



**NOTICE OF ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS
May 1, 2019**

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting (the “**Meeting**”) of the shareholders of C-Com Satellite Systems Inc. (the “**Corporation**”) will be held on May 1, 2019 at 10:00 a.m. (Ottawa, Ontario time) at the head office of the Corporation at 2574 Sheffield Road, Ottawa, Ontario, K1B 3V7 for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended November 30, 2018 and the auditors' report thereon;
2. to elect directors of the Corporation;
3. to re-appoint Deloitte LLP as auditors of the Corporation and to authorize the board of directors to fix their remuneration;
4. to consider and, if deemed advisable, pass with or without variation, an ordinary resolution to approve certain amendments to the Corporation’s stock option plan, as more particularly described in the accompanying management information circular;
5. to consider and, if deemed advisable, pass with or without variation, an ordinary resolution of disinterested shareholders to approve an amendment to the Corporation’s current stock option plan (the “**Option Plan**”), removing the 10% limit with respect to the number of common shares in the capital of the Corporation that may be reserved for grants to Insiders (as defined in the Option Plan and the rules of the TSX Venture Exchange), all as more particularly described in the accompanying management information circular; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The Corporation is sending proxy-related materials to non-registered shareholders using Notice and Access. Notice and Access is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by posting the management information circular and additional materials online.

The management information circular providing further information relevant to the matters scheduled to come before the Meeting, this Notice of Meeting, a form of proxy, the audited annual financial statements of the Corporation for the year ended November 30, 2018 and the Corporation’s comparative financial statements and management discussion and analysis (“**MD&A**”) relating to such financial statements are available on SEDAR at www.sedar.com and on the Corporation’s website at <http://www.c-comsat.com/about/investor-relations/>. See the section of the management information circular entitled “Meeting Matters” for disclosure regarding each matter or group of related matters identified in the notice. Shareholders are reminded to review these online materials when voting.

Pursuant to the requirements of the *Canada Business Corporations Act*, registered shareholders of the Corporation will receive paper copies of the information circular, this Notice, the form of proxy, the

audited annual financial statements of the Corporation for the year ended November 30, 2018 and the MD&A relating to such financial statements. Non-registered shareholders may choose to receive paper copies of such materials by contacting the Corporation at the toll free number 1-877-463-8886. In order for non-registered shareholders to receive the paper copies of such materials in advance of any deadline for the submission of voting instructions and the date of the Meeting it is recommended to contact the Corporation as soon as possible but not later than April 16, 2019.

If you are a registered shareholder a form of proxy is enclosed. A copy of the proxy is also available on SEDAR at www.sedar.com and on the Corporation's website at www.c-comsat.com. If you are a non-registered shareholder a voting instruction form is enclosed.

Shareholders are requested to complete, sign and return such form of proxy or voting instruction form, as applicable.

For registered shareholders, in order to be represented by proxy at the Meeting, you must complete and submit the enclosed form of proxy or other appropriate form of proxy. Completed forms of proxy must be received by Computershare Trust Company of Canada, the transfer agent of the Corporation, at Computershare Investor Services, Proxy Department, 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1 not later than 10:00 a.m. (in Toronto) on April 29, 2019 or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

For non-registered shareholders, use the enclosed voting instruction form to provide voting instructions. The voting instruction form contains instructions on how to complete the form, where to return it to and the deadline for returning it. It is important to read and follow the instructions on the voting instruction form in order to have your vote count.

By order of the Board of Directors,

A handwritten signature in blue ink, appearing to read "Leslie Klein".

Dr. Leslie Klein, P.Eng.
Chief Executive Officer

Ottawa, Ontario
March 18, 2019



**MANAGEMENT PROXY CIRCULAR
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 1, 2019**

MANAGEMENT SOLICITATION

This Management Proxy Circular (the "**Management Proxy Circular**") is furnished in connection with the solicitation of proxies by the management of C-COM Satellite Systems Inc. (the "**Corporation**") for use at the Annual and Special Meeting of the shareholders of the Corporation (the "**Meeting**") to be held at 10:00 a.m. May 1, 2019 at the head office of the Corporation located at 2574 Sheffield Road, Ottawa, Ontario, K1B 3V7 for the purposes set out in the Notice of Meeting. This solicitation is made by the management of the Corporation. It is expected that the solicitation will primarily be by mail. Proxies may also be solicited personally or by telephone by regular employees of and by agents engaged by the Corporation at nominal cost. The cost of solicitation will be borne by the Corporation. Except as otherwise stated, the information contained herein is given as of March 18, 2019 (the "**Record Date**").

The form of proxy forwarded to shareholders with the Notice of Meeting confers discretionary authority upon the proxy nominees with respect to amendments or variations of matters identified in the Notice of Meeting or other matters which may properly come before the Meeting.

REGISTERED SHAREHOLDERS – VOTING BY PROXY

The persons named in the enclosed form of proxy for the Meeting are officers of the Corporation.

A registered holder of common shares of the Corporation (the "Common Shares") has the right to appoint some other person, who need not be a shareholder, to represent the shareholder at the Meeting by striking out the names of the persons designated in the accompanying form of proxy and by inserting such other person's name in the blank space provided or by executing another proper form of proxy.

Completed forms of proxy must be received by Computershare Trust Company of Canada, the transfer agent of the Corporation, at Computershare Investor Services, Proxy Department, 8th Floor, 100 University Ave., Toronto, ON M5J 2Y1 not later than 10:00 a.m. (in Toronto) on April 29, 2019 or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.

The form of proxy affords the registered shareholder an opportunity to specify that the shares registered in his or her name shall be voted for, against or withheld from voting in respect of the matters to come before the Meeting, as applicable.

On any ballot that may be called for, the shares represented by proxies in favour of management nominees will be voted for, against or withheld from voting in respect of the matters to come before the Meeting in accordance with the instructions given in such proxies.

In respect of proxies in which the shareholders have not specified that the proxy nominees are required to vote for, against or withhold from voting in respect of the matters scheduled to come before the Meeting, the shares represented by the proxies in favour of management nominees will be voted for the matters described in the Notice of Meeting.

Management knows of no matters scheduled to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the shares represented by proxies in favour of management nominees will be voted on such matters in accordance with the best judgment of the proxy nominees.

A proxy given by a registered shareholder for use at the Meeting may be revoked at any time prior to its use. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. Any such instrument revoking a proxy must be deposited at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or an adjournment thereof or be deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. If the instrument of revocation is deposited with the Chairman on the day of the Meeting or any adjournment thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

NON-REGISTERED HOLDERS – VOTING INSTRUCTION FORM

Only registered holders of Common Shares or the persons they appoint as their proxies are permitted to vote at the Meeting. Many shareholders are “non-registered” shareholders (“**Non-Registered Shareholders**”) because the shares they own are not registered in their names but are instead either (i) registered in the name of an intermediary (the “**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares, such as, among others, brokerage firms, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice of Meeting, this Management Proxy Circular and the enclosed form of proxy (collectively the “**Meeting Materials**”) to Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders of Common Shares.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the meeting materials to Non-Registered Shareholders. If you are a Non-Registered Shareholder, your name and address will appear on the voting instruction form sent to you by an Intermediary (bank, broker or trust company). A Non-Registered Shareholder may vote or appoint a proxy by mail, phone, fax or on the Internet in accordance with the voting instruction form. Your Intermediary, as registered holder, will submit the vote or proxy appointment to the Corporation on your behalf. You must submit your voting instruction form in accordance with the instructions and within the time limits set by your Intermediary. If you or a person you designate plan to attend the meeting and vote you must appoint yourself or that person as proxy using the voting instruction form.

The Non-Registered Shareholder should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instructions form is to be delivered.

A Non-Registered Shareholder may revoke a form of proxy or voting instructions form given to an Intermediary by contacting the Intermediary through which the Non-Registered Shareholder's Common Shares are held and following the instructions of the Intermediary respecting the revocation of proxies. In order to ensure that an Intermediary acts upon a revocation of a proxy form or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

NOTICE AND ACCESS

The Corporation is sending proxy-related materials to Non-Registered Shareholders using Notice and Access. Notice and Access is a set of rules for reducing the volume of materials that must be physically mailed to shareholders by posting this Management Proxy Circular and additional materials online. Non-Registered Shareholders will still receive the Notice of Meeting, and may choose to receive a hard copy of this Management Proxy Circular and other materials. Details are included in the Notice of Meeting. This Management Proxy Circular, the Notice of Meeting, a form of proxy, the audited annual financial statements of the Corporation for the year ended November 30, 2018 and the Corporation's comparative financial statements and management discussion and analysis ("MD&A") relating to such financial statements are available on SEDAR at www.sedar.com and on the Corporation's website at www.c-comsat.com. Shareholders are reminded to review these online materials when voting. Non-Registered Shareholders may choose to receive paper copies of such materials by contacting the Corporation at the toll free number 1-877-463-8886.

Pursuant to the requirements of the *Canada Business Corporations Act*, registered shareholders of the Corporation will receive hard copies of this Circular, the Notice of Meeting, the form of proxy, the audited annual financial statements of the Corporation for the year ended November 30, 2018 and the MD&A relating to such financial statements.

The Corporation does not intend to pay for Intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-101F7 -- Request for Voting Instructions Made by Intermediary, and that in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

AUTHORIZED CAPITAL, VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares. The holders of Common Shares are entitled to one vote in respect of each Common Share held at all meetings of the shareholders of the Corporation. No group of shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Common Shares.

According to the Corporation's registrar and transfer agent, 37,220,550 Common Shares were issued and outstanding on the Record Date. Holders of outstanding Common Shares of record at the close of business on the Record Date are entitled to vote at the Meeting.

The following table sets forth the names of each person who, to the knowledge of the directors and senior officers of the Corporation, beneficially owns, directly or indirectly, or exercises control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation, the approximate number of voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised by each such person and the percentage of the class of outstanding voting securities of the Corporation represented by the number of voting securities so owned, controlled or directed.

Name of Shareholder	Class of Share	Amount and Nature of Ownership	% of Voting Shares
Dr. Leslie Klein	Common	14,749,156 ⁽¹⁾	39.6%

Notes to Table:

(1) Of such shares 14,251,396 are held by Triton Inc., a company controlled by Dr. Klein and 407,760 are held by Dr. Klein's spouse.

On the Record Date, all directors and senior officers of the Corporation as a group owned beneficially, or exercised control or direction over, 16,048,619 Common Shares representing 43.1% of the issued and outstanding Common Shares.

MEETING MATTERS

ELECTION OF DIRECTORS

Under the articles of incorporation of the Corporation, the number of directors of the Corporation can range from one to six. Pursuant to the by-laws of the Corporation, the board of directors of the Corporation (the "**Board of Directors**") shall consist of a fixed number of 4 directors until changed in accordance with the *Canada Business Corporations Act*.

At the Corporation's last annual meeting of shareholders, four individuals were elected as directors of the Corporation. The present term of office of each current director will expire immediately prior to the election of directors at the Meeting.

It is proposed that the Board of Directors continue to be comprised of four directors and that each person whose name appears hereunder be elected as a director of the Corporation to serve until the close of the next annual meeting of the shareholders or until a successor is elected or appointed.

It is intended that on any ballot that may be called for relating to the election of directors, the shares represented by proxies in favour of management nominees will be voted in favour of the election of such persons as directors of the Corporation, unless a shareholder has specified in his or her proxy that his or her shares are to be withheld from voting in the election of directors. In the event that any vacancies occur in the slate of such nominees, it is intended that discretionary authority shall be exercised to vote the shares represented by such proxies for the election of such other person or persons as directors nominated in accordance with the best judgment of management.

The nominees for election to the Board of Directors will be elected if approved by a majority of the votes cast by shareholders represented in person or by proxy at the Meeting and entitled to vote thereon.

INFORMATION CONCERNING NOMINEES AS DIRECTORS

The name, present position and office with the Corporation, present principal occupation or employment, period of service as a director and number of Common Shares of the Corporation held of each of the directors of the Corporation who are nominated for election as directors are as set out below.

Name	Present Position and Offices with the Corporation	Present Principal Occupation or Employment	Director Since	Number of Common Shares of the Corporation Held⁽¹⁾
Dr. Leslie Klein Ottawa, Ontario Canada	Chief Executive Officer and Director	Chief Executive Officer of the Corporation	December 1997	14,749,156
Ronald Leslie Ottawa, Ontario Canada	Director Member of Compensation Committee and Audit Committee	Partner, Leslie & MacLeod, Chartered Professional Accountants	June 2001	431,307
Eli Fathi Ottawa, Ontario Canada	Director Member of Compensation Committee and Audit Committee	CEO, MindBridge Analytics Inc.	October 2006	300,000
Arunas Sleky's Redondo Beach, California USA	Director Member of Compensation Committee and Audit Committee	Vice President, Hughes Network Systems LLC ⁽²⁾	April 2015	10,000

Notes to Table:

- (1) Number of Common Shares of the Corporation known to the Corporation to be beneficially owned, directly or indirectly, or over which control or direction was exercised on the Record Date.
- (2) Mr. Sleky's has held this position since 1991.

APPOINTMENT OF AUDITORS

At the Meeting, the shareholders of the Corporation will be called upon to appoint the auditors to serve until the next annual meeting of the shareholders of the Corporation and to authorize the Board of Directors to fix the remuneration of the auditors as appointed.

Management proposes to nominate Deloitte LLP for appointment as auditor of the Corporation to hold office until the next annual meeting of shareholders. It is intended that on any ballot that may be called relating to the appointment of auditors and the fixing of their remuneration by the directors, that the shares represented by proxies in favour of management nominees will be voted in favour of the reappointment of Deloitte LLP and the fixing of their remuneration by the Board of Directors, unless a shareholder has specified in his or her proxy that his or her shares are to be withheld from voting.

Deloitte LLP was first appointed as auditor of the Corporation effective on incorporation of the Corporation on December 9, 1997.

The reappointment of Deloitte LLP as auditor of the Corporation will be authorized if it is approved by a majority of the votes cast by shareholders represented in person or by proxy at the Meeting and entitled to vote thereon.

APPROVAL OF AMENDED AND RESTATED STOCK OPTION PLAN

The Corporation's amended and restated stock option plan (the "**Option Plan**") was originally approved by the shareholders of the Corporation as of June 30, 2002 and has been amended with shareholder approval as of April 23, 2002, May 11, 2007, May 9, 2008, May 2, 2012 and April 27, 2016. The purpose of the Option Plan is to develop the interest of and provide an incentive to eligible employees, officers, directors and consultants of the Corporation in the Corporation's growth and development by granting to eligible employees, officers, directors and consultants, from time to time, options to purchase Common Shares, thereby advancing the interest of the Corporation and its shareholders. All employees, directors and consultants of the Corporation are eligible to participate in the Option Plan.

At the annual meeting of the shareholders on April 27, 2016, the shareholders of the Corporation approved a pool of 7,237,910 Common Shares to be reserved for issuance pursuant to options granted pursuant to the Option Plan. As of the date hereof, there are 5,694,000 options to purchase Common Shares outstanding pursuant to the Option Plan. Due to the number of options that have been issued and previously exercised (which do not become available for reissuance), the Corporation currently has only 717,910 options available in its option pool, leaving it with limited ability to grant options pursuant to the Option Plan going forward.

In order to continue to attract and retain qualified individuals to act as employees, officers, directors and consultants, it is believed that the Corporation will have a need to issue additional options in the future. The TSX Venture Exchange permits Tier 1 issuers such as the Corporation to reserve a fixed number of Common Shares equal to up to 20% of the Corporation's issued shares. As such, the Corporation is requesting that the shareholders approve an option pool with a fixed number of shares equal to 7,444,110 Common Shares, being an amount equal to 20% of the outstanding shares as of the Record Date. 5,694,000 of the options in such pool would be reserved for issuance pursuant to currently outstanding options and the remaining 1,750,110 would be available for issuance.

At the Meeting, the following resolution will be submitted to shareholders for approval (the "**Option Plan Reserve Resolution**"):

"BE IT RESOLVED THAT

1. an amendment to set the aggregate number of Common Shares that are reserved for issuance pursuant to the exercise of options under the plan to 7,444,110 being an amount equal to 20% of the issued and outstanding Common Shares as of the Record Date for the Annual and Special Meeting of Shareholders of the Corporation held on May 1, 2019, together with any required consequential amendments requested by the TSX Venture Exchange in relation thereto, be approved; and

2. any one director or officer of the Corporation be and is hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other instruments as may be required to give effect to the true intent of this resolution.”

In order to be approved, the Option Plan Reserve Resolution must be passed by a majority of the votes cast by shareholders present in person or represented by proxy at the Meeting.

Proxies received in favour of management will be voted in favour of the Option Plan Reserve Resolution, unless a shareholder has specified in his or her proxy that his or her shares be voted against the Option Plan Reserve Resolution.

The amendments to the option plan pool contemplated by the Option Plan Reserve Resolution remain subject to approval by the TSX Venture Exchange.

DISINTERESTED SHAREHOLDER APPROVAL TO THE PROPOSED AMENDMENTS TO THE OPTION PLAN

The current Option Plan limits the number of Common Shares that may be reserved for grant to Insiders (as defined in the Option Plan and the rules of the TSX Venture Exchange) at 10% of the issued Common Shares at any point in time. The number of options currently granted to directors and officers of the Corporation is approaching this 10% limit. In order to continue providing adequate non-cash remuneration and incentives to directors and officers, the Corporation requires an ability to continue granting new options to such individuals. As such, the proposed amendments to the Option Plan would remove the 10% limit and permit the Board of Directors to grant options to Insiders in an amount that exceeds 10% of the issued Common Shares, subject to the overall Option Plan cap of 20% of the issued Common Shares (the “**Proposed Insider Amendment**”). Pursuant to the terms of the Option Plan and the rules of the TSX Venture Exchange, this change requires approval of a majority of the shareholders at the meeting, excluding Insiders (the “**Disinterested Shareholders**”).

Accordingly, at the Meeting, the following ordinary resolution will be submitted to the Disinterested Shareholders for approval (the “**Amended Plan Resolution**”):

“**BE IT RESOLVED** by the Disinterested Shareholders of the Corporation that the Board of Directors have the discretion under the Option Plan to reserve Common Shares for issuance upon exercise of stock options to all optionees who are Insiders in aggregate of a maximum of 20% of the issued Common Shares.”

In order to be approved, the Amended Plan Resolution must be passed by a majority of the votes cast by Disinterested Shareholders present in person or represented by proxy at the Meeting.

Proxies received in favour of management will be voted in favour of the Amended Plan Resolution, unless a shareholder has specified in his or her proxy that his or her shares be voted against the Amended Plan Resolution.

The amendments to the aggregate number of Common Shares which may be reserved for issuance under stock options granted to Insiders, as contemplated by the Amended Plan Resolution, remain subject to approval by the TSX Venture Exchange.

A copy of the complete Option Plan, including the Proposed Insider Amendment, can be found attached to this Management Proxy Circular as Appendix “B”. Copies are also available from the corporate Secretary of the Corporation at its head office located at 2574 Sheffield Road, Ottawa, Ontario, K1B 3V7.

STATEMENT OF EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This compensation discussion and analysis describes and explains the Corporation’s policies and practices with respect to the compensation of its named executive officers, being each of its Chief Executive Officer, Chief Technology Officer and Chief Financial Officer (together, the “**Named Executive Officers**”). No executive officer of the Corporation earned total compensation in excess of \$150,000 during the year ended November 30, 2018 except for the Chief Executive Officer and Chief Technology Officer.

Objectives of the Compensation Strategy

The Corporation’s executive compensation philosophy is to provide competitive compensation to attract and retain talented staff capable of achieving the Corporation’s strategic and performance objectives. Accordingly, an appropriate portion of total compensation is variable and linked to individual and corporate performance. Consistent with this philosophy, the primary objectives of the Corporation’s compensation program for its Named Executive Officers are:

- to motivate the executive management team to meet and exceed operating targets and long-term strategic goals; and
- to align the interests of management and the Corporation’s shareholders by emphasizing performance-based compensation that recognizes individual and corporate performance, and which helps increase long-term shareholder value.

The compensation program seeks to align management interests with shareholder interests through long-term incentives linking compensation to performance. The long-term incentive is in the form of stock option grants, which create a direct correlation between variations in the Corporation’s stock price and the compensation of the Named Executive Officer.

Compensation Committee

The Compensation Committee is tasked with (i) reviewing and studying compensation and compensation policies for the Corporation and reporting on such matters to the Board of Directors; and (ii) reviewing the goals and objectives of the Chief Executive Officer at the beginning of each year and providing an appraisal of the Chief Executive Officer’s performance for the most recently completed year. The compensation for all remaining executives (except for that contractually provided for) is determined by the Chief Executive Officer in consultation with the Board of Directors.

Elements of Executive Compensation

Compensation of the Corporation's Named Executive Officers for the fiscal year ended November 30, 2018 included one or more of the following components:

- base salary;
- performance bonus; and
- long-term incentives in the form of stock options granted pursuant to the Corporation's Option Plan.

The Corporation believes that these elements of compensation, when combined, provide an appropriate mix of conventional and incentive-based compensation. The base salary, on the one hand, provides for a stable income while the incentive compensation under the Option Plan recognizes longer-term contributions and aligns management and shareholder interests.

In establishing base salaries and granting stock options, the Board of Directors considers the executive's performance, level of expertise, responsibilities and length of service to the Corporation. To date, a benchmarking exercise has not yet been undertaken in respect of compensation of Named Executive Officer's.

The Chief Executive Officer was also entitled to variable compensation based on the achievement of objectives set by the Compensation Committee of the Board of Directors. During the fiscal year ended November 30, 2018, \$15,000 was payable if the Corporation achieved growth of at least 8% in year over year sales growth; an additional \$2,500 bonus for each additional 1% in year over year sales growth between 8% and 18% and an additional \$3,000 bonus for each additional 1% in year over year sales growth above 18%. During the fiscal year ended November 30, 2018 the Corporation achieved a year over year sales growth of 31.6% and a bonus was payable in accordance with the foregoing calculation in the amount of \$ 80,800.

Option Based Awards

In establishing levels of stock option grants, the Board of Directors and the Compensation Committee (as defined under the heading "Composition of Compensation Committee" below) of the Board of Directors considers the executive's performance, level of expertise, responsibilities and length of services to the Corporation. Stock options already held by Named Executive Officers are considered in granting new options. Further information regarding the Corporation's Option Plan is set out below under the heading "Equity Compensation Plan Information".

Summary Compensation Table

(all dollar amounts rounded to nearest dollar)

The following table sets forth all compensation earned in respect of the individuals who were, at any time during the year ended November 30, 2018, Named Executive Officers of the Corporation.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans			
Dr. Leslie Klein ⁽⁴⁾ Chief Executive Officer	2018	380,000	NIL	7,000	80,800 ⁽³⁾	NIL	NIL	72,700	540,500
	2017	380,000	NIL	63,000	22,500 ⁽³⁾	NIL	NIL	39,346	504,846
	2016	380,000	NIL	80,000	NIL ⁽³⁾	NIL	NIL	56,654	516,654
Bilal Awada Chief Technology Officer	2018	190,250	NIL	28,500	NIL	NIL	NIL	NIL	218,750
	2017	184,750	NIL	27,000	NIL	NIL	NIL	NIL	211,750
	2016	179,750	NIL	39,000	NIL	NIL	NIL	NIL	218,750
Jim Fowles ⁽¹⁾ Chief Financial Officer	2018	50,614	NIL	7,600	NIL	NIL	NIL	NIL	58,214
	2017	45,240	NIL	NIL	NIL	NIL	NIL	NIL	45,240
	2016	57,000	NIL	NIL	NIL	NIL	NIL	NIL	57,000

⁽¹⁾ Mr. Fowles was not an employee of the Corporation and, as such, did not receive a salary or compensation in that capacity. Mr. Fowles is President of Branim Consulting Corp. and is compensated for work performed for the Corporation. Mr. Fowles is paid at the rate of \$800 per day.

⁽²⁾ Based on the grant date fair value calculated using the Black Scholes model. The Corporation chose the Black Scholes model because it is a commonly used and accepted method of calculating grant date fair value. The assumptions underlying the model included: expected dividend yield rate of 4.76%, expected volatility of 23.12%, risk-free interest rate of 1.18% and expected option life of 5 years.

⁽³⁾ See discussion above under Elements of Executive Compensation for a description of the Chief Executive Officer's bonus compensation plan.

⁽⁴⁾ Mr. Klein has served as the Company's Chief Executive Officer since December 1997. \$31,000 of the payment referred to above is attributable to his service on the Board of Directors.

Incentive Plan Awards

Outstanding Share Based Awards and Option Based Awards

The following table sets out all of the options that had been granted and were outstanding to any of the Named Executive Officers as at November 30, 2018.

Name	Options 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 or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)

Name	Options 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 or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Dr. Leslie Klein	50,000	1.50	Apr. 17, 2020	Nil	Nil	Nil	Nil
	200,000	1.50	Apr. 17, 2020	Nil			
	50,000	1.33	Oct. 21, 2020	Nil			
	200,000	1.33	Oct. 21, 2020	Nil			
	50,000	1.14	Oct. 16, 2021	1,500			
	300,000	1.14	Oct. 16, 2021	9,000			
	400,000	0.93	Oct. 14, 2022	96,000			
	350,000	1.06	Oct. 23, 2023	38,500			
	50,000	1.16	Oct. 17, 2024	500			
Bilal Awada	50,000	1.50	July 11, 2019	Nil	Nil	Nil	Nil
	50,000	1.50	Apr. 17, 2020	Nil			
	30,000	1.12	Jul. 16, 2021	1,500			
	150,000	1.09	Jul. 21, 2022	12,000			
	150,000	1.08	Jul. 20, 2023	13,500			
	150,000	1.11	May 29, 2024	9,000			
Jim Fowles	40,000	1.13	Apr. 26, 2024	1,600	Nil	Nil	Nil

(1) Calculated based on the difference between the \$1.17 per share market value of the shares underlying the options at the end of the financial year ended November 30, 2018 and the exercise price of such option.

Incentive Plan Awards – value vested or earned during the year

The following table sets out the value of incentives earned by the Named Executive Officers or vested in their favour during the year ended November 30, 2018.

Name	Option-based awards – value vested during the year ⁽¹⁾ (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Dr. Leslie Klein	42,000	Nil	Nil
Bilal Awada	Nil	Nil	Nil
Jim Fowles	Nil	Nil	Nil

- (1) The aggregate dollar value that would have been realized if the options had been exercised on the vesting date. Calculated based on the difference between the market value of the shares underlying the options on the vesting date and the exercise price of such option.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The employment of Dr. Leslie Klein, Chief Executive Officer of the Corporation, is subject to a written employment agreement dated as of June 4, 2012. Under such agreement Dr. Klein is currently entitled to a base salary of \$380,000 per annum (\$380,000 during the fiscal year ended November 30, 2018) plus bonus remuneration which is based on the Corporation's achievement of certain revenue and profit targets established annually (see description above). Dr. Klein also participates in the Option Plan. If Dr. Klein's employment is terminated by the Corporation without cause, Dr. Klein is entitled to eighteen months pay in lieu of notice based on (a) the base salary Dr. Klein would have earned during such notice period; and, (b) an average of any variable pay and/or bonuses that Dr. Klein earned during his last three years of employment, which may be paid, at the option of the Corporation, in a lump sum or by salary continuance. The Corporation estimates that it would be required to pay Dr. Klein \$570,000 if Dr. Klein's employment had been terminated on November 30, 2018.

Mr. Jim Fowles, Chief Financial Officer of the Corporation, is retained as a contractor. Mr. Fowles is President of Branim Consulting Corp. and is compensated for work performed for the Corporation. Mr. Fowles is paid \$800 per day.

Mr. Bilal Awada, Chief Technology Officer of the Corporation, is an employee with a base salary of \$193,000. Mr. Awada does not have a contractual termination clause with the Corporation.

DIRECTOR COMPENSATION

The following table provides information regarding compensation paid to the Corporation's non-executive directors during the financial year ended November 30, 2018.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Ronald Leslie	24,000	Nil	7,000	Nil	Nil	Nil	31,000
Eli Fathi	24,000	Nil	7,000	Nil	Nil	Nil	31,000
Arunas Sleky	24,000	Nil	7,000	Nil	Nil	Nil	31,000

- (1) Based on the grant date fair value calculated using the Black Scholes model. The Corporation chose the Black Scholes model because it is a commonly used and accepted method of calculating grant date fair value. The assumptions underlying the model included: expected dividend yield rate of 4.76%, expected volatility of 23.12%, risk-free interest rate of 1.18% and expected option life of 5 years.

During the fiscal year ended November 30, 2018, each outside director received an annual compensation of \$24,000 plus 50,000 options issued pursuant to the Option Plan. All directors are eligible for reimbursement of expenses to attend meetings of directors.

Outstanding Option Based Awards and Share Based Awards

The following table sets out all of the options in favour of the Corporation's non-executive directors as at November 30, 2018.

Name	Options 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 or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ronald Leslie	50,000	0.95	Apr 18, 2019	11,000	Nil	Nil	Nil
	50,000	1.50	Apr. 17, 2020	NIL			
	50,000	1.33	Oct. 21, 2020	NIL			
	50,000	1.14	Oct. 16, 2021	1,500			
	100,000	0.93	Oct. 14, 2022	24,000			
	50,000	1.06	Oct. 23, 2023	5,500			
	50,000	1.16	Oct. 17, 2024	500			
Eli Fathi	50,000	0.95	Apr 18, 2019	11,000	Nil	Nil	Nil
	50,000	1.50	Apr. 17, 2020	NIL			
	50,000	1.33	Oct. 21, 2020	NIL			
	50,000	1.14	Oct. 16, 2021	1,500			
	100,000	0.93	Oct. 14, 2022	24,000			
	50,000	1.06	Oct. 23, 2023	5,500			
	50,000	1.16	Oct. 17, 2024	500			
Arunas Slekyas	50,000	1.14	Oct. 16, 2021	1,500	Nil	Nil	Nil
	100,000	0.93	Oct. 14, 2022	24,000			
	50,000	1.06	Oct. 23, 2023	5,500			
	50,000	1.16	Oct. 17, 2024	500			

(1) Calculated based on the difference between the \$1.17 per share market value of the shares underlying the options at the end of the financial year ended November 30, 2018 and the exercise price of such option.

Incentive Plan Awards – value vested or earned during the year

The following table sets out the value of incentives earned by the non-executive directors or vested in their favour during the year ended November 30, 2018.

Name	Option based awards – value vested during the year (\$)	Share based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Ronald Leslie	NIL	Nil	Nil
Eli Fathi	NIL	Nil	Nil
Arunas Slekyas	NIL	Nil	Nil

- (1) The aggregate dollar value that would have been realized if the options had been exercised on the vesting date. Calculated based on the difference between the market value of the shares underlying the options on the vesting date and the exercise price of such option.

GENERAL MATTERS

EQUITY COMPENSATION PLAN INFORMATION

The Corporation's Option Plan was approved by the shareholders of the Corporation as of June 30, 2002 and amended with shareholder approval as of April 23, 2002, May 11, 2007, May 9, 2008, May 2, 2012 and April 27, 2016. The purpose of the Option Plan is to develop the interest of and provide an incentive to eligible employees, officers, directors and consultants of the Corporation in the Corporation's growth and development by granting to eligible employees, officers, directors and consultants, from time to time, options to purchase Common Shares, thereby advancing the interest of the Corporation and its shareholders. All employees, directors and consultants of the Corporation are eligible to participate in the Option Plan. The extent to which any employee, director or consultant shall be entitled to be granted options pursuant to the Option Plan shall be determined in the discretion of the Board of Directors. Unless otherwise specified by the Board of Directors at the time of granting an option, and except as otherwise provided in the Option Plan, each option granted to an employee, director or consultant shall vest and be exercisable at a rate of 2.77% per month after the date of grant, such that the option will become fully exercisable on the third anniversary of the date of grant, and shall remain exercisable to and including the sixth anniversary of the date of grant.

Unless otherwise determined by the Board of Directors, if an employee's employment or services terminate for any reason, any option granted under the Option Plan held by such employee, which has vested prior to the effective date of termination of employment may, subject to the provisions of a Termination by Reason of Death, Disability or Retirement (as defined below), be exercised within ten business days of such employment or services being terminated. If an employee's employment or services terminate by reason of death, disability or retirement ("**Termination by Reason of Death, Disability or Retirement**"), any option granted under the Option Plan, held by such employee may thereafter be exercised to the extent exercisable in accordance with the Option Plan, or to such other extent as the Board of Directors may determine for a period of 180 days (or such other period as the Board of Directors may specify) from the date of such death, disability or retirement or until the expiration of the stated term of such option granted under the Option Plan, whichever period is shorter. Termination of a consultant's participation or participating director's engagement with the Corporation, whether or not such termination is by reason of death disability or retirement, will not affect the vesting or exercisability of any option granted under the Option Plan held by such consultant or director.

The exercise price per Common Share purchasable under an option shall be determined by the Board of Directors, provided that the exercise price shall not be less than the Discounted Market Price (as defined in the policies of the TSX Venture Exchange set forth in the TSX Venture Exchange Corporate Finance Manual).

The following table sets out certain information regarding the Option Plan as at November 30, 2018:

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders -- Stock Option Plan	5,694,000	\$1.15	717,910
Equity compensation plans not approved by securityholders (n/a)	NIL	NIL	NIL
Total	5,694,000	N/A	717,910

EXECUTIVE AND AUDIT COMMITTEES

The Corporation is not required to have and does not have an executive committee of the Board of Directors. The Corporation has an audit committee of the Board of Directors (the “**Audit Committee**”) comprised of Ronald Leslie, Eli Fathi and Arunas Sleky. The Audit Committee’s charter is attached as Appendix “A” to this Management Proxy Circular. All members of the Audit Committee are independent and financially literate. Below is a description of the education and experience that makes each member of the audit committee financially literate:

Ronald Leslie holds a Bachelor of Commerce, has been a member of the Institute of Chartered Accountants since 1988 and is currently a partner of a public accounting firm. Eli Fathi holds an Electrical Engineering degree and a Master of Science degree, is the CEO of MindBridge Analytics Inc., has served on the boards of directors of a number of community and high-tech associations and has been involved in a number of task forces and committees on outsourcing and/or commercialization. Arunas Sleky holds a bachelor of applied science degree in electrical engineering from the University of Toronto, an M.Sc. degree from the University of Illinois, a PhD in computer and communications engineering from UCLA and is currently Vice President of Corporate Marketing at Hughes Network Systems LLC.

AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation’s most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation’s external auditors not been adopted by the Board of Directors.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on exemptions in relation to “*De Minimis Non-audit Services*” or any exemption provided by Part 8 of National Instrument 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

Pursuant to the terms of the Audit Committee’s charter, the Audit Committee shall pre-approve all non-audit services to be provided to the Corporation by the Corporation’s external auditor.

PAYMENTS TO AUDITORS

The aggregate fees billed by the Corporation’s external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
November 30, 2018	\$62,060	\$ Nil	\$ Nil	\$ Nil
November 30, 2017	\$55,640	\$ Nil	\$ Nil	\$ Nil

- (1) The aggregate fees billed by the Corporation’s external auditors for professional services rendered for the audit of the consolidated financial statements of the Corporation and its subsidiaries, reporting in connection with the various securities offerings of the Corporation and for the reviews of the Corporation’s quarterly financial statements.
- (2) The aggregate fees, including expenses reimbursed, billed by the Corporation’s external auditors for services related to the audit or review of the Corporation’s financial statements.
- (3) The aggregate fees, including expenses reimbursed, billed by the Corporation’s external auditors for the preparation of corporate tax returns, tax compliance, tax advice and tax planning services.
- (4) The aggregate fees, including expenses reimbursed, billed by the Corporations’ external auditors for services rendered to the Corporation and its subsidiaries, other than the services described above.

EXEMPTION

The Corporation, as a TSX Venture Exchange issuer, is relying upon the exemption in section 6.1 of National Instrument 52-110 with respect to the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52-110.

COMPOSITION OF COMPENSATION COMMITTEE

Ronald Leslie, Eli Fathi and Arunas Slekyas served as members of the compensation committee of the Corporation’s Board of Directors (the “**Compensation Committee**”) as of the end of the most recently completed financial year. Further information regarding the Compensation Committee is set out above under the heading “Compensation Discussions and Analysis”. All members of the Compensation Committee are independent.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

As of the end of the most recently completed fiscal year no director, executive officer, senior officer, any proposed nominee for election as a director or any of their associates were indebted to the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

INDEPENDENT DIRECTORS

The Corporation’s Board of Directors currently consists of four members. Of those members, Eli Fathi, Ronald Leslie and Arunas Slekyas are considered by the Corporation to be independent and Leslie Klein is not considered by the Corporation to be independent. Leslie Klein is not considered by the Corporation to be independent due to the fact that he is an officer and material shareholder of the Corporation.

The members of the Board of Directors are required to declare any conflict that they may have and abstain from voting in respect of any matter on which they are conflicted.

The Board of Directors does not hold regularly scheduled meetings of its independent members at which non-independent directors are not in attendance.

DIRECTORSHIPS ON OTHER BOARDS

To the knowledge of the Corporation, none of the members of the Board of Directors serves as a director of any other reporting issuer except Ronald Leslie who serves as a Trustee on the Board of Trustees of InterRent Real Estate Investment Trust (TSX).

BOARD MANDATE

The Board of Directors of the Corporation is responsible for the stewardship of the Corporation. In this regard, the Board of Directors (or the applicable committees of the Board of Directors) has responsibilities relating to: (i) setting and monitoring corporate goals and objectives; (ii) ensuring effective board and committee processes and practices; (iii) monitoring principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks; and (iv) effective communications with shareholders.

In discharging its duties and responsibilities, the Board of Directors may conduct such examinations, investigations or inquiries and engage such special legal, accounting or other advisors at the expense of the Corporation, at such time or times and on such terms and conditions as the Board of Directors considers appropriate.

POSITION DESCRIPTIONS

The Board of Directors has not developed written position descriptions for any of the officers of the Corporation. The Board of Directors looks to senior management, led by the Chief Executive Officer, to be responsible for the day-to-day operations of the Corporation and for providing the Board of Directors, directly or through the appropriate committees of the Board of Directors, with timely, complete and accurate information on such operations. The Board of Directors expects management to propose and, after Board of Directors approval, implement the Corporation's strategic plan and to be accountable for the Corporation's financial and competitive performance.

ORIENTATION AND CONTINUING EDUCATION

Historically the rate of turnover on the Corporation's Board of Directors has been low and so to date it has been determined that it is an unnecessary use of resources for the Corporation to formally develop an orientation program for new members at this time and the Corporation has not developed or identified a need to develop a continuing education program for its directors at this time. If future circumstances warrant, the Corporation would look to develop such programs.

ETHICAL BUSINESS CONDUCT

The Corporation is committed to conducting business in an ethical manner. To that end, the Board of Directors and management of the Corporation expects all directors, officers, employees and consultants to conduct the business of the Corporation in strict compliance with both the letter and spirit of all

applicable laws and in full adherence with the highest standards of business integrity and ethics. The Corporation has no knowledge of any breach of these standards.

NOMINATION OF DIRECTORS

Due to the very low historical turnover rate for directors and the anticipated continuation of such a low turnover rate, it has been determined that it is unnecessary to take active steps to identify new candidates for board nomination at this time.

COMPENSATION

To date the compensation for the directors has been reviewed and determined by the Board of Directors as a whole. The Board of Directors has a policy of compensating directors with stock option grants. The Compensation Committee of the Board of Directors determines the compensation for the Chief Executive Officer as described above under Compensation Discussion and Analysis.

ASSESSMENTS

The Board of Directors believes that it and its committees have performed effectively. The Board of Directors has not implemented any formal policy or structure to assess its effectiveness but may do so in the future if it is thought to be in the best interests of the Corporation and its shareholders.

DEADLINE FOR SHAREHOLDER PROPOSALS

If any person entitled to vote an annual meeting of the Corporation's shareholders wishes to propose any matter for consideration at the next annual meeting, in order for such proposal to be considered for inclusion in the materials mailed to shareholders in respect of such meeting, such proposal must be received by the Corporation no later than 90 days before the anniversary date of this Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com.

Further financial information regarding the Corporation is provided in the Corporation's MD&A for the year ended November 30, 2018. Shareholders of the Corporation may visit www.sedar.com or contact Stephen Reed of the Corporation, at the head office of the Corporation at 2574 Sheffield Road, Ottawa, Ontario, K1B 3V7 to request copies of the Corporation's financial statements and related MD&A.

APPROVALS AND CERTIFICATION

The contents, mailing and delivery of this Management Proxy Circular have been approved by the Board of Directors of the Corporation.

The foregoing contains no untrue statement of material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED AT OTTAWA, ONTARIO, this 18th day of March, 2019.

A handwritten signature in blue ink, appearing to read "Leslie Klein".

Dr. Leslie Klein
Chief Executive Officer

**APPENDIX “A”
AUDIT COMMITTEE CHARTER**

Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of C-COM Satellite Systems Inc. (the “**Corporation**”) is to:

- assist the Board in fulfilling its responsibility to oversee the Corporation’s accounting and financial reporting processes and audits of the Corporation’s financial statements;
- review the financial reports and other financial information provided by the Corporation, the Corporation’s disclosure controls and procedures, and its internal accounting and financial controls;
- assume direct responsibility for the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of the external auditor in preparing or issuing an audit report or related work;
- oversee the independence of the external auditor and approve all auditing services and permitted non-audit services provided by the external auditor;
- receive direct reports from the external auditor and resolve any disagreements between management and the external auditor regarding financial reporting; and
- carry out the specific responsibilities set forth below in furtherance of this stated purpose.

1.1 Committee Membership and Procedures

Committee members shall be appointed by the Board. The Board may designate one member of the Committee as its Chair.

The Committee shall be comprised of at least three directors. To the extent possible given the number of unrelated or independent directors on the Board, the members of the Committee should be: (i) unrelated directors for purposes of the Toronto Stock Exchange Governance Guidelines; (ii) and satisfy the independence requirements (the “**Independence Rules**”) of applicable securities regulators including CSA Multilateral Instrument 52-110 (“**MI-52-110**”), provided that if the circumstances warrant, the Board may designate a non-independent member of the Committee to the extent permitted by the Independence Rules; and (iii) have the ability to read and understand a set of financial statements, including but not limited to balance sheets, income statements and cash flow statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

RESPONSIBILITIES

The Committee’s role is one of oversight, and it is recognized that the Corporation’s management is responsible for preparing the Corporation’s financial statements and that the external auditor is ultimately accountable to the Board and the Committee, as representatives of the stockholders, and is responsible for auditing those financial statements. In discharging its oversight role, the Committee is granted all responsibilities and authority required by MI 52-110.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight role. The functions are set forth as a guide and may be varied and supplemented from time to time as appropriate under the circumstances.

Appointment of External auditor. The Committee shall have direct responsibility for the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any accounting firm selected to be the Corporation's external auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.

Appointment of Chief Financial Officer and Internal Auditor. The Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and the manager of the Corporation's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.

Disclosure Controls and Procedures. The Committee shall review periodically with management the Corporation's disclosure controls and procedures.

Internal Controls. The Committee shall discuss periodically with management and the external auditor the quality and adequacy of the Corporation's internal controls and internal auditing procedures, if any, including any significant deficiencies in the design or operation of those controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls, and discuss with the external auditor how the Corporation's financial systems and controls compare with industry practices.

Accounting Policies. The Committee shall review periodically with management and the external auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the external auditor how the Corporation's accounting policies compare with those in the industry and all alternative treatments of financial information within Canadian generally accepted accounting principles that have been discussed with management, the ramifications of use of such alternative disclosures and treatments and the treatment preferred by the external auditor.

Pre-approval of All Audit Services and Permitted Non-Audit Services. The Committee shall approve, in advance, all audit services and all permitted non-audit services to be provided to the Corporation by the external auditor; provided that any non-audit services performed pursuant to an exception to the pre-approval requirement permitted by applicable securities regulators shall not be deemed unauthorized.

Annual Audit. In connection with the annual audit of the Corporation's financial statements, the Committee shall:

- request from the external auditor a formal written statement delineating all relationships between the auditor and the Corporation, discuss with the external auditor any such disclosed relationships and their impact on the external auditor's objectivity and independence, and take appropriate action to oversee the independence of the external auditor.
- approve the selection and the terms of the engagement of the external auditor.
- review with management and the external auditor the audited financial statements to be included in the Corporation's Annual Report filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and review and consider with the external auditor the matters required to be discussed under applicable statements of auditing standards.
- perform the procedures set forth below in "*Financial Reporting Procedures*" with respect to the annual financial statements to be reported.
- review with management and the external auditor the Corporation's critical accounting policies and practices.
- recommend to the Board whether, based on the reviews and discussions referred to above, the annual financial statements should be included in the Corporation's Annual Report filed on SEDAR.

Financial Reporting Procedures. In connection with the Committee's review of each reporting of the Corporation's annual financial information, the Committee shall:

- discuss with the external auditor whether all material correcting adjustments identified by the external auditor in accordance with Canadian generally accepted accounting principles and the rules of the applicable securities regulators are reflected in the Corporation's financial statements;
- review with the external auditor all material communications between the external auditor and management, such as any management letter or schedule of unadjusted differences;
- review with management and the external auditor any material financial or other arrangements of the Corporation which do not appear on the Corporation's financial statements and any transactions or courses of dealing with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements; and
- resolve any disagreements between management and the external auditor regarding financial reporting.

Charter. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

RESOURCES AND AUTHORITY

The Committee is granted all authority required by MI 52-110, including without limitation the authority to: (i) investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation; (ii) engage independent legal, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties and set and pay the compensation for any advisors so engaged; (iii) communicate directly with the external auditors (and internal auditors, if any).

The Committee may request any officer or employee of the Corporation or the Corporation's counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Corporation shall provide the Committee all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any external auditor, as well as for any ordinary administrative expenses of the Committee that it determines are necessary or appropriate in carrying out its responsibilities.

COMPLAINT PROCEDURES

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this regard, the Committee shall establish and maintain procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

**APPENDIX “B”
AMENDED STOCK OPTION PLAN**

(SEE ATTACHED.)

**C-COM SATELLITE SYSTEMS INC.
2019 AMENDED AND RESTATED STOCK OPTION PLAN**

PLAN DESCRIPTION

1. PURPOSE OF THE PLAN

1.1 The purpose of the C-Com Satellite Systems Inc. Amended and Restated Stock Option Plan is to develop the interest of and provide an incentive to eligible employees, officers, directors and consultants of C-Com Satellite Systems Inc. (the "Corporation") in the Corporation's growth and development by granting to eligible employees, officers, directors and consultants, from time to time, options to purchase Common Shares of the Corporation, thereby advancing the interest of the Corporation and its shareholders.

2. DEFINITIONS

2.1 In this Plan:

- (a) "*Board*" means the Board of Directors of the Corporation or, if any, the compensation committee thereof appointed to administer the Plan. All references in this Plan to the Board means such committee, if any such committee has been so appointed;
- (b) "*Consultant*" means a person engaged by the Corporation to perform services for the Corporation, who may be an individual or a corporation, and shall also include the Registered Retirement Savings Plans and Registered Retirement Income Funds established by or for an individual consultant under which such individual is the beneficiary;
- (c) "*Corporations Act*" means the *Canada Business Corporations Act*, as amended, and the regulations promulgated thereunder;
- (d) "*Date of Grant*" means, for any Option, the date specified by the Board at the time it grants the Option (provided, however, that such date shall not be prior to the date the Board acts to grant the Option) or, if no such date is specified, the date upon which the Option was granted;
- (e) "*Disability*" means permanent and total disability as determined under procedures established by the Board for the purposes of the Plan;
- (f) "*Employee*" means a current or former full-time permanent employee of the Corporation or an officer of the Corporation, and shall also include the Registered Retirement Savings Plans and Registered Retirement Income Funds established by or for such an individual under which such individual is the beneficiary;
- (g) "*Exercise Date*" means the date the Corporation receives from an Optionee a completed Notice of Exercise with payment for the Option Shares being purchased;
- (h) "*Exercise Period*" means, with respect to any Option Shares, the period set forth in Sections 7 and 8 during which an Optionee may purchase such Option Shares;
- (i) "*Insider*" means:

- (i) a director or senior officer of the Corporation,
 - (ii) a director or senior officer of a company that is an Insider or subsidiary of the Corporation;
 - (iii) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Corporation, or
 - (iv) the Corporation itself if it holds any of its own securities.
- (j) "*Notice of Exercise*" means the form of agreement to purchase Option Shares, which is annexed hereto as Schedule "A", as same may be supplemented or replaced from time to time;
 - (k) "*Option*" means an option to purchase Common Shares granted to an Employee, Participating Director or Consultant pursuant to the Plan;
 - (l) "*Option Agreement*" means the form of agreement evidencing the grant of Options to an Employee, Participating Director or Consultant which is annexed hereto as Schedule "B", as same may be supplemented, modified or replaced from time to time;
 - (m) "*Option Shares*" means the Common Shares which are subject to purchase upon the exercise of outstanding Options;
 - (n) "*Optionee*" means an Employee, Participating Director or Consultant to whom an Option has been granted under the terms of the Plan;
 - (o) "*Participating Director*" means an individual who is a member of the Board and who is not an employee of the Corporation, and shall also include the Registered Retirement Savings Plans and Registered Retirement Income Funds established by or for such an individual under which such individual is the beneficiary;
 - (p) "*Plan*" means the C-Com Satellite Systems Inc. Amended and Restated Stock Option Plan as set out herein;
 - (q) "*Plan Shares*" means the Common Shares reserved from time to time by the Board for issuance pursuant to the exercise of Options, the number of which is limited to 7,444,110 Common Shares.
 - (r) "*Retirement*" means retirement from active employment with or as an officer of the Corporation, a Subsidiary or another related company at or after age 65 or at or after such earlier age and upon the completion of such years of service as the Board may specify; and
 - (s) "*Subsidiary*" has, with respect to the Corporation, the meaning set out in the Corporations Act.

3. ELIGIBILITY

All Employees, Participating Directors and Consultants shall be eligible to participate in the Plan. Eligibility to participate shall not confer upon any Employee, Participating Director or Consultant any right to be granted Options pursuant to the Plan, except as provided in the Plan. The extent to which any Employee, Participating Director or Consultant shall be entitled to be granted Options pursuant to the Plan shall be determined in the sole and absolute discretion of the Board.

Options representing more than 2% of the issued shares of the Corporation may not be granted to any one Consultant in any 12 month period.

Options representing more than 2% of the issued shares of the Corporation may not be granted to an Employee conducting Investor Relations Activities (as such term is defined by the policies of the TSX Venture Exchange).

Options representing more than 5% of the issued shares of the Corporation may not be granted to any one individual in any 12 month period unless disinterested shareholder approval has been obtained.

For stock options granted to Employees or Consultants, the Corporation and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee or Consultant, as the case may be.

4. NUMBER OF OPTION SHARES AVAILABLE FOR GRANTS

No Option may be granted by the Board, which would have the effect of causing the total number of all Option Shares subject to purchase under outstanding Options to exceed the number of Plan Shares.

Upon the expiration, surrender, cancellation or termination, in whole or in part, of an unexercised Option, the Option Shares subject to such Option shall be available for other Options to be granted from time to time, but Options once issued cannot be rescinded by mutual consent or agreement for the purpose of making Option Shares available for reallocation pursuant to a new Option in favour of the same Optionee at a lower price under the Plan.

5. GRANTING OF OPTIONS

The Board may from time to time grant Options to Employees, Participating Directors or Consultants to purchase a specified number of Option Shares at a specified exercise price per share. The number of Option Shares to be granted, the exercise price, the Date of Grant, and such other terms and conditions of each Option shall be as determined by the Board, which may take into consideration the present and potential contributions of a particular Employee, Participating Director or Consultant to the success of the Corporation as well as any other factors which the Board deems proper and relevant. Each Option shall be evidenced by an Option Agreement.

6. EXERCISE PRICE

The exercise price per Common Share purchasable under an Option shall be determined by the Board, provided that the exercise price shall not be less than the Discounted Market Price (as defined in the Policies of the TSX Venture Exchange).

7. VESTING AND EXERCISE PERIOD

Unless otherwise specified by the Board at the time of granting an Option, and except as otherwise provided in the Plan, each Option granted to an Employee, Participating Director or Consultant shall vest and be exercisable at a rate of 2.77% per month after the Date of Grant, such that the Option will become fully exercisable on the third anniversary of the Date of Grant, and shall remain exercisable to and including the sixth anniversary of the Date of Grant.

Once an instalment becomes exercisable, it shall remain exercisable until expiration or termination of the Option, unless otherwise specified by the Board. Each Option or instalment thereof may be exercised at any time or from time to time, in whole or in part, for up to the total number of Common Shares with respect to which it is then exercisable. The Board shall have the right to accelerate the date upon which any instalment of any Option is exercisable.

8. TERM OF OPTIONS

Each Option shall, unless otherwise specified by the Board, expire at 11:59 p.m. on the sixth anniversary of the Date of Grant (the “**Expiry Date**”). In the event that the Expiry Date occurs during, or within ten (10) business days following, a period when the Optionee is prohibited by law, by the policies of any exchange on which the Common Shares are then listed or by the policies of the Corporation from trading in Common Shares (a “**Blackout Period**”), the Expiry Date of the Option shall be automatically extended to the date which is ten (10) business days immediately following the end of the Blackout Period.

9. EXERCISE OF OPTIONS

An Optionee may, at any time within the applicable Exercise Period, elect to purchase all or a portion of the Option Shares which such Optionee is then entitled to purchase by delivering to the Corporation a completed Notice of Exercise, specifying the Date of Grant of the Option being exercised, the exercise price of the Option and the number of Option Shares the Optionee desires to purchase. The Notice of Exercise shall be accompanied by payment in full of the purchase price for such Option Shares. Payment can be made by cash, certified cheque, bank draft, money order or the equivalent payable to the order of the Corporation or by such other means as may be specified by the Board.

10. WITHHOLDING OF TAX

If the Corporation determines that under the requirements of applicable taxation laws it is obliged to withhold for remittance to a taxing authority any amount upon exercise of an Option, the Corporation may, prior to and as a condition of issuing the Option Shares, require the Optionee exercising the Option to pay to the Corporation, in addition to and in the same manner as the purchase price for the Option Shares, such amount as the Corporation is obliged to remit to such taxing authority in respect of the exercise of the Option. Any such additional payment shall, in any

event, be due no later than the date as of which any amount with respect to the Option exercised first becomes includable in the gross income of the Optionee for tax purposes.

11. SHARE CERTIFICATES

Upon exercise of an Option, payment in full of the purchase price and any applicable tax withholdings and completion of all other matters and delivery of all documents required under the Plan and applicable Option Agreement, the Corporation shall, cause to be issued to the Optionee within a reasonable period of time a certificate or certificates in the name of, or as directed by, the Optionee, representing the number of Common Shares the Optionee has purchased.

12. TERMINATION OF EMPLOYMENT OR ENGAGEMENT

12.1 Unless otherwise determined by the Board, if an Employee's employment or services terminate for any reason, any Option held by such Employee which has vested prior to the effective date of termination of employment may, subject to Section 13, be exercised within ten (10) business days of such employment or services being terminated. This provision will apply regardless of whether the Employee was dismissed with or without cause.

12.2 Termination of a Consultant's or Participating Director's engagement with the Corporation will not affect the vesting or exercisability of any Option held by such Consultant or Participating Director.

13. TERMINATION BY REASON OF DEATH, DISABILITY OR RETIREMENT

13.1 If an Employee's employment or services terminate by reason of death, Disability or Retirement, any Option held by such Employee may thereafter be exercised, to the extent then exercisable in accordance with the provisions of Section 7 and Section 12.1 or to such other extent as the Board may determine, for a period of 180 days (or such other period as the Board may specify) from the date of such death, Disability or Retirement or until the expiration of the stated term of such Option, whichever period is the shorter. In the case of death, the Employee's legal representative will be permitted to exercise the Option held by such Employee in the same manner as the Employee, in accordance with this Section 13 on the basis that the Employee's employment or services terminated on the date of such Employee's death.

13.2 Termination of a Consultant's or Participating Director's engagement with the Corporation by reason of death, disability or retirement will not affect the vesting or exercisability of any Option held by such Consultant or Participating Director.

14. CHANGE IN CONTROL

14.1 In the event of a "Change in Control", as defined below, with respect to Options granted to Optionees, the Corporation may, as determined by the Board, in its sole discretion, determine and provide Optionees with written notice that:

- (a) any Option outstanding as of the date such Change in Control is determined to have occurred and not then exercisable shall become fully exercisable unless assumed by an acquiring company; and/or

- (b) any Options which are then or which pursuant to subsection 14.1 (a) become exercisable may be exercised only within 30 days after the date of the notice and not thereafter, and that all such Options not exercised will terminate at the end of such period, provided that the Change in Control is completed.

14.2 The Corporation may further require in its notice provided pursuant to section 14.1 that:

- (a) all Option Shares, as a condition to the issuance thereof, shall be deemed offered to the person or persons acquiring control of the Corporation on the same terms and conditions, including price and the form of consideration therefore, as applicable to the Common Shares which are subject to the transaction effecting the Change in Control; and
- (b) the Optionee shall be required to do all things and execute all such documents and transfers as may be appropriate or required to transfer and convey the Option Shares, or approve the transfer or sale of assets, or amalgamation or otherwise, as the case may be.

14.3 If, for any reason, the Change in Control is not completed, that portion of an Option not otherwise exercisable but for the provisions of this Section 14 shall be deemed not to have become exercisable and the Option shall, to that extent, be deemed not to have been exercised, and the Option Shares issued pursuant to the exercise of such portion of the Option shall be deemed not to have been issued. All monies tendered to the Corporation in payment for such Option Shares shall be repaid to the Optionee by the Corporation without interest or deduction.

14.4 For the purposes of the Plan, a "Change in Control" means the happening of any of the following:

- (a) When any "person", or any "affiliate" or "associate" of such person, as such terms are defined by the Corporations Act (other than the Corporation, a Subsidiary or a Corporation employee benefit plan, including any trustee of such plan acting as trustee), hereafter acquires the "beneficial ownership", as defined in the Corporations Act, directly or indirectly, of securities of the Corporation representing 70 percent or more of the combined voting power of the Corporation's then outstanding securities; or
- (b) The occurrence of a transaction requiring shareholder approval of the acquisition of the Corporation by an entity other than the Corporation or a Subsidiary through purchase of assets, by amalgamation or otherwise.

15. TRANSFER AND ASSIGNMENT

Options granted under the Plan are not assignable or transferable by the Optionee or subject to any other alienation, sale, pledge or encumbrance by such Optionee. During the Optionee's lifetime, Options shall be exercisable only by the Optionee. The obligations of each Optionee shall be binding on his heirs, executors and administrators.

16. NO RIGHT TO EMPLOYMENT

The granting of an Option to an Optionee under the Plan does not confer upon the Optionee any right to expectation of employment or other engagement by, or to continue in the employment of or engagement by, the Corporation, any Subsidiary or any other related company, or to be retained as a consultant by the Corporation, any Subsidiary or any other related company.

17. RIGHTS OF OPTIONEE

The Optionee shall not have any rights as a shareholder with respect to Option Shares until full payment has been made to the Corporation and a share certificate or share certificates has or have been duly issued.

18. ADMINISTRATION OF THE PLAN

18.1 The Plan shall be administered by the Board which, in addition to other matters in this Plan which are within the Board's discretion, shall have the authority, subject to the terms of the Plan, to:

- (a) determine the individuals and entities (from among the class of individuals and entities eligible to receive Options) to whom Options may be granted;
- (b) determine the number of Option Shares to be subject to each Option;
- (c) determine the terms and conditions of any grant of Options, including but not limited to:
 - (i) the time or times at which Options may be granted;
 - (ii) the exercise price at which Option Shares subject to each Option may be purchased;
 - (iii) the time or times when each Option shall become exercisable and the duration of the Exercise Period;
 - (iv) whether or not restrictions or limitations are to be imposed on Option Shares, and the nature of such restrictions or limitations, if any; and
 - (v) any acceleration of exercisability regarding any Option, or waiver of termination of employment regarding any Option, or waiver of termination of any Option, based on such factors as the Board may determine; and
- (d) interpret the Plan and prescribe, amend and rescind rules and regulations relating to the Plan including the right to rescind and withdraw any rights to exercise an Option by a person who has or had been dismissed for cause.

The interpretation and construction by the Board of any provisions of the Plan or of any Option granted under it shall be final and binding on all persons. No member of the Board shall be liable for any action or determination made in good faith with respect to the Plan or any Option granted under it. The day-to-day administration of the Plan may be delegated to such officers and employees of the Corporation or any Subsidiary as the Board shall determine.

19. RECAPITALIZATION AND REORGANIZATION

The number of Option Shares subject to each outstanding Option and the purchase price for such Option Shares shall be appropriately adjusted for any subdivision, redivision, consolidation or any similar change affecting the Common Shares.

20. CONDITIONS OF EXERCISE

The Plan and each Option shall be subject to the requirement that, if at any time the Board determines that the listing, registration or qualification of the Common Shares subject to such Option upon any securities exchange or under any provincial, state or federal law, or the consent or approval of any governmental body, securities exchange, or the holders of the Common Shares generally, is necessary or desirable, as a condition of, or in connection with, the granting of such Option or the issue or purchase of Common Shares thereunder, no such Option may be granted or exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been affected or obtained free of any conditions not acceptable to the Board.

21. LOANS

The Board may, in its discretion, grant loans, on such terms as are permitted by law and as the Board may determine, to Optionees to enable them to purchase Option Shares, provided that all Common Shares purchased with the proceeds of such loans shall be held by a trustee until the Corporation has been repaid in full.

22. NOTICES

All written notices to be given by the Optionee, to the Corporation shall be delivered personally or by registered mail, postage prepaid, addressed as follows:

C-Com Satellite Systems Inc.
2574 Sheffield Road, Ottawa ON K1B 3V7

Attention: Corporate Secretary

Any notice given by the Optionee pursuant to the terms of the Option shall not be effective until actually received by the Corporation at the above address.

23. CORPORATE ACTION

Nothing contained in the Plan or in an Option shall be construed so as to prevent the Corporation from taking corporate action, including, without limitation, the issuance of securities from treasury, which is deemed by the Corporation to be appropriate or in its best interest, whether or not such action would have an adverse effect on the Plan or any Option.

24. AMENDMENTS

The Board shall have the right, in its sole discretion, to alter, amend, modify or terminate the Plan or any Option granted under the Plan at any time without notice. Except for amendments required by law, no such amendment, however, may, without the consent of the applicable Optionee, alter or

impair any rights or increase any obligations with respect to an Option previously granted under the Plan.

Disinterested shareholder approval must be obtained for any reduction in the exercise price of an option if the Optionee is an Insider (as defined in the policies of the TSX Venture Exchange) of the Corporation at the time of the proposed amendment.

25. TERMINATION OF PLAN

Except as otherwise provided herein, Options may be granted pursuant to the Plan unless and until such time as the Plan is terminated with approval by the Board. The termination of the Plan shall have no effect on outstanding Options, which shall continue in effect in accordance with their terms and conditions and the terms and conditions of the Plan.

26 FURTHER ASSURANCES

Each Optionee shall, when requested to do so by the Corporation, sign and deliver all such documents relating to the granting or exercise of Options deemed necessary or desirable by the Corporation.

27. GOVERNING LAW

The Plan is established under the laws of the Province of Ontario and the rights of all parties and the construction and effect of each provision of the Plan shall be according to the laws of the Province of Ontario.

DATED this [●] day of _____, 2019.

C-COM SATELLITE SYSTEMS INC.

Per: _____

Name & Title: Leslie Klein, CEO

SCHEDULE "A"
NOTICE OF EXERCISE

To: **C-Com Satellite Systems Inc.**
(the "Corporation")

_____ I hereby acknowledge that I have been advised by the Corporation that I am eligible to purchase Common Shares of the Corporation pursuant to the C-Com Satellite Systems Inc. Amended and Restated Stock Option Plan (the "Plan") and that I have received a copy of the Plan.

_____ I hereby elect to purchase Common Shares of the Corporation in such number and at the price per Common Share as granted under the Plan and set forth below:

NUMBER	PRICE	TOTAL PRICE
(i) _____ Common Shares @	\$ _____	= \$ _____
(ii) _____ Common Shares @	\$ _____	= \$ _____
(iii) _____ Common Shares @	\$ _____	= \$ _____
TOTAL _____ Common Shares		\$ _____

Payment for the Common Shares which I wish to purchase is enclosed in accordance with section 9 of the Plan.

THE SECURITIES TO BE ISSUED HEREUNDER ARE OFFERED FOR SALE AND SOLD IN RELIANCE UPON EXEMPTIONS FROM THE PROSPECTUS AND REGISTRATION REQUIREMENT CONTAINED IN SECURITIES LEGISLATION IN CERTAIN PROVINCIAL JURISDICTIONS WITHIN CANADA. THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE *SECURITIES ACT OF 1933* OF THE UNITED STATES OF AMERICA OR UNDER THE SECURITIES LAWS OF ANY STATE. ANY RESALE OF THESE SECURITIES IS RESTRICTED. THESE SECURITIES MAY NOT BE RESOLD, TRANSFERRED, PLEDGED OR HYPOTHECATED WITHOUT COMPLIANCE WITH THE APPLICABLE PROVINCIAL SECURITIES LAWS IN CANADA, OR IN THE CASE OF TRANSACTIONS WITH OR BY RESIDENTS OF THE UNITED STATES OF AMERICA, UNLESS THEY ARE REGISTERED UNDER THE *SECURITIES ACT OF 1933* AND UNDER APPLICABLE STATE SECURITIES LAWS, OR UNLESS AN EXEMPTION FROM SUCH REGISTRATION IS AVAILABLE.

DATED this _____ day of _____, 20__.

(Name - Please Print)

(Address)

(Signature)

SCHEDULE "B"

OPTION AGREEMENT

•

PERSONAL & CONFIDENTIAL

•

Dear •

The C-Com Satellite Systems Inc. Amended and Restated Stock Option Plan (the "Plan") permits the Board to grant options to officers, employees, directors, officers and consultants whose contribution to C-Com Satellite Systems Inc. (the "Corporation") is significant. In recognition of your past and continuing contribution to the Corporation and in order to permit you to share in enhanced values that you will help to create, the Board is pleased to grant to you an option (the "Option") to purchase common shares ("Shares") of the Corporation. This Option is granted on the basis set out in this letter, and is subject to the Plan, a copy of which is attached. This letter and the Plan are referred to collectively below as the "Option Documents".

The total number of Shares that you may purchase pursuant to this Option is: _____

The price that you must pay for each Share to be acquired on the exercise of an Option is: _____

Your Option will vest in accordance with the following table. **[Provided that you have been continuously employed or otherwise engaged by the Corporation throughout the time period set out in Column 1,]** the number of Options set out in Column 2 will vest at 11:59 p.m. on the last day of that time period. The number of Options you may exercise at any time prior to the date set out following the table will be equal to the aggregate number of Options which have vested less any Options which you have exercised or which have expired in accordance with the Option Documents.

1	2
Time Period	Number of optioned shares vesting following that time period
• to •	•

Subject to earlier expiration in accordance with the Option Documents, your rights to purchase Shares pursuant to this Option will expire at 11:59 p.m. on: •

This Option may be exercised in whole or in part in respect of vested Options at any time prior to expiry of the relevant Options by delivery of written notice to the Corporation's head office to the attention of the Secretary, specifying the number of Shares to be purchased accompanied by payment by bank draft or certified cheque of the total purchase price of the Shares.

Nothing in the Option Documents will affect the right of the Corporation to terminate your services, responsibilities, duties and authority to represent the Corporation or any of its Affiliates at any time for any reason whatsoever. **[Regardless of the reason for your termination, your rights to exercise this Option will be restricted to those rights which have vested on or prior to your date of termination and, in any claim for wrongful dismissal, no consideration will be given to any options that might have vested during any appropriate notice period.]** Complete details of these restrictions are set out in the Plan.

All decisions made by the Board with regard to any questions arising in connection with the Option Documents, whether of interpretation or otherwise, will be binding and conclusive on all parties.

This Option is personal to you alone and may not be sold, pledged, transferred or encumbered in any way.

Please acknowledge acceptance of this Option by signing where indicated below on the enclosed copy of this letter and returning the signed copy to the Corporation to the attention of the Secretary. By signing and delivering this letter, you are acknowledging receipt of copies of and are agreeing to be bound by all terms of all of the Option Documents.

Yours truly,

C-COM SATELLITE SYSTEMS INC.

By: _____

I have read and agree to be bound by this letter.

Signature: _____

Date: _____

Witness: _____

Witness Name: _____
(Printed)