:

1. Type in <https://virtual-meetings.tsxtrust.com/1301> on your browser at least 15 minutes before the Meeting starts. Please do not do a Google search and do not use Internet Explorer.
2. Click on “I am a Guest”.

Asking questions at the Meeting:

Registered Shareholders and Non-Registered Shareholders who have appointed themselves as proxyholder and obtained a control number are eligible to ask a question during the Q&A portion of the Meeting. In the event that any such shareholder wishes to ask a question, they should select the “Ask a Question” icon on the left and type their question within the chat box in the messaging screen. Once satisfied with the question, the shareholder should click the “Ask Now” button to submit the question to the Chair. All submitted questions will be moderated by the TSX Trust Virtual Meeting platform before being sent to the Chair. Questions can be submitted at any time during the Q&A session up until the Chair closes the session. The Company will address any appropriate general questions received from shareholders and duly appointed proxyholders regarding the Company. In order to facilitate a respectful and effective Meeting, questions of general interest to all shareholders will be answered. To ensure the Meeting is conducted in a manner that is fair to all shareholders, the Chair of the Meeting may exercise broad discretion in responding to questions, including the order in which the questions are answered, the grouping or editing of the questions and the amount of time devoted to any question.

Assistance:

Should a shareholder require assistance with the use of the virtual meeting platform, the shareholder can review the Virtual Meeting Guide mailed alongside this Circular. Furthermore, should a shareholder wish to speak with a TSX Trust representative, please contact the TSX Trust Company via:

Phone: North American Toll Free: 1-866-600-5869
Collect Outside North America: 416-342-1091

Email: TMXEInvestorServices@tmx.com or TSXTIS@tmx.com

Voting and Discretion of Proxies

On any ballot that may be called for, Common Shares represented by proxies in favour of the persons named on the enclosed form of proxy will be voted for or withheld from voting in accordance with the instructions indicated therein.

When the shareholder has not specified in the form of proxy the manner in which the named proxy nominees are required to vote on any of the matters identified on the form of proxy, the shares represented by proxies in favour of the Company’s nominees will be voted FOR the election of the director nominees identified in this Circular to the Company’s Board, and FOR the appointment of the auditor identified in this Circular and the authorization of the directors to fix the auditor’s remuneration.

The enclosed form of proxy confers discretionary authority upon the proxyholder named therein in respect of amendments or variations to matters identified in the Notice of Meeting and in respect of any other matters that may properly come before the Meeting. At the date of this Circular, management of the Company is not aware of any such amendments or other matters to be presented for action at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at the time of close of business on April 1, 2022 (the “**Record Date**”), there were 119,238,920 fully paid and non-assessable Common Shares of the Company outstanding. Each Common Share carries the right to one vote per Common Share. Each holder of outstanding Common Shares of record at the time of close of business on the Record Date will be given notice of the Meeting and is entitled to vote at the Meeting the number of Common Shares of record held by him, her or it on the Record Date.

To the knowledge of the directors and senior officers of the Company, only the following persons beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company which have the right to vote in all circumstances.

Name	Number of Common Shares	Percentage of Common Shares Owned
Senvest Management, LLC	12,669,662 ⁽¹⁾	10.63%

Notes:

- (1) 3,457,143 of such Common Shares are held by Senvest Capital Inc., a joint actor of Senvest Management, LLC for the purposes of applicable securities laws.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements

The financial statements of the Company for the year ended December 31, 2021 and the auditor’s report thereon accompanying this Circular will be placed before the shareholders at the Meeting. No formal action will be taken at the Meeting to approve the financial statements. If any shareholder has questions regarding such financial statements, such questions may be brought forward at the Meeting.

Election of the Board of Directors

The articles of the Company, as amended, provide that the Board shall consist of a minimum of three (3) and a maximum of twenty (20) directors. Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote FOR the election of the current nominees whose names are set forth below.

Management does not contemplate that any of the current nominees will not be able to serve as a director but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed proxy instrument reserve the right to vote for another nominee at their discretion. The terms of office of the Company’s current directors will expire as of the date of the Meeting. Each director elected at the Meeting will hold office until the next annual meeting of shareholders of the Company, or until their successors are elected or appointed in accordance with the provisions of the *Business Corporations Act* (Ontario).

Advance Notice Policy

The Company’s by-laws (the “**By-Laws**”) include certain advance notice provisions with respect to the election of directors (the “**Advance Notice Provisions**”). The Advance Notice Provisions are intended to (a) facilitate orderly and efficient annual general meetings or, where the need arises, special meetings, (b) ensure that all shareholders receive adequate notice of Board nominations and sufficient information with respect to all nominees and (c) allow shareholders to register an informed vote. Only persons who are nominated by shareholders in accordance with the Advance Notice Provisions will be eligible for election as directors at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors.

Under the Advance Notice Provisions, a shareholder wishing to nominate a director would be required to provide the Company notice, in the prescribed form, within the prescribed time periods. These time periods include, (a) in the case of an annual meeting of shareholders (including annual and special meetings), not less than 30 days prior to the

date of the annual meeting of shareholders; provided, that if the first public announcement of the date of the annual meeting of shareholders (the “**Notice Date**”) is less than 50 days before the meeting date, not later than the close of business on the 10th day following the Notice Date; and (b) in the case of a special meeting of shareholders (which is not also an annual meeting) called for any purpose which includes electing directors, not later than the close of business on the 15th day following the Notice Date.

As of the date hereof, no director nominations have been received by the Company from any shareholder in respect of the Meeting.

A copy of the By-Laws has been filed on SEDAR at www.sedar.com.

Majority Voting Policy

The Company has adopted a majority voting policy. Pursuant to the policy, shareholders will vote for the election of individual directors at each annual meeting of shareholders, rather than for a fixed slate of directors. Further, in an uncontested election of directors at an applicable meeting of shareholders, the votes cast in favour of the election of a director nominee will be required to represent a majority of the Common Shares voted and withheld for the election of the director. If that is not the case, that director must tender his or her resignation to the Chair. The Nominating & Governance Committee will promptly consider such tendered resignation and recommend to the Board the action to be taken with respect to such tendered resignation, and the Board shall accept the resignation absent exceptional circumstances and it must promptly disclose its decision via press release.

Nominees

MDA practices routine director evaluation, which includes considering the composition of the board and periodic board refreshment to foster and encourage diverse perspectives and new strategies. As part of this ongoing evaluation and after careful consideration, the Board has determined to adjust the composition of the Board to, among other things, introduce additional space industry and public company experience as the Board continues to transition from a private company to public company board. The Board has also determined to decrease the size of the Board from 11 to nine directors to better align with the current size of the organization. To this effect, Andrew Lapham, Anthony Pagano, James Stavridis and Richard Florizone will not be standing for re-election and Louis Vachon and Alison Alferts are standing for election as new nominees.

Set out below is biographical information about each of the nominees to the Board:

ALISON ALFERS		Biographical Information and Principal Occupation	
Location: Colorado, USA Director Since: N/A Status: INDEPENDENT		Ms. Alferts is currently Chief Legal and Compliance Officer for Study Group Ltd., a global higher education company based in London, England. Prior to joining Study Group, Ms. Alferts spent more than fifteen years in the commercial space and software sectors. Ms. Alferts has held various executive positions including, Chief Legal and Administrative Officer for HawkEye 360, Inc., an early-stage growth company in spectrum-based radio frequency analytics, General Counsel and VP Defense and Intelligence for Digital Globe, Inc., General Counsel for Space Imaging, Inc., as well as Chief Legal Officer for Cherwell Software. Ms. Alferts holds a Juris Doctor from the University of Arizona, a Master of Public Health from George Washington University and a Bachelor of Arts from Arizona State University.	
		Other Public Board Memberships	
		-	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		N/A	N/A
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
-	-	No ⁽¹⁾	

Notes:

- (1) Board share ownership requirements are to be achieved within a five-year period. See “Director Compensation – Director Share Ownership Requirements”.

BRENDAN PADDICK, ICD.D		Biographical Information and Principal Occupation	
Location: Freeport, Bahamas Director Since: April 6, 2021 Status: INDEPENDENT		Mr. Paddick is currently the CEO of Columbus Capital Corporation and the Founder and former CEO of Columbus Communications Inc. Mr. Paddick is also the Chair of the Board of Directors of Nalcor Energy and Churchill Falls (Labrador) Corporation and is a director and member of the audit committee of Liberty Latin America (Nasdaq: LILA), a leading telecommunications company with operations in over 40 countries across Latin America and the Caribbean. Mr. Paddick holds Bachelor of Commerce and MBA degrees from Memorial University of Newfoundland (Alumnus of the Year in 2013) and graduated from the Advanced Management Program at Harvard University. He has been recognized through a variety of awards, including Canada’s Top 40 under 40 in 2000, induction into the Junior Achievement Newfoundland and Labrador Business Hall of Fame in 2018, and EY Canada’s Special Citation Award for Master Entrepreneur in 2019 for his career body of work. Mr. Paddick also holds his ICD.D designation from the Rotman School of Management/Institute of Corporate Directors.	
		Other Public Board Memberships	
		Liberty Latin America Ltd. (NASDAQ:LILA), Nalcor Energy	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Audit Committee (Chair)		5/5	100%
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
1,052,113	-	Yes	

DARREN FARBER		Biographical Information and Principal Occupation	
Location: Maryland, USA Director Since: April 6, 2021 Status: INDEPENDENT		Mr. Farber currently serves on a number of different boards and is the Founder and Managing Partner of Albion River, a private direct investment firm that focuses on Aerospace, Defense, and Government related businesses. Previously, Mr. Farber was Co-Founder of NAWAH LLC, a Pritzker Organization enterprise focused on project finance in the Middle East and Southwest Asia. Mr. Farber was formerly a special advisor to the Deputy Under Secretary of Defense – Business Transformation and a member of the U.S. Department of Defense Task Force for Business and Stability Operations where he received the Secretary of Defense Medal for Outstanding Public Service. Mr. Farber began his career in product engineering at Nortel Networks and Celestica.	
		Other Public Board Memberships	
		-	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Audit Committee ⁽¹⁾		-	-
Human Resources, Development & Compensation Committee ⁽²⁾		-	-
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
95,656	-	Yes	

Notes:

- (1) Mr. Farber joined the Audit Committee on January 1, 2022.
- (2) On January 1, 2022, the Company's Compensation, Corporate Governance & Nominating Committee (the "CCG&N Committee") was split into the Nominating & Governance Committee and the Human Resources, Development & Compensation Committee ("HRDCC"). Mr. Farber attended 4/4 (100%) CCG&N Committee meetings in 2021.

JIM BALSILLIE		Biographical Information and Principal Occupation	
Location: Ontario, Canada Director Since: April 6, 2021 Status: INDEPENDENT		Mr. Balsillie is a Canadian businessman and philanthropist, currently running his private investment office and family foundation. He is the retired Chairman and co-CEO of Research In Motion (BlackBerry), a technology company he scaled from an idea to \$20 billion in sales globally. He is the co-founder of the Institute for New Economic Thinking in New York, the Council of Canadian Innovators based in Toronto, the Centre for International Governance Innovation in Waterloo, the Centre for Digital Rights and the CIO Strategy Council in Ottawa. Mr. Balsillie currently chairs the boards of Magnet Forensics, CCI, CIGI, and co-Chairs CIOSC. He is also the founder of the Balsillie School of International Affairs and the Arctic Research Foundation, a board member of the Citadele Bank and the Carnegie Endowment for International Peace, the Advisory Board of the Stockholm Resilience Centre, an Honorary Captain of the Royal Canadian Navy and an Advisor to Canada School of Public Service. He was the private sector representative on the UN Secretary General's High Panel for Sustainability. He holds an MBA from Harvard University, a BComm from the University of Toronto and an FCPA designation.	
Other Public Board Memberships			
Magnet Forensics Inc. (TSX: MAGT)			
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Nominating & Governance Committee ⁽¹⁾		-	-
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
7,959,391 ⁽²⁾	-	Yes	

Notes:

- (1) On January 1, 2022, the CCG&N Committee was split into the Nominating & Governance Committee and the HRDCC.
- (2) Mr. Balsillie owns 12,248 Common Shares, and controls 7,161,429 Common Shares through Amolino Holdings Inc. and 785,714 Common Shares through The Balsillie Family Foundation.

JOHN RISLEY		Biographical Information and Principal Occupation	
Location: Nova Scotia, Canada Director Since: April 6, 2021 Status: INDEPENDENT		Mr. Risley was the co-founder of Clearwater Seafoods and serves as Chairman, President and Chief Executive Officer of CFFI Ventures Inc., an active investment and holding company with its major investments in renewable energy, financial services ventures and NPC, an investment fund formed by CFFI Ventures and Andrew Lapham. Mr. Risley has been recognized with a number of awards, including Atlantic Canadian Entrepreneur of the Year and a Canada Award for Business Excellence in Entrepreneurship. He was named an Officer of the Order of Canada and was inducted into the Nova Scotia Junior Achievement Business Hall of Fame in 1997. Mr. Risley is a graduate of Harvard University's President's Program on Leadership.	
		Other Public Board Memberships	
		-	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board (Chair)		5/5	100%
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
16,884,294 ⁽¹⁾	-	Yes	

Notes:

- (1) Mr. Risley owns 3,233,331 Common Shares through CFFI Ventures Inc. In addition, Northern Private Capital Fund I Limited Partnership, Northern Private Capital Fund I Non-Resident Limited Partnership and NPC Holdings Ltd., associates of Mr. Risley, beneficially own in the aggregate 13,650,963 Common Shares.

JILL SMITH		Biographical Information and Principal Occupation⁽¹⁾	
Location: Massachusetts, USA Director Since: April 6, 2021 Status: INDEPENDENT		Ms. Smith brings more than 25 years of experience as an international business leader, including 17 years as chief executive officer of private and public companies in the technology and information services markets. She served as Chairman, Chief Executive Officer and President of DigitalGlobe Inc., a global provider of satellite imagery products and services, and President and Chief Executive Officer of Allied Minds plc, an intellectual property commercialization company, eDial, a VoIP collaboration company, and SRDS, a business-to-business publishing firm. Ms. Smith started her career as a consultant at Bain & Company, where she rose to become Partner. She currently serves as Non-Executive Director of R1 RCM and Circor International. Ms. Smith earned an MSc Management from MIT Sloan School of Management.	
		Other Public Board Memberships	
		Aspen Technology, Inc. (NASDAQ: AZPN), Circor International, Inc. (NYSE: CIR), RI RCM, Inc. (NASDAQ: RCM)	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Nominating & Governance Committee (Chair) ⁽²⁾		-	-
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
53,511	-	No ⁽³⁾	

Notes:

- (1) Jill Smith was the Chair, Chief Executive Officer and President of DigitalGlobe, Inc. from November 2005 to April 2011, and President and Chief Executive Officer of Allied Minds Inc. from May 2017 to April 2019.
- (2) On January 1, 2022, the Company's CCG&N Committee was split into the Nominating & Governance Committee and the HRDCC. Ms. Smith attended 4/4 (100%) CCG&N Committee meetings in 2021.
- (3) Board share ownership requirements are to be achieved within a five-year period. See "Director Compensation – Director Share Ownership Requirements".

LOUIS VACHON		Biographical Information and Principal Occupation	
Location: Quebec, Canada Director Since: N/A Status: INDEPENDENT		Mr. Vachon served as President and Chief Executive Officer of National Bank from June 2007 to October 2021. Prior to his appointment, Mr. Vachon was Chief Operating Officer of National Bank from 2006 to 2007 and Chairman of the Board of National Bank Financial and Natcan Investment Management from 2005 to 2006. Mr. Vachon also served as Chief Executive Officer of National Bank Financial prior to joining its Board. Mr. Vachon is a member of the Order of Canada, Officer of the National Order of Quebec and Knight of the Order of Montreal. He has also been recognized through a variety of awards, including CEO of the Year by Canadian business magazine in 2014, Financial Personality of the Year by Quebec business publication Finance et Investissement in 2014, and Canada's Top 40 under 40 in 2001. Mr. Vachon holds a Master's degree in international finance from The Fletcher School at Tufts, and a BA in economics from Bates College. He is also a CFA charter holder.	
		Other Public Board Memberships	
		Molson Coors Beverage Company (NYSE: TAP), Alimentation Couche-Tard (TSX: ATD)	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		N/A	N/A
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
70,000	-	Yes	

MICHAEL GREENLEY		Biographical Information and Principal Occupation	
Location: Ontario, Canada Director Since: April 6, 2021 Status: NOT INDEPENDENT		Mr. Greenley is the Chief Executive Officer of the Company. Prior to joining MDA, Mr. Greenley was Sector President of L-3 WESCAM, a provider of systems for defence, homeland security and law enforcement. From 2013 to 2016, he served as Vice President and General Manager of CAE Canada, supporting defence and security markets. From 2008 to 2013 he served first as Vice President, Strategy and Business Development for General Dynamics (GD) Canada, then as Vice President, International for GD Mission Systems. From 2004 to 2008, he was Vice President of the modeling and simulation business at CAE. Mr. Greenley has 30 years of experience in the defence and security business, with broad experience serving the Land, Air, Maritime, Joint, and Public Safety sectors. Mr. Greenley is a member of the Business Council of Canada and recently served as the Vice-Chair of the Government of Canada's Economic Strategy Table for Advanced Manufacturing. He served as a Board Member of the Aerospace Industries Association of Canada (AIAC) and the Ontario Aerospace Council. He was previously Chairman of the Advisory Board for Defence and Security Export to the Department of Foreign Affairs and International Trade (DFAIT) in Canada, and was a member of the Industry Advisory Boards to Department of National Defence, Defence R&D Canada, Public Services and Procurement Canada, and the CEO of Export Development Canada (EDC). Mr. Greenley also has served on a number of non-profit boards including 6 years as the Chair of the Board of the Canadian Association of Defence and Security Industries (CADSI), and Chair of the Board for the Elmwood School for Girls. Mr. Greenley has been recognized for his business and community leadership as an Ottawa Top 40 under 40 business leader, a PROFIT 100 CEO for leading one of Canada's fastest growing companies for three years running, and as a recipient of the Queen Elizabeth II Diamond Jubilee Medal for service to peers and country in the defence sector.	
		Other Public Board Memberships	
		-	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
-	3,023,250	N/A ⁽¹⁾	

Notes:

(1) As an Excluded Director, Mr. Greenley does not currently have any share ownership requirements.

YAPRAK BALTACIOGLU, ICD.D		Biographical Information and Principal Occupation	
Location: Ontario, Canada Director Since: April 6, 2021 Status: INDEPENDENT		Ms. Baltacioglu has had a distinguished public service career that spans more than 25 years within the federal government. She has directly impacted the direction of government affairs through shaping policy, directing programs and overseeing operations. Ms. Baltacioglu became a Professor at the University of Toronto Munk School of Global Affairs and Public Policy in May 2018 and Strategic Advisor at Compass Rose Group in November 2019. Prior to that, Ms. Baltacioglu was the Secretary of the Treasury Board from 2012 and 2018, and under her direction, the Treasury Board of Canada Secretariat was recognized as one of Canada's Top 100 Employers. She has also been Deputy Minister of Transport, Infrastructure and Communities and Agriculture and Agri-Food. Ms. Baltacioglu holds a Bachelor of Law from Istanbul University, and a Master of Arts from the Carleton University School of Public Administration. Ms. Baltacioglu also has received an ICD.D designation from the Rotman School of Management at the University of Toronto. In 2015, she received the Bissett Alumni Award for Distinctive Contributions to the Public Sector from Carleton University and in 2021, she was made a member of the Order of Canada.	
		Other Public Board Memberships	
		-	
Board / Committee Memberships		Attendance at Regular Meetings in 2021	Overall Attendance
Board		5/5	100%
Audit Committee ⁽¹⁾		5/5	100%
Human Resources, Development & Compensation Committee (Chair) ⁽²⁾		-	-
Common Shares Controlled or Directed	Options Held	Share Ownership Requirements Met?	
8,235	-	No ⁽³⁾	

Notes:

- (1) Ms. Baltacioglu resigned from the Audit Committee on January 1, 2022.
- (2) On January 1, 2022, the Company's CCG&N Committee was split into the Nominating & Governance Committee and the HRDCC. Ms. Baltacioglu attended 4/4 (100%) CCG&N Committee meetings in 2021.
- (3) Board share ownership requirements are to be achieved within a five-year period. See "Director Compensation – Director Share Ownership Requirements".

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no nominee proposed for election is, or has been within ten years before the date of this Circular, a director, chief executive officer or chief financial officer of any other company (including the Company) that:

- (a) was subject to a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days while the nominee was acting in such capacity; or
- (b) was subject to a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days that was issued after the nominee ceased to act in such capacity and which resulted from an event that occurred while the nominee was acting in such capacity.

To the knowledge of the Company, no nominee proposed for election is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject

to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

To the knowledge of the Company, no nominee proposed for election has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director.

Penalties or Sanctions

Except as set forth below, no nominee proposed for election has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

On January 27, 2009, BlackBerry Limited, formerly Research in Motion Limited (“**RIM**”) and certain of its directors, officers and other named individuals, including Mr. Balsillie, entered into a settlement agreement with the Ontario Securities Commission (“**OSC**”) to resolve an OSC investigation relating to historical stock option granting practices as a result of which: (a) RIM agreed to engage an independent consultant to conduct a comprehensive examination of RIM’s governance practices; (b) Mr. Balsillie agreed (i) not to act as a director of any Canadian reporting issuer until the later of twelve months from the date of the OSC settlement and RIM’s public disclosure of the recommendations resulting from the independent governance review and its determination with respect to implementation of each such recommendation, which restriction ended in 2010; (ii) to contribute, along with two other officers, in aggregate, approximately C\$83.1 million to RIM; and (iii) to pay a total of C\$5.0 million to the OSC as an administrative penalty and C\$700,000 towards the costs of the OSC’s investigation; and (c) certain directors and officers, including Mr. Balsillie, were reprimanded by the OSC. In addition, on February 17, 2009, RIM and certain of its officers, including Mr. Balsillie, entered into settlements with the U.S. Securities and Exchange Commission (“**SEC**”) to resolve an SEC investigation of historical stock option granting practices as a result of which: (i) RIM and those officers, including Mr. Balsillie, consented to the entry of an order permanently enjoining them from violations of certain provisions of the U.S. federal securities laws, including the antifraud provisions; (ii) the individuals agreed to be liable for disgorgement of profits gained as a result of conduct alleged by the SEC, in the amount of \$334,250 in the case of Mr. Balsillie, together with prejudgment interest, which amounts were deemed satisfied by the previous voluntary payment of those amounts to RIM; and (iii) the individuals agreed to the payment of civil penalties, in the amount of \$350,000 in the case of Mr. Balsillie.

On July 13, 2018, two holding companies (directly or indirectly) controlled by John Risley, entered into a settlement agreement with the United States Securities and Exchange Commission with respect to a failure to timely file a report under the reporting provisions of Section 13(d) of the Securities Exchange Act of 1934. The settlement agreement included a cease and desist order and a fine of \$92,383 for each entity.

Appointment and Remuneration of Auditor

Management of the Company is proposing to appoint KPMG LLP as the auditor of the Company until the next annual general meeting of shareholders at a remuneration to be fixed by the Board. KPMG LLP was first appointed as the auditor of the Company on June 17, 2020.

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote FOR the appointment of KPMG LLP as the auditor of the Company until the next annual general meeting of shareholders and authorizing the Board to fix their remuneration.

Other Business

The Company knows of no other matters to be brought before the Meeting as of the date of mailing of this Circular. If any amendment, variation or other business is properly brought before the Meeting, the enclosed form of proxy and voting instruction form confers discretion on the persons named on the form of proxy to vote on such matters.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

To the knowledge of the directors and executive officers of the Company, other than the election of directors, none of the directors or executive officers of the Company who have been a director or executive officer at any time since the beginning of the Company's last financial year, none of the proposed nominees for election as directors of the Company, and no associate or affiliate of any of the foregoing, have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out herein, no informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE DISCLOSURE

In accordance with the corporate governance guidelines set out under National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 – *Corporate Governance Guideline*, the following is a summary of the governance practices of the Company.

Governance Highlights

Governance Element	MDA Current Practice
Board size	11 directors (9 nominee directors)
Board independence	9 independent directors (8 independent nominee directors)
Independent committees	Audit Committee (fully independent); Nominating & Governance Committee (majority independent); Human Resources, Development & Compensation Committee (fully independent)
Independent board and committee meetings	Unless otherwise determined by the Board, independent directors hold in camera sessions at the conclusion of all regularly scheduled Board and committee meetings.
Voting standard for board elections	Annually by a majority of votes cast.
Majority voting policy	Yes.
Annual board assessments	Yes. The Board engaged an external governance consultant, with the first assessment completed in February 2022. The Board reviewed the results of the assessment in early 2022 and has implemented, or is in the process of implementing, various recommendations resulting from the assessment.

To comply with the various applicable governance standards and to achieve best practices, the Company has adopted comprehensive corporate governance policies and procedures, including:

- Code of Business Conduct and Ethics (the “**Code**”);
- Charter of the Board of Directors;
- Charter of Audit Committee;
- Charter of Nominating & Governance Committee;
- Charter of Human Resources, Development & Compensation Committee;
- Position descriptions for the Chair of the Board, Chair of the Audit Committee, Chair of the Nominating & Governance Committee, Chair of the Human Resources, Development & Compensation Committee and the Lead Director;
- Whistleblower Policy;
- Majority Voting Policy;
- Disclosure and Confidential Information Policy; and
- Insider Trading Policy.

Independence

In accordance with NI 58-101, the Board considers a director to be “independent” if he or she has no direct or indirect material relationship with the Company or its subsidiaries, as determined by the Board in consultation with the Nominating & Governance Committee. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

Based on the definition of independence and a review of the applicable factual circumstances (including financial, contractual and other relationships), the Board has determined that nine of the eleven current directors are independent. The Board has determined Michael Greenley is not considered independent on the basis that he is the Chief Executive Officer of MDA. Andrew Lapham is not technically considered independent as, prior to the Company’s initial public offering (“**IPO**”), he was formerly the President of the Company; however, his role as President was titular in nature and Mr. Lapham did not, in this role, serve an executive or managerial role over the business of the Company. Mr. Lapham is not standing for re-election at the Meeting.

The Board recognizes the importance of independent leadership on the Board, and appointed John Risley, independent director, as Chair. If at any time the Chair of the Board is not independent, the Board will appoint an independent director as a Lead Director and consider other possible steps and processes to ensure that independent leadership is provided for the Board.

The Board has determined that eight of the nine proposed directors are independent, with Mr. Greenley considered not independent for the aforementioned reason.

Mandate

The mandate of the Board is set out in the Charter of the Board of Directors (the “**Board Charter**”) attached as Appendix A to this Circular.

Meetings

The Board meets not less than four times per year: three meetings to review quarterly results and one meeting prior to the issuance of the annual financial results of the Company. At each Board meeting, unless otherwise determined by the Board, an *in camera* meeting of independent directors takes place and such *in-camera* sessions are chaired by the Chair of the Board or Lead Director if the Chair is not independent within the meaning of NI 52-110.

The Board appreciates having certain members of senior management attend each Board meeting to provide information and opinions to assist the members of the Board in their deliberations. Management attendees who are not Board members are excused for any agenda items which are reserved for discussion among directors only.

Position Descriptions

The Board has adopted written position descriptions for each of the Chair of the Board, the Chair of the Audit Committee, Chair of the Nominating & Governance Committee, Chair of the Human Resources, Development & Compensation Committee and the Lead Director. Each position description will set out, without limitation, the requirements and responsibilities of each such position.

Generally, the Chief Executive Officer oversees the Company's strategic plan and has responsibility for the operation of the Company's business in accordance with such plan and the operating and capital expenditure budgets as previously approved by the Board. The Board annually reviews the Chief Executive Officer's goals, objectives and compensation for the upcoming year. The Board intends to adopt a written position description for the Chief Executive Officer in 2022.

Orientation and Continuing Education

The Board oversees an appropriate orientation for new Board members in order to familiarize them with the Company and its business (including the Company's reporting and organizational structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, management and the external auditors), the role of the Board and its committees and the contribution that an individual director is expected to make to the Board, its committees (as applicable) and the Company. The Board also coordinates the development of continuing education activities or programs for directors, from time to time as appropriate, that, among other things, assist directors to maintain or enhance their skills and abilities as directors, and assist directors in ensuring that their knowledge and understanding of the Company and its business remain current.

In addition, Board members are expected to keep themselves current with industry trends and developments and are encouraged to communicate with management and, where applicable, auditors, advisors and other consultants of the Company. Board members have access to the Company's in-house and external legal counsel in the event of any questions or matters relating to the Board members' corporate and director responsibilities and to keep themselves current with changes in legislation. Board members also have full access to the Company's records.

Ethical Business Conduct

The Board has adopted the Code for the Company's directors, officers and employees that sets out the Board's expectations for the conduct of such persons in their dealings on behalf of the Company. The Code establishes confidential reporting procedures in order to encourage employees, directors and officers to raise concerns regarding matters addressed by the Code on a confidential basis free from discrimination, retaliation or harassment. Employees who violate the Code may face disciplinary actions, including dismissal.

The Code is designed to deter wrongdoing and promote honest and ethical conduct, the avoidance of conflicts of interests, confidentiality of corporate information, protection and proper use of corporate assets and opportunities and compliance with applicable governmental laws, rules and regulations. The Code mandates the prompt internal reporting of any violations of the Code and has been designed to promote the Company's culture of honesty and accountability.

The Board monitors compliance with the Code by delegating responsibility for investigating and enforcing matters related to the Code to management, who reports breaches of the Code to the appropriate officer of the Company. Any

such investigations and resolutions of complaints will be reviewed by the General Counsel who will report annually to the Board thereon. Certain of the matters covered by the Code are also subject to Audit Committee oversight. Any employee who becomes aware of a violation of the Code is required to report the violation to a member of management. Directors and executive officers are required by applicable law and the Code to promptly disclose any potential conflict of interest that may arise. If a director or executive officer has a material interest in an agreement or transaction, the Code and principles of sound corporate governance require them to declare the interest in writing or request to have such interest entered in the minutes of meetings of directors and, where required by applicable law, abstain from voting with respect to the agreement or transaction. The Nominating & Governance Committee is responsible for monitoring such conflicts of interest under the Code. The Board delegates the communication of the Code to employees and to management who will be expected to encourage and promote a culture of ethical business conduct.

The Code of Conduct has been filed with the Canadian securities regulatory authorities on SEDAR at www.sedar.com.

Nomination of Directors

When directorships become vacant, or it is anticipated that they will be vacated, the Nominating & Governance Committee is responsible for identifying and recommending suitable candidates to be directors of the Company. In seeking suitable candidates to be directors, the Nominating & Governance Committee, all of whose members are independent directors, seeks individuals qualified (in the context of the needs of the Company and any formal criteria established by the Board) to become members of the Board for recommendation to the Board. Recommendations concerning director nominations are to be, foremost, based on merit, performance and experience.

When new directors are considered for appointment to the Board, diversity is also to be taken into consideration, as it is beneficial that a diversity of backgrounds, views and experiences be present on the Board, having regard to, among other things, gender, status, age, business experience, professional expertise, education, nationality, race, culture, language, personal skills and geographic background (see “*Corporate Governance Disclosure – Diversity*”).

Committees of the Board of Directors

The directors have established three committees: the Audit Committee, the Nominating & Governance Committee and the Human Resources, Development & Compensation Committee.

Audit Committee

The Company’s Audit Committee currently consists of Brendan Paddick (Chair), Anthony Pagano and Darren Farber, each of whom is and must at all times be financially literate. All of the Audit Committee members are considered independent within the meaning of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). The relevant education and experience of each member of the Audit Committee is described as part of their respective biographies in the Company’s current annual information form (“**AIF**”) dated March 17, 2022 under “*Directors and Executive Officers*”. The AIF is available on the Company’s profile on SEDAR at www.sedar.com.

The Board has adopted a written Charter for the Audit Committee, which sets out the Audit Committee’s responsibility for, amongst other things, reviewing and approving the financial statements of the Company and public disclosure documents containing financial information and reporting on such review to the Board, ensuring that adequate procedures are in place for the reviewing of the Company’s public disclosure documents that contain financial information, overseeing the work and reviewing the independence of the external auditors, reviewing and monitoring the Company’s internal controls systems, oversight of the Company’s enterprise risk management framework, and oversight of internal audit activity.

The members of the Audit Committee are appointed annually by the Board, and each member of the Audit Committee serves at the request of the Board until the member resigns, is removed, or ceases to be a member of the Board.

All non-audit services to be provided by the Company’s external auditor are required to be pre-approved by the Audit Committee.

Reference is made to the AIF for information relating to the Audit Committee, as required under Form 52-110F1 – *Audit Committee Information Required in an AIF*. The AIF also includes a copy of the Charter of the Audit Committee. Upon request, the Company will provide a copy of the AIF free of charge to a securityholder of the Company.

Nominating & Governance Committee

The Nominating & Governance Committee currently consists of Jill Smith (Chair), Andrew Lapham and Jim Balsillie. Ms. Smith and Mr. Balsillie are each independent within the meaning of Section 1.4 of NI 52-110. The relevant education and experience of each member of the Nominating & Governance Committee is described as part of their respective biographies in the Company's current AIF. The primary mandate of the Nominating & Governance Committee is to (i) assess the effectiveness of the Board, each of its committees and individual directors; (ii) oversee the recruitment and selection of director candidates to be nominated by the Company; (iii) organize an orientation and education program for new directors; (iv) consider and approve proposals by the directors to engage outside advisors on behalf of the Board as a whole or on behalf of the independent directors; (v) review and make recommendations to the Board concerning the size, composition and structure of the Board and its committees; and (vi) advise the Board on enhancing the Company's corporate governance through a continuing assessment of the Company's approach to corporate governance.

The Board has established a written charter setting forth the purpose, composition, authority and responsibility of the Nominating & Governance Committee consistent with the Company's corporate governance guidelines. The members of the Nominating & Governance Committee are appointed annually by the Board, and each member of the Nominating & Governance Committee serves at the request of the Board until the member resigns, is removed, or ceases to be a member of the Board. Each member of the Nominating & Governance Committee must be independent within the meaning of NI 52-110.

Human Resources, Development & Compensation Committee

The HRDCC currently consists of Yaprak Baltacioglu (Chair), Darren Farber, Anthony Pagano and Richard Florizone, each of whom is independent within the meaning of Section 1.4 of NI 52-110. The relevant education and experience of each member of the HRDCC is described as part of their respective biographies in the Company's AIF. The primary mandate of the HRDCC is to (i) oversee management succession; (ii) administer any securities-based compensation or incentive plans of the Company; (iii) assess the performance of management of the Company; (iv) review and approve the compensation program and compensation paid by the Company to the officers of the Company; (v) review and make recommendations to the Board concerning the level and nature of the compensation payable to directors and officers of the Company.

The Board has established a written charter setting forth the purpose, composition, authority and responsibility of the HRDCC consistent with the Company's corporate governance guidelines. The members of the HRDCC are appointed annually by the Board, and each member of the HRDCC serves at the request of the Board until the member resigns, is removed, or ceases to be a member of the Board. Each member of the HRDCC must be independent within the meaning of NI 52-110.

Assessment

The Nominating & Governance Committee annually assesses the performance and effectiveness of the Board, its committees and each individual member of the Board. The Board engaged an external governance consultant, with the first assessment completed in February 2022. The Board reviewed the results of the assessment in early 2022 and has implemented, or is in the process of implementing, various recommendations resulting from the assessment.

Director Term Limits and Other Mechanisms of Board Renewal

The Board has considered the matters of term limits and mandatory retirement. At this time, the Board does not believe that these types of policies are necessary. The Board believes that its self-evaluation process combined with input from an external third party governance firm is an effective and transparent manner to ensure that the Company's directors add value and remain strong contributors.

Succession Planning

The Board provides primary oversight of succession planning for senior management, the performance assessment of the Chief Executive Officer, and the Chief Executive Officer's assessments of the other senior officers. In addition, from time to time, as appropriate, the HRDCC will review policies and programs in place and under development related to succession planning.

Diversity

The Company believes that having a diverse Board and senior management offers a depth of perspective that enhances Board and management operations and performance. Similarly, the Company believes that having a diverse and inclusive organization overall is beneficial to its success, and the Company is committed to diversity and inclusion at all levels of its organization to try to attract, retain and promote the brightest and most talented individuals. The Company understands diversity to be the presence of a wide range of human qualities and attributes within a group, organization, or society. Dimensions of diversity include, but are not limited to, ancestry, culture, nationality, ethnicity, gender, gender identity, language, physical and intellectual ability, pregnancy, age, race, colour, religion, sex, sexual orientation, political convictions, civil status, and socio-economic status.

Board of Directors

The Company has not yet adopted a written diversity policy. The Board aims to be comprised of directors who have a range of perspectives, insights and views in relation to the issues affecting the Company. The Company believes that the Board should include individuals from diverse backgrounds, having regard to, among other things, gender, status, age, business experience, professional expertise, education, nationality, race, culture, language, personal skills and geographic background.

Currently, two of the directors (18%) are women. Of the proposed nominees, three of nine (33%) are women. The Company recognizes the value of the contribution of members with diverse attributes on the Board. However, the Company does not currently have a target regarding the number of women on the Board. The Company will evaluate the appropriateness of adopting targets in the future to ensure the Board is comprised of individuals with diverse attributes and backgrounds.

Management

Currently, five (42%) of the executive officers of the Company are women. The Company does not currently have a target regarding the number of women in executive officer or senior leadership positions. The Company believes that the most effective way to achieve its goal of increasing the representation of women in leadership roles at all levels of the organization is to identify high-potential women within the Company and work with them to ensure they develop the skills, acquire the experience and have the opportunities necessary to become effective leaders. The Company will evaluate the appropriateness of adopting targets in the future.

Shareholder Engagement

MDA's management and Board are committed to engaging in an open and constructive dialogue with current and prospective shareholders and value feedback on a wide range of topics including strategy, operations, governance and sustainability practices.

The Company engages with its shareholders and other stakeholders through a variety of channels including hosting quarterly conference calls to review earnings releases, regularly meeting with investors, participating in industry and investor conferences and other ad-hoc events. The Company also posts relevant and useful disclosures on its investor relations website at www.mda-en.investorroom.com.

Shareholders may also communicate directly with Board members either by email at boardofdirectors@mda.space or by mail at the address below (in an envelope marked “Confidential – Board of Directors”).

MDA Ltd.
Attn: MDA Board of Directors
9445 Airport Road
Brampton, ON L6S 4J3 Canada

Risk Oversight

The Board is responsible for understanding the principal risks of the business in which the Company is engaged, achieving a proper balance between risks incurred and the potential return to shareholders and other stakeholders, and for ensuring that there are systems in place which effectively monitor and manage those risks with a view of long-term viability of the Company. The Board relies on senior management to supervise day-to-day risk management, and management reports quarterly to the Audit Committee.

A discussion of the primary risks facing the Company’s business is included in the Company’s AIF available on the Company’s profile on SEDAR at www.sedar.com.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this section, “**named executive officer**” or “**NEO**” means each of the following individuals:

- the Chief Executive Officer;
- the Chief Financial Officer;
- each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

Compensation Discussion and Analysis

The following discussion describes the significant elements of the compensation program for the NEOs of the Company. The discussion below also reflects changes to the Company’s compensation program implemented in connection with its IPO. The NEOs for Fiscal 2021 are:

Named Executive Officer	Position
Michael Greenley	Chief Executive Officer and Director
Vito Culmone	Chief Financial Officer
Amer Khouri	Vice President, Satellite Systems
Tim Kopra ⁽¹⁾	Vice President, Robotics & Space Operations
Minda Suchan	Vice President, Geointelligence

Notes:

- (1) Mr. Kopra resigned from his position with the Company effective February 1, 2022.

Compensation Objectives and Philosophy

MDA operates in a dynamic and rapidly evolving market. To succeed in this environment and achieve its business and financial objectives, the Company needs to attract, retain and motivate a highly talented executive team and employees. The Company has designed its executive officer compensation program to achieve the following objectives:

- Provide compensation opportunities to attract and retain talented, high-performing and experienced executive officers, whose knowledge, skills and performance are critical to its success;
- Motivate its executive team to achieve its business and financial objectives;
- Align the interests of its executive officers with those of its shareholders by tying a meaningful portion of compensation directly to the long-term value and growth of its business; and
- Provide incentives that encourage appropriate levels of risk-taking by its executive team.

The compensation program is designed to retain, motivate and reward the Company's executive officers for their performance and contribution to the Company's short- and long-term success. The Company offers executive officers cash compensation in the form of base salary and an annual bonus, and equity-based compensation in the form of stock options under the Legacy Stock Option Plan. Prior to the IPO, the Company amended its Legacy Stock Option Plan to become an omnibus equity incentive plan (the "**Omnibus Plan**") under which the Company may grant long-term incentives consisting of stock options ("**Options**"), deferred share units ("**DSUs**"), performance share units ("**PSUs**") and restricted share units ("**RSUs**") to its executive officers and employees. The Company believes that equity-based compensation motivates its executive officers to achieve its business and financial objectives, and also aligns their interests with the long-term interests of the Company's shareholders.

As the Company transitioned from a privately-held to a publicly-traded company, it has continued to evaluate its philosophy and compensation program as appropriate and will continue to review compensation each year. As part of this review process, the Company is guided by the philosophy and objectives outlined above, and by market competitiveness.

2021 Performance Highlights

In 2021, MDA achieved several significant financial and operational milestones in part due to certain recent awards on our flagship programs: Canadarm3, Canadian Surface Combatant and Telesat Lightspeed LEO constellation. In addition, since separating from Maxar Technologies Inc., and completing its IPO, MDA has renewed its executive leadership team, invested significantly in research and development, and developed new growth strategies to position us for the significant future opportunities in the industry.

2021 Financial Results

- Increased revenue from approximately \$416 million in Fiscal 2020 to \$477 million in Fiscal 2021; and
- Increased Adjusted EBITDA from approximately \$127 million in Fiscal 2020 to \$137 million in Fiscal 2021.

2021 Operational Achievements

- Awarded next contract for flagship Canadarm3 program from Canadian Space Agency;
- Awarded program to build Electronic Warfare suite system for 15 Royal Canadian Navy warships;
- Selected to develop the Direct Radiating Array antenna by Telesat for its Lightspeed LEO constellation;
- Selected by Intuitive Machines, LLC to support first U.S. mission to the Moon in 50 years with MDA's Lunar landing sensors;

- Awarded contract for the JAXA (Japan Aerospace Exploration Agency) MMX (Martian Moons eXploration) mission;
- Announced CHORUS™ as its next market-leading commercial Earth observation mission; and
- Signed agreement with ICEYE to integrate X-band SAR satellite into CHORUS constellation.

Pay Policies and Practices

The following are best pay and governance practices that the Board has adopted or will be considering adopting going forward to align with best practices for public companies.

- Link executive pay to company performance through the annual incentive plan and long-term equity awards in the form of stock options;
- Balance among short- and long-term incentives, cash and equity and fixed and variable pay;
- Compare executive compensation and company performance to relevant peer group companies;
- Provide only limited perquisites;
- In 2022, the Company intends to adopt a policy to require executives to meet minimum stock ownership requirements going forward; and
- In 2022, the Company intends to establish a clawback policy allowing the Company to recoup unearned incentive-based pay.

Compensation-Setting Process

The HRDCC is responsible for assisting the Board in fulfilling its governance and supervisory responsibilities, and overseeing the Company's human capital and compensation policies, processes and practices. The HRDCC is also responsible for ensuring that the Company's compensation policies and practices provide an appropriate balance of risk and reward consistent with its risk profile. See "*Risk and Executive Compensation*" below for more on compensation risk and risk mitigation features.

The Board has adopted a written charter for the HRDCC, which sets out its responsibilities for administering the Company's compensation programs and reviewing and making recommendations to the Board concerning the level and nature of the compensation payable to the Company's executive officers. The HRDCC's oversight includes reviewing objectives, evaluating performance and ensuring that total compensation paid to the Company's executive officers, personnel who report directly to the Company's Chief Executive Officer and various other key officers and managers is competitive and appropriate, and consistent with the objectives and philosophy of the Company's compensation program. See also "*Corporate Governance – Committees of the Board of Directors – Human Resources, Development and Compensation Committee*".

The Company's Chief Executive Officer makes recommendations to the HRDCC each year with respect to the compensation for the other NEOs but is not involved in setting, or decisions with respect to, his own compensation.

Compensation Consultant

After the IPO in 2021, the HRDCC hired a compensation consultant to review the competitiveness of the compensation program. To assist in determining a peer group, in July 2021, the HRDCC engaged Mercer (Canada) Ltd. ("**Mercer**"), an independent compensation consultant, to provide input on the Company's executive compensation program against market practice. Mercer reports directly to the HRDCC and provided no services to management in 2021. In addition to providing advice on establishing a peer group, in 2021, Mercer's advisory services also included:

- Assessing the executive team’s base salaries, short-term incentive opportunities, target total cash and long-term incentives against the market;
- Assessing the Board’s compensation package, including cash and equity compensation; and
- Providing advice on the design of MDA’s future long-term incentive plan design.

The HRDCC has sole authority to hire the compensation consultant, approve its compensation, determine the nature and scope of its services, evaluate its performance, and terminate and replace (or supplement) its engagement with an alternative consultant.

The provision of any services by Mercer to the HRDCC in addition to any executive compensation-related services requires the pre-approval of the HRDCC. The fees for services rendered by Mercer in Fiscal 2021 are set forth in the table below.

Mercer	2020 fees⁽¹⁾	2021 fees
Executive compensation-related fees	N/A	\$90,896
All other fees	N/A	\$24,747 ⁽²⁾

Notes:

- (1) Mercer was not retained to provide services in 2020.
- (2) Fees in connection with compensation survey data products for positions below the executive level.

Compensation Peer Group

As compensation consultants, Mercer developed a comparative group of companies and analyzed competitive performance and compensation levels for that group. Mercer developed recommendations that were presented to the HRDCC for its consideration after analyzing executive compensation paid at both Canadian and U.S. companies identified by the consultant. The criteria used to determine the composition of the peer group were the following:

- Companies competing in the same talent markets in Canada and the US;
- US and Canadian companies operating primarily in the Aerospace and Defense industry;
- US and Canadian companies operating in the High-tech/Software industry; and
- Companies of similar size, measured by revenue (generally .33x to 3x that of MDA) and also considering assets, EBITDA, market capitalization, and enterprise value.

The 22 companies in the 2021 peer group are listed below, including their industry and whether they are listed in Canada and/or the US:

2021 Comparator Group

Company	Industry	Canadian	US
Absolute Software Corporation	Systems Software	TSX	Nasdaq
Aerovironment, Inc.	Aerospace & Defense		Nasdaq
Aersale Corporation	Aerospace & Defense		Nasdaq
Astronics Corporation	Aerospace & Defense		Nasdaq
Axon Enterprise, Inc.	Aerospace & Defense		Nasdaq
Blackberry Limited	Systems Software	TSX	NYSE
CAE Inc.	Aerospace & Defense	TSX	NYSE
Calian Group Ltd.	Diversified Support Services	TSX	
Converge Technology Solutions Corp.	IT Consulting and Other Services	TSX	
The Descartes Systems Group Inc.	Application Software	TSX	Nasdaq
Ducommun Incorporated	Aerospace & Defense		NYSE
Dye & Durham Limited	Application Software	TSX	
Enghouse Systems Limited	Application Software	TSX	
Héroux-Devtek Inc.	Aerospace & Defense	TSX	
Iridium Communications Inc.	Alternative Carriers		Nasdaq
Kinaxis Inc.	Application Software	TSX	
Kratos Defense & Security Solutions, Inc.	Aerospace & Defense		Nasdaq
Magellan Aerospace Corporation	Aerospace & Defense	TSX	
Maxar Technologies Inc.	Aerospace & Defense	TSX	NYSE
Mercury Systems, Inc.	Aerospace & Defense		Nasdaq
National Presto Industries, Inc.	Aerospace & Defense		NYSE
Sifco Industries, Inc.	Aerospace & Defense		NYSE

The peer group was an important input in reviewing compensation levels and structure for Fiscal 2021. Going forward, the Company plans to target total direct compensation (salary, short- and long-term incentives) at the market median.

Components of Compensation

The compensation of the Company's executive officers includes three major elements: (a) base salary, (b) short-term incentives, and (c) long-term equity incentives, consisting of stock options granted under the Legacy Stock Option Plan (until the number of options available for issuance thereunder have been granted) and the Omnibus Plan. PSUs and RSUs may also be granted under the Omnibus Plan but none were granted in 2021. Perquisites and benefits are not a significant element of compensation of the Company's executive officers.

The compensation elements and their objectives and key features are set forth in the table below:

Compensation Element	Objective	Key Features
Base salary	Provide a fixed level of cash compensation for performing day-to-day responsibilities	Referenced the median of the peer group in setting salaries with adjustments for individual performance and experience
Short-term incentive plan	Reward short-term financial, operational and individual performance	Cash payments determined by the HRDCC based 90% on financial performance and 10% on personal objectives
Equity compensation	Align management interests with those of shareholders, encourage retention and reward long-term company performance	Stock options with an exercise price no less than the fair market value on the grant date and vesting over a four-year period In 2022, we intend to adopt a long-term incentive plan allowing the Company to award other types of equity awards

Base Salary

Base salary is provided as a fixed source of compensation for the Company's executive officers. Base salaries are determined on an individual basis taking into account the scope of each NEO's responsibilities and their prior experience and market competitiveness. Base salaries are reviewed annually by the HRDCC and approved by the Board and may be increased based on market competitiveness, among other factors. In addition, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive officer's role or responsibilities.

Beginning in 2022, base salaries for the NEOs generally will be positioned at the market median level to attract and retain individuals with superior executive talent. Individual pay levels may be above or below the market median based on the NEO's experience, position and performance.

The following table sets forth the annual base salaries for each of the NEOs for 2020 and 2021 and the percentage change.

Named Executive Officer	2020 Base Salary (\$)	2021 Base Salary (\$)	% Change
Michael Greenley	600,000	600,000	0.0%
Vito Culmone	-	444,231	-
Amer Khouri ⁽¹⁾	-	335,246	-
Tim Kopra ⁽²⁾	319,750	325,284	1.7%
Minda Suchan	350,000	350,000	0.0%

Notes:

- (1) Amer Khouri's base salary was USD 290,000 in 2021. The amounts in the table have been converted to CAD using an exchange rate of 1.279, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on December 31, 2021.
- (2) Tim Kopra's base salary was USD 250,000 in 2020 and USD 256,250 in 2021. The amounts in the table have been converted to CAD using an exchange rate of 1.279, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on December 31, 2021.

Short-term Incentives

In 2021, the Company adopted the MDA Short-term Incentive Plan (“STIP”) for the determination of annual incentive awards. Awards under the STIP are designed to motivate the Company’s executive officers to meet its business and financial objectives generally and its annual financial performance targets in particular. STIP targets are set as a percentage of each NEO’s base salary, which varies based on his or her position, if financial performance targets are achieved. Individual annual payouts will be higher or lower than the target amount depending on the level of achievement of the applicable performance targets. STIP payments for the executive officers are determined by the Board on the recommendation of the HRDCC.

Under the terms of their employment agreements, the NEOs are eligible to receive annual bonuses of up to a specified percentage of each executive’s gross base salary as specified in their employment agreements based on individual performance, company performance or as otherwise determined appropriate by the HRDCC. Target awards are set at the market median with actual awards higher or lower based on performance.

Named Executive Officer	2021 Base Salary (\$)	Short-term Incentive Plan Targets and Actual Awards			
		2021 Target (% of base salary)	2021 Target (\$)	Actual Award (% of base salary)	Actual Award (\$)
Michael Greenley	600,000	66.67%	400,000	60.2%	361,200
Vito Culmone	444,231	75.0%	333,173	68.5%	304,113
Amer Khouri	335,246	40.0%	134,098	31.0%	104,066
Tim Kopra ⁽¹⁾	325,284	40.0%	130,114	-	-
Minda Suchan	350,000	40.0%	140,000	40.2%	140,560

Notes:

- (1) The amounts in the table for Tim Kopra and Amer Khouri have been converted to CAD using an exchange rate of 1.279, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on December 31, 2021. Mr. Kopra’s employment with MDA ended on February 1, 2022 so his award will not be paid out per the terms of the STIP plan.

The 2021 STIP is designed to:

- Drive ownership and accountability toward the achievement of MDA business objectives for the fiscal year based on achieving specified levels of corporate performance (weighted 90%); and
- Reward the attainment of personal performance results, which extend *beyond* the participant’s core job responsibilities and contribute to the long-term success of the Company (weighted 10%).

Awards under the 2021 STIP are calculated based on levels of achievement against the following measures: Earnings before interest, taxes, depreciation and amortization (“EBITDA”), Cash-Funds from Operations, Order Intake and Personal Objectives. For NEO staff, there were two types of STIP plans established for 2021, depending on whether they were Corporate staff or a leader of one of the Company’s three business areas. The plans are represented below:

Corporate Leader Plan	
	Weighting
Order Intake ⁽¹⁾	30%
EBITDA ⁽¹⁾	30%
Cash-Funds from Operations ⁽¹⁾	30%
Personal Objectives ⁽²⁾	10%
Total	100%

Business Area Leader Plan				
	Total MDA (60%)	BA (30%)	Personal	Total
Order Intake ⁽¹⁾	20%	10%	-	30%
EBITDA ⁽¹⁾	20%	10%	-	30%
Cash-Funds from Operations ⁽¹⁾	20%	10%	-	30%
Personal Objectives ⁽²⁾	-	-	10%	10%
Total	60%	30%	10%	100%

Notes:

- (1) The achievement of EBITDA, Cash-Funds from Operations and Order Intake is calculated on a linear basis with a maximum payout of 150% of target.
- (2) The maximum award for Personal Objectives is 100%.

Signing bonus

To recruit executives to join MDA, the Company may award signing bonuses. In February 2021, Vito Culmone received a cash signing bonus in the amount of \$100,000 to recruit him to join MDA as Chief Financial Officer on March 6, 2021. In March 2021, Amer Khouri, in connection with the commencement of his employment in January 2021 as Vice President, Satellite Systems, received a signing bonus of USD 200,000 converted to CAD using the following exchange rate of 1.2575, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on March 31, 2021.

Equity-Based Incentive Awards

In 2021, the Company amended and restated its Legacy Stock Option Plan to become the Omnibus Plan. The Omnibus Plan provides the Company with a share-related mechanism to attract, retain and motivate executives and reward them for their contributions toward the long-term goals and success of the Company and to enable them to acquire Company shares as long-term investments and proprietary interests in the Company. The Company's equity incentive plans are discussed under "Equity Incentive Plans".

2021 Option and Share Based Grants

In 2021, the Board approved option grants to be awarded to Vito Culmone, in connection with the commencement of his employment in March 2021, and Amer Khouri, in connection with the commencement of his employment in January 2021. Options are not exercisable after 10 years from the date of grant and will terminate on that date. The Option grants are set forth in the table below:

Named Executive Officer	2021 Share-based Awards (#)	2021 Share-based Awards (\$)	2021 Option Grant (#)	2021 Option Grant Value (\$)
Michael Greenley	-	-	-	-
Vito Culmone	208,333	2,630,804	1,125,000	4,239,991
Amer Khouri	142,812	1,930,825	260,287	1,095,145
Tim Kopra	-	-	-	-
Minda Suchan	-	-	-	-

One-third of the Options vested on the date of grant, with the first 1/6th of the remaining shares subject to the option vesting on December 31, 2021 and the remaining half of the options vesting annually in equal installments over the following three years as set forth in the table below.

Percentage of Grant	Vesting Date
1/6 th	Grant date
1/6 th	Grant date
1/6 th	December 31, 2021
1/6 th	December 31, 2022
1/6 th	December 31, 2023
1/6 th	December 31, 2024

Benefit Plans

The Company provides its executive officers, including the NEOs, with life, disability, health and dental insurance programs on the same basis as other employees as well as paid time off. The Company offers these benefits consistent with local market practice.

Pension Plan Benefits

The Company sponsors a number of different retirement plans including registered pension plans and RRSP plans. Participation in the plan is determined based on the entity in which the employee works. These plans supplement government plans, such as the Canada Pension Plan and Quebec Pension Plan. For our U.S. based employees, the Company has a sponsored 401K plan. The following table summarizes the following information for the NEOs participating in the Company's defined benefit pension plan arrangements as at December 31, 2021.

Name and Principal Position ⁽¹⁾	Number of Years Credited Service (#)	Annual Benefits Payable (\$)		Opening Present Value of Defined Benefit Obligation (\$)	Compensatory Change (\$)	Non-Compensatory Change (\$)	Closing Present Value of Defined Benefit Obligation (\$)
		At Year End	At Age 65				
Michael Greenley Chief Executive Officer and Director	3.92	11,900	33,500	253,900	25,100	(16,800)	262,200

Notes:

- (1) All amounts in the table have been calculated using the same assumptions and methods that are used for financial statement reporting purposes, including a December 31, 2021 discount rate and the 2014 Canadian Pensioners' Monthly (CPM) Private Mortality Table with projection using Scale CPM-E.

The Company sponsored defined benefit plan is subject to a two year waiting period. Vito Culmone will participate in this plan following the two year waiting period. During the waiting period, Mr. Culmone will receive \$20,000 per year which he will direct to a personal RRSP.

Perquisites

The Company generally does not offer significant perquisites as part of its compensation program, other than those described below under “– *Employment Agreements*”. Mr. Khouri's employment agreement provides for a relocation allowance and a living allowance in connection with the commencement of his employment in January 2021. Also, in 2021, the Company provided a \$3,000 executive medical benefit to each NEO.

Termination and Change-of-Control Benefits

For a summary of the termination and change of control benefits provided under each long-term incentive plan, please refer to “*Components of Compensation – Long-Term Incentive Plans*”. For a summary of the termination benefits provided under the NEOs’ employment agreements, please refer to the “– *Employment Agreements*” section below.

Risk and Executive Compensation

In reviewing the Company’s compensation policies and practices each year, the HRDCC will seek to ensure the executive compensation program provides an appropriate balance of risk and reward consistent with the risk profile of the Company. The HRDCC will also seek to ensure the Company’s compensation practices do not encourage excessive risk-taking behaviour by the executive team. To mitigate compensation risk, the Board is considering adopting stock ownership guidelines for NEOs effective in 2022.

Trading Restrictions

All of the Company’s executive officers, including the NEOs, directors and employees are subject to its insider trading policy, which prohibits trading in the Company’s securities while in possession of material undisclosed information about the Company. Under this policy, these individuals are also prohibited from entering into certain types of hedging transactions involving the securities of the Company, such as short sales, puts and calls or other derivative securities, prepaid variable forwards, equity swaps, collars, and common shares of exchange funds that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held directly by the employee. Furthermore, executive officers, including the NEOs, may trade in the Company’s securities, including exercising options, only during prescribed trading windows.

Clawback policy

In 2022, the Company intends to establish a clawback policy allowing the Company to recoup unearned incentive-based pay.

Share Ownership Guidelines

In 2022, the Company intends to adopt a policy to require executives to meet minimum stock ownership requirements going forward.

Summary Compensation Table

The following table sets out information concerning the fiscal 2021 compensation earned by, paid to, or awarded to the NEOs.

Name and Principal Position	Fiscal	Salary (\$) ⁽¹⁾	Share Based Awards (\$) ⁽²⁾	Option Based Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation		Pension (\$)	All Other Compensation (\$) ⁽⁷⁾	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Michael Greenley Chief Executive Officer and Director	2021	600,000	-	-	361,200	-	25,100	28,550	1,014,850
Vito Culmone⁽⁴⁾ Chief Financial Officer	2021	444,231	2,630,804	4,239,991	304,113	-	-	121,520	7,740,659
Amer Khouri⁽⁵⁾ Vice President, Satellite Systems	2021	335,246	1,930,825	1,095,145	104,066	-	9,343	289,087	3,763,712
Minda Suchan Vice President, Geointelligence	2021	350,000	-	-	140,560	-	13,915	2,624	507,099
Tim Kopra⁽⁶⁾ Vice President, Robotics & Space Operations	2021	325,284	-	-	-	-	11,103	67,479	403,866

Notes:

- Represents the base salary paid in Fiscal 2021.
- Common Shares issued to the Employee Trust for the benefit of the applicable NEOs. The fair value of the Common Shares has been calculated based on a barrier option pricing model, in order to account for the price of the Common Shares on April 8, 2021, volatility, risk-free rate and vesting conditions.
- The fair value of the options has been calculated using the Black-Scholes option-pricing model.
- All of the options were awarded to and/or for the benefit of Vito Culmone in connection with the commencement of his employment in March 2021 and for past and ongoing services. "All Other Compensation" for Vito Culmone consists of a \$100,000 signing bonus and the Company's estimated contribution for the NEO to the Company's registered retirement savings plan.
- All of the options were awarded to and/or for the benefit of Amer Khouri in connection with the commencement of his employment in January 2021 and for past and ongoing services. Amer Khouri's base salary and annual incentive plan target amount are USD 290,000 and USD 116,000, respectively. The amounts in the table have been converted to CAD using an exchange rate of 1.279, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on December 31, 2021. "All Other Compensation" consists of amounts paid by the Company for housing expenses and a USD 200,000 signing bonus.
- Tim Kopra's base salary and annual incentive plan target amount are USD 250,000 and USD 100,000, respectively. The amounts in the table have been converted to CAD using an exchange rate of 1.279, being the daily rate of exchange posted by the Bank of Canada for conversion of USD to CAD on December 31, 2021. "All Other Compensation" consists of amounts paid by the Company for housing and car expenses.
- "All Other Compensation" consists of the Company's estimated contribution for the NEO for taxable insurance benefits, housing reimbursement and car payments.

Employment Agreements

MDA has entered into employment agreements with each of the NEOs. The agreements set forth the terms and conditions of each executive's employment with the Company, including base salary, annual bonus opportunity, eligibility for employee benefits and severance benefits upon a qualifying termination of employment, and certain restrictive covenants such as non-solicitation provisions. Any potential payments and benefits due upon a qualifying termination of employment or a change of control are further described below.

Michael Greenley, Chief Executive Officer and Director

Mr. Greenley's employment agreement provides for base salary, an annual performance bonus, participation in the Legacy Stock Option Plan and benefits. Mr. Greenley also participates in the Omnibus Plan.

If Mr. Greenley is terminated without cause or resigns for good reason, then in addition to his accrued but unpaid base salary and vacation pay up to the termination date, and benefits continuation, the Company will provide Mr. Greenley, as severance, an amount equal to 200% of his annual base salary; as well as his annual bonus (if any) for the year of termination, prorated to the termination date. If Mr. Greenley's employment agreement is terminated for any other reason other than as set out immediately above, he will receive only his accrued but unpaid base salary and vacation pay up to the termination date, and all entitlement to benefits and participation in the Company's STIP or incentive plans shall terminate on the termination date.

Mr. Greenley's employment agreement also contains customary confidentiality and non-disparagement covenants and certain restrictive covenants that will continue to apply following the termination of his employment, including non-competition provisions which are in effect during Mr. Greenley's employment and for up to 24 months following the termination of his employment and non-solicitation provisions which are in effect during Mr. Greenley's employment and for the 24 months following the termination of his employment.

Vito Culmone, Chief Financial Officer

Mr. Culmone's employment agreement provides for base salary, a signing bonus, an annual performance bonus, participation in the Legacy Stock Option Plan, and benefits. Mr. Culmone also participates in the Omnibus Plan.

If Mr. Culmone resigns or is terminated for cause, he will be entitled to receive only his accrued but unpaid base salary up to the termination date, and all entitlement to benefits shall terminate on the termination date. If Mr. Culmone is terminated without cause, then in addition to his accrued but unpaid base salary and vacation pay up to the termination date and benefits continuation, the Company will provide Mr. Culmone as severance an amount equal to 24 months' base salary as well as his annual bonus prorated to the termination date and for a period of 24 months thereafter.

Mr. Culmone's employment agreement also contains customary confidentiality covenants and certain restrictive covenants that will continue to apply following the termination of his employment, including non-competition and non-solicitation provisions which are in effect during Mr. Culmone's employment and for the 12 months following the termination of his employment.

Amer Khouri, Vice President, Satellite Systems

Mr. Khouri's employment agreement provides for base salary, a signing bonus, an annual performance bonus, participation in the Legacy Stock Option Plan, a relocation allowance and benefits. Mr. Khouri also participates in the Omnibus Plan. Mr. Khouri's employment agreement was amended in February 2022 to provide for an increase in his base salary effective as of the date of amendment, as well as an additional bonus which may become payable to him in 2023.

If Mr. Khouri resigns or is terminated for cause, he will be entitled to receive only his accrued but unpaid base salary up to the termination date, and all entitlement to benefits shall terminate on the termination date. If Mr. Khouri is terminated without serious reason then in addition to his accrued but unpaid base salary and vacation pay up to the termination date, the Company will provide Mr. Khouri, as severance, an amount equal to 12 months' base salary plus one month base salary for each completed year of service up to a maximum of 24 months; as well as his annual bonus prorated for a period of a period of 12 months plus one month for every completed year of service up to a maximum of 24 months.

Mr. Khouri's employment agreement also contains customary confidentiality covenants and certain restrictive covenants that will continue to apply following the termination of his employment, including non-competition and non-solicitation provisions which are in effect during Mr. Khouri's employment and for the 12 months following the termination of his employment.

Tim Kopra, Vice President, Robotics & Space

Prior to Mr. Kopra's resignation on February 1, 2022, Mr. Kopra's employment agreement provided for base salary, an annual performance bonus, participation in the Legacy Stock Option Plan and benefits. Mr. Kopra also participated in the Omnibus Plan.

Mr. Kopra's employment agreement provided that, if Mr. Kopra resigned without good reason or was terminated for cause, he will be entitled to receive only his accrued but unpaid base salary up to the termination date, and all entitlement to benefits shall terminate on the termination date. If Mr. Kopra's employment was terminated for any other reason other than as set out immediately above, then in addition to his accrued but unpaid base salary to the termination date, and benefits continuation, the Company will provide Mr. Kopra, as severance, an amount equal to 12 month's base salary.

Mr. Kopra's employment agreement also contained customary confidentiality covenants and certain restrictive covenants that continue to apply following the termination of his employment, including non-competition and non-solicitation provisions which are in effect during Mr. Kopra's employment and for the 12 months following the termination of his employment.

Dr. Minda Suchan, Vice President, Geointelligence

Dr. Suchan's employment agreement provides for base salary, a signing bonus, an annual performance bonus, participation in the Legacy Stock Option Plan, a relocation allowance and benefits. Dr. Suchan also participates in the Omnibus Plan.

If Dr. Suchan resigns or is terminated for cause, she will be entitled to receive only her accrued but unpaid base salary up to the termination date, and all entitlement to benefits shall terminate on the termination date. If Dr. Suchan is terminated without cause, then in addition to her accrued but unpaid base salary and vacation pay up to the termination date, and benefits continuation, the Company will provide Dr. Suchan as severance an amount equal to 12 months' base salary plus one month base salary for each completed year of service up to a maximum of 24 months; as well as her annual bonus prorated for a period of 12 months plus one month for every completed year of service up to a maximum of 12 months. Dr. Suchan's employment agreement also contains customary confidentiality covenants and certain restrictive covenants that will continue to apply following the termination of her employment, including non-competition and non-solicitation provisions which are in effect during Dr. Suchan's employment and for the 12 months following the termination of her employment.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets out information concerning the option-based and share-based awards granted to the Company's NEOs that are outstanding as of December 31, 2021.

Name and Principal Position	Option-based Awards					Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽²⁾	Market or payout value of vested share-based awards not paid out or distributed (\$)
Michael Greenley Chief Executive Officer and Director	3,023,250	6.00 - 15.36	October 30, 2030	4,232,550	-	-	-
Vito Culmone Chief Financial Officer	1,125,000	14.00 - 30.00	March 6, 2031	-	137,500	1,306,250	672,914
Amer Khouri Vice President, Satellite Systems	260,287	14.00 - 15.36	January 25, 2031	-	71,405	678,348	678,366
Minda Suchan Vice President, Geointelligence	403,100	6.00 - 15.36	November 7, 2030	564,340	-	-	-
Tim Kopra Vice President, Robotics & Space Operations	403,100	6.00 - 15.36	November 9, 2030	564,340	-	-	-

Notes:

- (1) Amounts shown represents the difference between the closing price of the Company's Common Shares on the TSX of \$9.50 on December 31, 2021 and the option exercise price.
- (2) Based on the closing price of the Company's Common Shares on the TSX of \$9.50 on December 31, 2021.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out, for each of the Company’s NEOs, the value of the share-based awards that vested in accordance with their terms during Fiscal 2021.

Name and Principal Position	Option-based Awards – Value to be Vested During the Year (\$) ⁽¹⁾	Share-based Awards – Value to be Vested During the Year (\$) ⁽²⁾
Michael Greenley Chief Executive Officer and Director	704,425	-
Vito Culmone Chief Financial Officer	-	672,914
Amer Khouri Vice President, Satellite Systems	-	678,366
Minda Suchan Vice President, Geointelligence	94,056	-
Tim Kopra Vice President, Robotics & Space Operations	94,056	-

Notes:

- (1) Option-based amounts represent the difference between the closing price of the Company’s Common Shares on the TSX of \$9.50 on December 31, 2021 and the option exercise price, multiplied by the amount by the number of vested options.
- (2) Share-based amounts represent the number of vested shares at the closing price of the Company’s Common Shares on the TSX of \$9.50 December 31, 2021.

Burn Rate

The annual burn rate for each security-based compensation arrangement for the most recently completed financial year, expressed as a percentage and calculated by dividing the number of awards granted during the financial year by the weighted average number of Common Shares outstanding for the financial year, is set forth in the following table:

Burn Rate	2021 (%)
Number of share-based awards granted / Basic weighted average number of Common Shares outstanding at year end	2.35

DIRECTOR COMPENSATION

General

The following discussion describes the significant elements of the compensation program for members of the Board and its committees. The compensation of the Company’s directors is designed to attract and retain committed and qualified directors and to align their compensation with the long-term interests of its shareholders. The Company’s CEO, Michael Greenley (an “**Excluded Director**”), does not receive any compensation for his service as a director of the Board and is not included in the table below, see the “*Summary Compensation Table*” above for the compensation he received from the Company in 2021.

The Board, on the recommendation of the HRDCC, is responsible for reviewing and approving any changes to the directors’ compensation arrangements. In consideration for serving on the Board, each director (other than the CEO) is paid an annual retainer. All directors are reimbursed for their reasonable out-of-pocket expenses incurred while serving as directors.

Director Compensation Table

The chart below outlines the Company's director compensation program.

Type of Fee		Amount (\$)
Board Retainer	Excluded director	Nil
	Non-Excluded directors	150,000
Annual Retainer for Chair of the Board	Non-Excluded directors	30,000
Annual Retainer for Chair of Board Committees	Non-Excluded directors	15,000

The following table sets forth the value of all compensation earned by directors of the Company (other than the Excluded Director) in their capacity as directors for Fiscal 2021:

Name of Director	Fees Earned (\$) ⁽¹⁾	Share Based Awards (\$)	Option Based Awards (\$)	Non-Equity Incentive Plan Compensation		All Other Compensation (\$) ⁽²⁾	Total Compensation (\$)
				Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)		
Andrew Lapham ⁽³⁾	150,000	-	-	-	-	-	150,000
Anthony Pagano ⁽³⁾	150,000	-	-	-	-	-	150,000
Brendan Paddick	150,000	-	-	-	--	-	150,000
Darren Farber	150,000	-	-	-	-	-	150,000
Richard Florizone ⁽³⁾	132,115	-	-	-	-	-	132,115
Jim Balsillie	150,000	-	-	-	-	-	150,000
John Risley	-(4)	-	-	-	-	-	-
Jill Smith	150,000	-	-	-	-	-	150,000
James Stavridis ⁽³⁾	150,000	-	-	-	-	-	150,000
Yaprak Baltacioglu	150,000	-	-	-	-	-	150,000

Notes:

- (1) Includes all fees awarded, earned, paid or payable in cash for services as a director, including annual retainer fees, committee, chair and meeting fees.
- (2) Includes all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to a director in any capacity, under any other arrangement. This includes, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the director for services provided, directly or indirectly, to the Company or a subsidiary of the Company.
- (3) Not standing for re-election.
- (4) Mr. Risley waived his annual retainer fee for Fiscal 2021.

Deferred Share Units

The Company's Omnibus Plan provides for the grant of DSUs to each director, other than the CEO. The Board has mandated that 50% of each director's annual cash retainer for 2022 shall be payable to such director in the form of DSUs. In addition, each year, the Company's directors may elect to take all or a portion of the remaining amount of their annual Board retainer in the form of DSUs.

Following the end of an eligible director's tenure as a member of the Board, the director will receive Common Shares, a payment in cash at the fair market value of the Common Shares represented by his or her DSUs, or a combination

of the two on the director’s elected redemption date. Each director’s elected redemption date will not be earlier than the date the director’s tenure as a member of the Board ceases and will not be later than December 15th of the year following the year in which the director’s tenure as a member of the Board ceases.

See “Omnibus Plan – Deferred Share Units” for more details on DSUs.

Outstanding Option-Based and Share-Based Awards

None of the Company’s directors, other than the Excluded Director, hold any option-based or share-based awards.

Director Share Ownership Requirements

To align the interests of the directors of the Company with the long-term interests of the Company’s shareholders, the directors (other than any Excluded Director) are required to maintain an equity ownership interest in the Company equal to four times the applicable directors annual cash retainer, not including committee chair retainers. Board share ownership requirements are to be achieved within a five-year period. The HRDCC is authorized to further define the parameters of the foregoing share ownership guidelines.

Directors’ and Officers’ Liability Insurance

The Company’s directors and officers are covered under its existing directors’ and officers’ liability insurance. Under this insurance coverage, the Company will be reimbursed for insured claims where payments have been made under indemnity provisions on behalf of the Company’s directors and officers, subject to a deductible for each loss, which will be paid by the Company. The Company’s individual directors and officers will also be reimbursed for insured claims arising during the performance of their duties for which they are not indemnified by the Company. Excluded from insurance coverage are illegal acts, acts which result in personal profit and certain other acts.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY INCENTIVE PLANS

As of the date hereof, there are 9,025,431 Options outstanding under the Company’s equity incentive plans, each of which could be exercised for one Common Share, which represents 7.6% of the Company’s issued and outstanding Common Shares as at the date hereof.

The following table summarizes certain information as of December 31, 2021 under which equity securities of the Company were authorized for issuance.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights (C\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	9,025,431	11.19	2,898,461
Equity compensation plans not approved by securityholders	-	-	-
Total	9,025,431	11.19	2,898,461

Omnibus Plan

In connection with the Company’s IPO, the Company amended and restated its Legacy Stock Option Plan to become the Omnibus Plan. The material features of the Omnibus Plan are summarized below.

Purpose

The purpose of the Omnibus Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, employees and consultants of the Company, to reward such of those non-employee directors, employees and consultants as may be granted Awards (as hereinafter defined) under the Omnibus Plan by the Board from time to time for their contributions toward the long term goals and success of the Company and to enable and encourage such non-employee directors, employees and consultants to acquire Common Shares (as defined in the Omnibus Plan) as long term investments and proprietary interests in the Company.

Types of Awards

The Omnibus Plan provides for the grant of options (“**Options**”), deferred share units (“**DSUs**”), restricted share units (“**RSUs**”), performance share units (“**PSUs**”) and other share-based awards (“**Other Share-Based Awards**” and together with the Options, DSUs, PSUs and RSUs, the “**Awards**”). All Awards will be granted by an agreement or other instrument or document evidencing the Award granted under the Omnibus Plan (an “**Award Agreement**”).

Plan Administration

The Omnibus Plan will be administered by the Board, which may delegate its authority to any duly authorized committee of the Board (the “**Plan Administrator**”). The Plan Administrator has sole and complete authority, in its discretion, to:

- (a) determine the individuals (the “**Participants**”) to whom grants of Awards under the Omnibus Plan may be made;
- (b) make grants of Awards under the Omnibus Plan, whether relating to the issuance of Common Shares or otherwise (including any combination of Options, RSUs, PSUs, DSUs or Other Share-Based Awards), in such amounts, to such Participants and, subject to the provisions of the Omnibus Plan, on such terms and conditions as it determines, including, without limitation:
 - (i) the time or times at which Awards may be granted;
 - (ii) the conditions under which: (A) Awards may be granted to Participants; or (B) Awards may be forfeited to the Company, including any conditions relating to the attainment of specified performance goals;
 - (iii) the number of Common Shares to be covered by any Award;
 - (iv) the price, if any, to be paid by a Participant in connection with the purchase of Common Shares covered by any Awards;
 - (v) whether restrictions or limitations are to be imposed on the Common Shares issuable pursuant to grants of any Award, and the nature of such restrictions or limitations, if any; and
 - (vi) any acceleration of exercisability or vesting, or waiver of termination regarding any Award, based on such factors as the Plan Administrator may determine;
- (c) establish the form or forms of Award Agreements;
- (d) cancel, amend, adjust or otherwise change any Award under such circumstances as the Plan Administrator may consider appropriate in accordance with the provisions of the Omnibus Plan;
- (e) construe and interpret the Omnibus Plan and all Award Agreements;
- (f) adopt, amend, prescribe and rescind administrative guidelines and other rules and regulations relating to the Omnibus Plan, including rules and regulations relating to sub-plans established for

the purpose of satisfying applicable foreign laws or for qualifying for favorable tax treatment under applicable foreign laws; and

- (g) make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Omnibus Plan.

Common Shares Available for Awards

Subject to adjustments as provided for under the Omnibus Plan, the maximum number of Common Shares available for issuance pursuant to Awards granted under the Omnibus Plan will not exceed 10% of the Company's total issued and outstanding Common Shares from time to time. As of the date hereof, there are 9,025,431 Common Shares reserved and available for issuance under the Omnibus Plan, representing 7.6% of the Company's issued and outstanding Common Shares, and 75.7% of Common Shares available for issuance under the Omnibus Plan.

The Omnibus Plan is considered to be an "evergreen" plan, since the Common Shares covered by Awards which have been exercised or terminated will be available for subsequent grants under the Omnibus Plan and the total number of Awards available to grant increases as the number of issued and outstanding Common Shares increases.

The aggregate number of Common Shares: (a) issuable to Insiders (as defined under the Omnibus Plan) at any time under all of the Company's security based compensation arrangements (which, for greater certainty, includes the Legacy Stock Option Plan) may not exceed 10% of the Company's total issued and outstanding Common Shares; and (b) issued to Insiders within any one-year period, under all of the Company's security based compensation arrangements may not exceed 10% of the Company's total issued and outstanding Common Shares.

Blackout Period

In the event that the date of grant of an Award occurs, or an Award expires, at a time when an undisclosed material change or material fact in the affairs of the Company exists, the effective date of grant for such award, or expiry of such Award, as the case may be, will be no later than 10 business days after which there is no longer such undisclosed material change or material fact, and the Market Price (as hereinafter defined) with respect to the grant of such Award will be calculated based on the five business days immediately preceding the effective grant date.

Description of Awards

Subject to the provisions of the Omnibus Plan and such other terms and conditions as the Plan Administrator may prescribe, including with respect to performance and vesting conditions, the Plan Administrator may, from time to time, grant the following types of Awards to any Participant.

Options

An Option entitles a holder thereof to purchase a Share at an exercise price set at the time of the grant, which exercise price must in all cases be not less than the Market Price on the date of grant. "**Market Price**" is defined as the volume weighted average closing price of the Common Shares on the TSX for the five trading days immediately preceding the date of grant (or, if such Common Shares are not then listed and posted for trading on the TSX, on such stock exchange on which the Common Shares are listed and posted for trading as may be selected for such purpose by the Board); provided that, for so long as the Common Shares are listed and posted for trading on the TSX, the Market Price shall not be less than the market price, as calculated under the policies of the TSX. The term of each option will be fixed by the Plan Administrator, but may not exceed 10 years from the date of grant.

Deferred Share Units

A DSU is a unit equivalent in value to a Share that vests upon grant but does not settle until a future date, generally upon termination of service with the Company. The number of DSUs (including fractional DSUs) granted at any particular time will be calculated by dividing (a) the amount of any compensation that is to be paid in DSUs, as determined by the Plan Administrator, by (b) the Market Price of a Share on the grant date.

The Plan Administrator will have the sole authority to determine the settlement terms applicable to the grant of DSUs. Subject to the terms of the Omnibus Plan and except as otherwise provided in an Award Agreement, on the settlement date for any DSU, the Participant will redeem each vested DSU for a Share, a cash payment, or a combination thereof.

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, DSUs will be credited with dividend equivalents in the form of additional DSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents will vest in proportion to the DSUs to which they relate and will be settled in the same manner as the DSUs.

Restricted Share Units

An RSU is a unit equivalent in value to a Share that does not vest until after a specified period of time, or satisfaction of other vesting conditions as determined by the Plan Administrator, and which may be forfeited if vesting conditions are not met. The number of RSUs (including fractional RSUs) granted at any particular time will be calculated by dividing (a) the amount of any compensation that is to be paid in RSUs, as determined by the Plan Administrator, by (b) the Market Price of a Share on the grant date.

The Plan Administrator will have the sole authority to determine the settlement terms applicable to the grant of RSUs. Subject to the terms of the Omnibus Plan and except as otherwise provided in an Award Agreement, on the settlement date for any RSU, the Participant will redeem each vested RSU for a Share, a cash payment, or a combination thereof.

Unless otherwise determined by the Plan Administrator and set forth in the particular Award Agreement, RSUs will be credited with dividend equivalents in the form of additional RSUs as of each dividend payment date in respect of which normal cash dividends are paid on Common Shares. Dividend equivalents will vest in proportion to the RSUs to which they relate and will be settled in the same manner as the RSUs.

Performance Share Units

The Plan Administrator will issue performance goals prior to the grant date to which such performance goals pertain. The performance goals may be based upon the achievement of corporate, divisional or individual goals and may be applied relative to performance relative to an index or comparator group, or on any other basis determined by the Plan Administrator. The Plan Administrator may modify the performance goals as necessary to align them with the Company's corporate objectives, subject to any limitations set forth in an Award Agreement or other agreement with a Participant. The performance goals may include a threshold level of performance below which no payment will be made (or no vesting will occur), levels of performance at which specified payments will be made (or specified vesting will occur), and a maximum level of performance above which no additional payment will be made (or at which full vesting will occur), all as set forth in the applicable Award Agreement.

Each PSU will consist of a right to receive a Share, cash payment, or a combination thereof, upon the achievement of such performance goals during such performance periods as the Plan Administrator may establish.

Other Share-Based Awards

Each Other Share-Based Award shall consist of a right (a) which is other than an Award or right described above, and (b) which is denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Common Shares (including, without limitation, securities convertible into Common Shares) as are deemed by the Plan Administrator to be consistent with the purposes of the Omnibus Plan; provided, however, that such right will comply with applicable law. Subject to the terms of the Omnibus Plan and any applicable Award Agreement, the Plan Administrator will determine the terms and conditions of Other Share-Based Awards.

Effects of Termination on Awards

The following table describes the impact of certain events upon the Participants under the Omnibus Plan, including termination for cause, resignation, termination without cause, disability, death or retirement, subject, in each case, to the terms of a Participant's employment agreement, Award Agreement or other written agreement:

Event Provisions	Provisions
Termination for cause	Forfeiture of any unvested and vested Option or other Award.
Resignation (other than resignation with good reason or retirement)	Forfeiture of any unvested Option or other Award. Vested Options or other Awards must be exercised before the earlier of the expiry date and 6 months after termination of employment.
Termination without cause (or resignation with good reason)	Forfeiture of any unvested Option or other Award. Vested Options or other Awards must be exercised before the earlier of the expiry date and 6 months after termination of employment.
Death or Disability	12-month vesting period after death for all unvested Options or other Awards and the earlier of the expiry date and 30 days following such 12-month vesting period to exercise.
Retirement	Forfeiture of any unvested Option or other Award. Vested Options or other Awards must be exercised before the earlier of the expiry date and 6 months after termination of employment.

Notwithstanding the foregoing, the Plan Administrator may, in its discretion, permit the acceleration of vesting of any or all Awards or waive termination of any or all Awards, all in the manner and on the terms as may be authorized by the Plan Administrator.

Change in Control

Except as may be set forth in an employment agreement, Award Agreement or other written agreement between the Company or a subsidiary of the Company and the Participant or as set out in the Omnibus Plan, the Plan Administrator may, without the consent of any Participant, take such steps as it deems necessary or desirable, including to cause:

- (a) the conversion or exchange of any outstanding Awards into or for, rights or other securities of substantially equivalent value, as determined by the Plan Administrator in its discretion, in any entity participating in or resulting from a Change in Control (as defined in the Omnibus Plan);
- (b) outstanding Awards to vest and become exercisable, realizable, or payable, or restrictions applicable to an Award to lapse, in whole or in part prior to or upon consummation of such Change in Control, and, to the extent the Plan Administrator determines, terminate upon or immediately prior to the effectiveness of such Change in Control;
- (c) the termination of an Award in exchange for an amount of cash and/or property, if any, equal to the amount that would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights as of the date of the occurrence of the transaction net of any exercise price payable by the Participant (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction, the Plan Administrator determines, in good faith, that no amount would have been attained upon the exercise or settlement of such Award or realization of the Participant's rights net of any exercise price payable by the Participant, then such Award may be terminated by the Company without payment);
- (d) the replacement of such Award with other rights or property selected by the Board in its sole discretion; or
- (e) any combination of the foregoing.

In taking any of the foregoing actions, the Plan Administrator will not be required to treat all Awards similarly in the transaction.

Notwithstanding the foregoing, and unless otherwise determined by the Plan Administrator or as set out in the Omnibus Plan, if, as a result of a Change in Control, the Common Shares will cease trading on a stock exchange, the

Company may terminate all of the Awards granted under the Omnibus Plan at the time of and subject to the completion of the Change in Control by paying to each holder an amount for each Award equal to the fair market value of the Award held by such Participant as determined by the Plan Administrator, acting reasonably.

In the event a Participant is terminated without cause or resigns for good reason during the 12-month period following completion of a Change of Control, any Awards that were assumed or replaced by other awards upon a Change of Control and remain unvested shall vest in full and shall be exercisable until the earlier of (i) the close of business on the expiry date of the Award; and (ii) 90 days following the Participant's termination of employment.

Assignability

Except as required by law, the rights of a Participant under the Omnibus Plan are not capable of being assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged unless otherwise approved by the Plan Administrator.

Amendment, Suspension or Termination of the Omnibus Plan

The Plan Administrator may from time to time, without notice and without approval of the Shareholders, amend, modify, change, suspend or terminate the Omnibus Plan or any Awards granted pursuant thereto as it, in its discretion, determines appropriate, provided, however, that: (a) no such amendment, modification, change, suspension or termination may materially impair any rights of a Participant or materially increase any obligations of a Participant under the Omnibus Plan without the consent of the Participant, unless the Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or TSX requirements; and (b) any amendment that would cause an Award held by a U.S. taxpayer to be subject to the additional tax penalty under the U.S. tax code will be null and void with respect to the U.S. taxpayer unless his or her consent is obtained.

Without limiting the generality of the foregoing, but subject to the below, the Plan Administrator may, without shareholder approval, at any time or from time to time, amend the Omnibus Plan for the purposes of:

- any amendments to the general vesting provisions of each Award;
- any amendment regarding the effect of termination of a participant's employment or engagement;
- any amendments to add covenants of the Company for the protection of Participants, provided that the Plan Administrator must be of the good faith opinion that such additions will not be prejudicial to the rights or interests of the Participants;
- any amendments not inconsistent with the Omnibus Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Plan Administrator, having in mind the best interests of the Participants, it may be expedient to make, including amendments that are desirable as a result of changes in law in any jurisdiction where a Participant resides, provided that the Plan Administrator must be of the opinion that such amendments and modifications will not be prejudicial to the interests of the Participants and non-employee directors; or
- any such changes or corrections which, on the advice of counsel to the Company, are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error, provided that the Plan Administrator must be of the opinion that such changes or corrections will not be prejudicial to the rights and interests of the Participants.

Notwithstanding the foregoing and subject to any rules of the TSX, shareholder approval will be required for any amendment, modification or change that:

- increases the percentage of Common Shares reserved for issuance under the Omnibus Plan, except pursuant to the provisions in the Omnibus Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;

- increases or removes the 10% limits on Common Shares issuable or issued to Insiders;
- reduces the exercise price of an Award except pursuant to the provisions in the Omnibus Plan which permit the Plan Administrator to make equitable adjustments in the event of transactions affecting the Company or its capital;
- extends the term of an Award beyond the original expiry date (except where an expiry date would have fallen within a blackout period applicable to the Participant or within five business days following the expiry of such a blackout period);
- permits an Award to be exercisable beyond 10 years from its grant date (except where an expiry date would have fallen within a blackout period);
- increases or removes the non-employee director participation limits;
- permits Awards to be transferred to a person;
- changes the eligible participants of the Omnibus Plan; or
- deletes or reduces the range of amendments which require shareholder approval.

Legacy Stock Option Plan

The Legacy Stock Option Plan is a part of a legacy compensation program pursuant to which certain directors, officers and employees of the Company or its subsidiaries were granted options to purchase shares in the capital of the Company. In connection with the Company's IPO, the Company amended and restated its Legacy Stock Option Plan to form the Omnibus Plan. All options previously granted under the Legacy Stock Option Plan continue to be governed by the Omnibus Plan, which contains substantially the same terms as the Legacy Stock Option Plan in respect of the options.

Employee Trust

In connection with the IPO, the Company settled the Employee Trust, the beneficiaries of which are certain executive officers and employees of the Company as of the date of closing of the IPO. The Employee Trust was established in consideration for past and ongoing services to the Company by such executive officers and employees and in some cases in furtherance of agreements made by the Company in its offers of employment to such executive officers and employees. The Common Shares held in the Employee Trust are subject to certain vesting conditions and forfeiture upon the occurrence of certain events, including termination for cause, resignation, termination without cause, disability, death or retirement, in a manner similar to the vesting of Awards, and the impact on awards as a result of the occurrence of such events, under the Company's Omnibus Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as set out below, none of the Company's current or former directors, officers, or employees or any of their respective associates is indebted to the Company or has been subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries.

- Certain employees (including two executive officers) of the Company are indebted to the Company in the aggregate amount of \$255,000, which amounts were loaned by the Company to such employees for the purpose of purchasing Common Shares. The table below discloses details regarding the executive officers.

Name and Principal Position	Involvement of Company or Subsidiary	Largest Amount Outstanding During 2021 (\$)	Amount Outstanding as at April 4, 2022 (\$)	Financially Assisted Securities Purchases During 2021 (#)	Security for Indebtedness	Amount Forgiven During 2021 (\$)
Margaret Bailey Vice President, Human Resources	Company	50,000	50,000	50,000 pre-consolidation Common Shares (8,333 post-consolidation Common Shares) ⁽²⁾	Common Shares ⁽³⁾	-
Holly Johnson Vice President, Operations ⁽¹⁾	Company	30,000	30,000	30,000 Common Shares (5,000 post-consolidation Common Shares) ⁽²⁾	Common Shares ⁽³⁾	-

Notes:

- (1) On February 1, 2022, Ms. Johnson was appointed Acting Vice President, Robotics & Space Operations.
- (2) Prior to and in connection with the closing of the IPO, the Common Shares were consolidated on the basis of six pre-consolidation Common Shares for one post-consolidation Common Share.
- (3) As collateral, each executive officer granted the Company a security interest in the financially-assisted Common Share purchases, all substitutions and replacements of such Common Shares, all dividends on, returns of capital, other distribution in respect of, and proceeds from such Common Shares, and all rights and claims of the executive officer in respect of each of the foregoing.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the annual audited financial statements for the year ended December 31, 2021 is available on SEDAR at www.sedar.com. Shareholders may contact the Company to request copies of the Company's financial statements and Management Discussion and Analysis for the financial year ending December 31, 2021, and any documents incorporated by reference herein without charge by emailing investor.relations@mda.space. Financial information regarding the Company is provided in the Company's comparative financial statements and the related Management's Discussion and Analysis for its most recently completed financial year.

APPROVAL OF DIRECTORS

The contents and the sending of this Circular have been approved by the Board.

DATED at Toronto, Ontario as at the 4th day of April, 2022.

By Order of the Board of Directors

(signed) "John Risley"

John Risley
Chair of the Board

APPENDIX A

CHARTER OF THE BOARD OF DIRECTORS

This Charter of the Board of Directors (the “**Charter**”) was adopted by the board of directors (the “**Board**”) of the Corporation on April 1, 2021.

1. Purpose

The purpose of this Charter is to set out the mandate and responsibilities of the Board of the Corporation. Pursuant to the *Business Corporations Act* (Ontario) (the “**Act**”) governing the Corporation, the Board is responsible for managing or supervising the management of the business and affairs of the Corporation. By approving this Charter, the Board confirms its responsibility for the stewardship of the Corporation and its affairs. This stewardship function includes responsibility for the matters set out in this Charter. The responsibilities of the Board described herein are pursuant to, and subject to, the Act and the by-laws of the Corporation in effect from time to time and do not impose any additional responsibilities or liabilities on the directors at law or otherwise.

2. Composition

The Board (a) shall be constituted with a majority of individuals who qualify as “independent” within the meaning of National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”) and who are resident Canadians, and (b) the Corporation’s Chief Executive Officer shall be a member of the Board. If at any time a majority of the Corporation’s directors are not independent because of the death, resignation, bankruptcy, adjudicated incompetence, removal or change in circumstance of any director who was an independent director within the meaning of NP 58-201, the remaining directors shall appoint a sufficient number of directors who qualify as “independent” to comply with this requirement at their earliest convenience. Pursuant to NP 58-201, an independent director is one who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with a director’s independent judgment.

At least annually, the Board shall, with the assistance of the Committees of the Board, determine: (i) the independence of each director based on the definition of independence contained in the listing standards of the TSX and NP 58-201; (ii) the independence of each Audit Committee member based on the definition of independence contained in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”); (iii) the independence of each Compensation and Governance Committee member; and (iv) the “financial literacy” of each Audit Committee member based on the definition of financial literacy contained in NI 52-110.

If at any time the Chair of the Board is not independent, the Board shall appoint an independent director as a Lead Director and consider other possible steps and processes to ensure that independent leadership is provided for the Board.

3. Responsibilities of the Board of Directors

The Board is responsible for the stewardship and oversight of the Corporation and its business and in that regard shall be specifically responsible for:

- (a) selecting from among its members a Chair and independent lead director if the Chair is not independent (the “**Lead Director**”);
- (b) appointing the Chief Executive Officer of the Corporation;
- (c) to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers of the Corporation and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the organization;
- (d) approving the long-term goals and the strategic and financial plans for the Corporation on an annual basis, while acting in the best interest of the Corporation, taking into account shareholders, wider

stakeholders and social responsibilities and their implications for the Corporation's long term success;

- (e) reviewing and approving an annual budget for the Corporation prepared by the Executive Management Team;
- (f) supervising the activities and managing the investments and affairs of the Corporation;
- (g) considering and approving all material decisions affecting the Corporation and its subsidiaries and controlled entities including all material acquisitions, dispositions, capital expenditures and debt financing;
- (h) assessing the performance of the CEO, and, together with the CEO, the performance of the CFO, COO, General Counsel and such other members of senior management of the Corporation as the Board may from time to time determine (collectively, the "**Executive Management Group**") and ensuring that between them the directors of the Corporation have the necessary up-to-date experience, skills and capabilities;
- (i) issuing shares and other securities of the Corporation for such consideration as the Board may deem appropriate, subject to the Act, and applicable securities laws and stock exchange rules;
- (j) approving the re-purchase of securities of the Corporation, subject to the Act;
- (k) understanding the principal risks of the business in which the Corporation is engaged, for achieving a proper balance between risks incurred and the potential return to shareholders, and for ensuring that there are systems in place which effectively monitor and manage those risks with a view of long-term viability of the Corporation;
- (l) ensuring the integrity and adequacy of the Corporation's internal controls and management information systems;
- (m) ensuring that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- (n) succession planning for the CEO and, together with the CEO, succession planning for the Executive Management Group;
- (o) establishing committees of the Board where required or prudent, which shall be comprised entirely of independent directors (provided that a sufficient number of independent, qualified directors are available to sit on any such committee), and defining their mandates;
- (p) maintaining records and providing reports to shareholders of the Corporation ("**Shareholders**");
- (q) seeking to understand and meet Shareholder needs and expectations, in a manner consistent with their fiduciary duties;
- (r) ensuring the Executive Management Group provides effective and adequate communication with Shareholders, other stakeholders and the public;
- (s) determining the amount and timing of dividends and other distributions to Shareholders, if any;
- (t) developing the Corporation's approach to corporate governance and evaluating the effectiveness of the Corporation's corporate governance;
- (u) promoting a corporate culture that is based on ethical values and behaviours; and

- (v) fulfilling such other duties and responsibilities as set out in the Act, and applicable securities laws and stock exchange rules.

It is recognized that every member of the Board in exercising powers and discharging duties must act honestly and in good faith with a view to the best interests of the Corporation and its Shareholders. Directors must exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In this regard, they will comply with their duties of honesty, loyalty, care, diligence, skill and prudence.

In addition, members of the Board are expected to carry out their duties in accordance with policies and regulations adopted by the Board from time to time.

It is expected that the members of the Executive Management Group will co-operate in all ways to facilitate compliance by the Board with its legal duties by causing the Corporation and its subsidiaries to take such actions as may be necessary in that regard and by promptly reporting any data or information to the Board that may affect such compliance.

4. Expectations of Directors

The Board has developed a number of specific expectations of directors to promote the discharge by the directors of their responsibilities and to promote the proper conduct of the Board.

- (a) ***Commitment and Attendance.*** All directors are expected to maintain a high attendance record at meetings of the Board and the committees of which they are members. Attendance by telephone or video conference may be used to facilitate a director's attendance.
- (b) ***Preparation for Meetings.*** All directors are expected to review the materials circulated in advance of meetings of the Board and its committees and should arrive prepared to discuss the issues presented. Directors are encouraged to contact the Chair of the Board, or, if one has been appointed, the Lead Director, and any other appropriate member of the Executive Management Group to ask questions and discuss agenda items prior to meetings.
- (c) ***Participation in Meetings.*** Each director is expected to be sufficiently knowledgeable of the business of the Corporation, including its financial statements, and the risks it faces, to ensure active and effective, and candid and forthright participation in the deliberations of the Board and of each committee on which he or she serves.
- (d) ***Loyalty, Ethics and Personal Conduct.*** In their roles as directors, all members of the Board owe a duty of loyalty to the Corporation. This duty of loyalty mandates that the best interests of the Corporation take precedence over any other interest possessed by a director. Directors are expected to: (i) exhibit high standards of personal integrity, honesty and loyalty to the Corporation; (ii) project a positive image of the Corporation to news media, the financial community, governments and their agencies, shareholders and employees; (iii) be willing to contribute extra efforts, from time to time, as may be necessary including, among other things, being willing to serve on committees of the Board; and (iv) disclose any potential conflict of interest that may arise with the affairs or business of the Corporation and, generally, avoid entering into situations where such conflicts could arise or could reasonably be perceived to arise.
- (e) ***Other Board Memberships and Significant Activities.*** The Corporation values the experience directors bring from other boards on which they serve and other activities in which they participate, but recognizes that those boards and activities also may present demands on a director's time and availability and may present conflicts or legal issues, including independence issues. Each member of the Board should, when considering membership on another board or committee, make every effort to ensure that such membership will not impair the member's time and availability for his or her commitment to the Corporation. Directors should advise the Chair before accepting membership on other public company boards or any audit committee or other significant committee assignment on any other board, or establishing other significant relationships with businesses, institutions,

governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the member's relationship to the Corporation.

- (f) ***Contact with Management and Employees.*** All members of the Board should be free to contact members of the Executive Management Group at any time to discuss any aspect of the Corporation's business. Directors should use their judgement to ensure that any such contact is not disruptive to the operations of the Corporation. The Board expects that there will be frequent opportunities for members of the Board to meet with members of the Executive Management Group in meetings of the Board and committees, or in other formal or informal settings.
- (g) ***Confidentiality.*** The proceedings and deliberations of the Board and its committees are confidential. Each member of the Board will maintain the confidentiality of information received in connection with his or her service as a director.

5. Meetings

The Board will meet not less than four times per year: three meetings to review quarterly results and one meeting prior to the issuance of the annual financial results of the Corporation. The Board shall meet periodically without members of the Executive Management Group present to ensure that the Board functions independent of management of the Corporation. At each Board meeting, unless otherwise determined by the Board, an *in camera* meeting of independent directors will take place, which session will be chaired by the Chair of the Board or Lead Director if the Chair is not independent within the meaning of NP 58-201. Any of the Chair, Chief Executive Officer (if he or she is a director), or Lead Director may call and provide formal notice of a directors meeting, provided it is done in consultation with the other members of such group.

In discharging its mandate, the Board and any committee of the Board will have the authority to retain and receive advice from outside financial, legal or other advisors (at the cost of the Corporation) as the Board or any such committee determines to be necessary to permit it to carry out its duties.

The Board appreciates having certain members of the Executive Management Group attend each Board meeting to provide information and opinion to assist the members of the Board in their deliberations. Executive Management Group attendees who are not Board members will be excused for any agenda items which are reserved for discussion among directors only.

6. Board Meeting Agendas and Information

The Chief Executive Officer, subject to input and approval from the Chair and, if one has been appointed, the Lead Director, and input from the other directors as needed, will develop the agenda for each Board meeting. Agendas will be distributed to the members of the Board before each meeting, and all Board members shall be free to suggest additions to the agenda in advance of the meeting.

Whenever practicable, information and reports pertaining to Board meeting agenda items will be circulated to the directors in advance of the meeting by members of the Executive Management Group. Reports may be presented during the meeting by members of the Board, Executive Management Group and/or staff, or by invited outside advisors. It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it will not be prudent or appropriate to distribute written materials in advance.

7. Telephone Board Meetings

A director may participate in a meeting of the Board or in a committee meeting by means of telephone, electronic or such other communications facilities as permit all persons participating in the meeting to communicate with each other and a director participating in such a meeting by such means is deemed to be present at the meeting.

While it is the intent of the Board to follow an agreed meeting schedule as closely as possible, from time to time, telephone board meetings may be called in order for directors to be in a position to better fulfill their legal obligations. Alternatively, the Executive Management Group may request the directors to approve certain matters by unanimous written consent.

8. Measures for Receiving Shareholder Feedback

All publicly disseminated materials of the Corporation shall provide for a mechanism for feedback of Shareholders.

9. Expectations of the Executive Management Group

The Executive Management Group shall be required to report to the Board at the request of the Board on the performance of the Corporation, new and proposed initiatives, the Corporation's business and investments, Executive Management Group concerns and any other matter the Board or its Chair may deem appropriate. In addition, the Board expects the Executive Management Group to promptly report to the Chair or Lead Director (as applicable) any significant developments, changes, transactions or proposals respecting the Corporation or its subsidiaries.

10. Communications Policy

The Board shall approve the content of the Corporation's major communications to Shareholders and, if applicable, the investing public including any Annual Report, Management Information Circular, Annual Information Form and any prospectuses which may be issued. The Audit Committee shall review and recommend to the Board the approval of the quarterly and annual financial statements (including, if applicable, the Management's Discussion & Analysis). The Board also has responsibility for monitoring all of the Corporation's external communications. However, the Board believes that it is the function of the Executive Management Group to speak for the Corporation in its communications with the investment community, the media, clients, suppliers, employees, governments and the general public.

The Board shall have responsibility for reviewing the Corporation's policies and practices with respect to disclosure of financial and other information including insider reporting and trading. The Board shall approve and monitor the disclosure policies designed to assist the Corporation in meeting its objective of providing timely, consistent and credible dissemination of information, consistent with disclosure requirements under applicable securities law. The Board shall review the Corporation's policies relating to communication and disclosure on an annual basis.

Generally, communications from Shareholders and, if applicable, the investment community will be directed to a members of the Executive Management Group, who will coordinate an appropriate response depending on the nature of the communication. It is expected, if communications from stakeholders are made to any individual members of the Board, that a member of the Executive Management Group will be informed, if appropriate and consulted to determine any appropriate response.

11. Internal Control and Management Information Systems

The Board has oversight for the integrity of the Corporation's internal control and management information systems. All material matters relating to the Corporation and its business require the prior approval of the Board, subject to the Board's ability to delegate such matters to, among others, the Corporation's Audit Committee, Compensation and Governance Committee, and the Executive Management Group. The Executive Management Group is authorized to act, without Board approval, on all ordinary course matters relating to the Corporation's business.

The Audit Committee has responsibility for ensuring internal controls are appropriately designed, implemented and monitored and for ensuring that management and financial reporting is complete and accurate, even though the Executive Management Group may be charged with developing and implementing the necessary procedures.

12. Delegation of Powers

The directors may establish one or more committees and may, subject to the Act and other applicable laws, delegate to such committees any of the powers of the Board. The directors may also, subject to the Act and other applicable laws, delegate powers to manage the business and affairs of the Corporation to such of the officers of the Corporation as they, in their sole and absolute discretion, may deem necessary or desirable to appoint, and define the scope of and manner in which such powers will be exercised by such persons as they may deem appropriate.

The Board retains responsibility for oversight of any matters delegated to any director(s) or any committee of the Board, to the Executive Management Group or to other persons.

13. Board Effectiveness

The Board shall review and, if determined appropriate, approve the recommendations of the applicable committee of the Board, if any, concerning formal position descriptions for the Chair of the Board and Lead Director, if any, and for each committee of the Board, and for the Chief Executive Officer, provided that in approving a position description for the Chief Executive Officer, the Board shall consider the input of the Chief Executive Officer and shall develop and approve corporate goals and objectives that the Chief Executive Officer is responsible for meeting (which may include goals and objectives relevant to the Chief Executive Officer's compensation, as recommended by the applicable committee of the Board, if any).

The Board shall review and, if determined appropriate, adopt a process recommended by the applicable committee of the Board, if any, for reviewing the performance and effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors on an annual basis.

14. Inconsistencies with Applicable Laws

In the event of any conflict or inconsistency between this Charter and the provisions of the Act or other applicable laws, in each case as amended, restated or amended and restated from time to time, the provisions hereof shall be ineffective and shall be superseded by the provisions of the Act or such other applicable laws to the extent necessary to resolve such conflict or inconsistency.