

MAXAR TECHNOLOGIES LTD.

**TERMS OF REFERENCE
HUMAN RESOURCES AND MANAGEMENT
COMPENSATION COMMITTEE**

1. PURPOSE

The Human Resources and Management Compensation Committee (the “Committee”) is mandated by the Board of Directors (the “Board”) to establish human resources strategies that ensure officer continuity and provide competitive compensation programs that attract, retain and motivate management to enhance and sustain shareholder value.

The term “Executive Management” is defined as all officers of the Company (other than assistant officers) and such other officers of the Company as from time to time are designated by the Committee or President and Chief Executive Officer.

2. MEMBERSHIP

The Committee shall consist of a minimum of three directors, including the Chair of the Committee, all of whom shall be independent directors, as defined in accordance with the applicable securities laws and standards of stock exchanges(s) on which the Company’s securities are listed.

Committee members shall possess such skills and experience as determined to be appropriate and necessary by the Committee, in conjunction with the Committee Chair and Chair of the Board.

The Committee Chair along with other members of the Committee, shall be appointed annually at the first meeting of the Board following the Annual General Meeting to hold office until the next Annual General Meeting.

A casual vacancy may be filled or any additional member of the Committee may be appointed at any time by the Board, such appointee to hold office until the next Annual General Meeting. A member may be removed from the Committee by the Board at any time.

3. MEETINGS

The Committee shall meet at least twice annually or more frequently as circumstances dictate. Any member of the Committee may call meetings.

The following provides additional guidance with respect to meetings of the Committee:

- (a) A quorum of a meeting of the Committee shall consist of a simple majority of the members of the Committee.
- (b) The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

- (c) The Committee shall appoint a Secretary to the Committee who shall record the proceedings of the meetings and maintain minutes of meetings and activities of the Committee to be reported to the Board following the meetings of the Committee.
- (d) The Committee may request the presence at any meeting, of representatives from senior management, legal counsel, external consultants, or anyone who they feel could contribute to the subject of the meeting.
- (e) The Committee will regularly meet *in camera*.
- (f) The Chair shall, in consultation with management, establish the agenda for the meetings and ensure the properly prepared agenda materials are circulated to members with sufficient time for review prior to the meeting.
- (g) The Committee shall report after each meeting to the Board on the activities of the Committee.

4. CHAIR OF THE COMMITTEE

The Chair of the Committee shall:

- (a) Call and conduct the meetings of the Committee;
- (b) Be entitled to vote to resolve any ties;
- (c) Prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- (d) Review with the CEO the Company policies and strategies in determining the compensation of its Executive Management;
- (e) Engage, on behalf of the Committee and the Board, independent consultants to advise the Committee on the compensation strategies and policies of the Company; and
- (f) Ensure that the Committee meetings are conducted in an efficient, effective and focused manner.

5. DUTIES AND RESPONSIBILITIES

The Committee shall:

- (a) Review and approve annually and as required, succession plans for Executive Management, including career planning for potential successors and programs to develop management.
- (b) Develop and recommend to the Board compensation guidelines and philosophies covering salary, target bonus, long term incentives and benefits for Executive Management, and for the Company as a whole, and any material changes thereto and

administer such guidelines in accordance with the Compensation Approval Process as appended.

- (c) At least once annually, review the Company's senior management organizational structure and, where appropriate, recommend to the Board any material changes thereto.
- (d) Develop a position description for the Chief Executive Officer and annually evaluate the Chief Executive's performance against corporate and personal objectives approved by the Board.
- (e) At least annually, review and recommend to the Board for approval the CEO's compensation, based on the Committee's evaluation of CEO performance in light of corporate and personal objectives relevant to CEO compensation.
- (f) Review and administer any other compensation matters with respect to Executive Management.
- (g) Review and approve all agreements, including those dealing with retirement, termination of employment, change of control payments, retention bonuses and other special circumstances, between the Company and any member of Executive Management. Review and recommend to the Board for approval all agreements between the Company and the Chief Executive Officer.
- (h) Ensure that the Company has in place programs and policies to attract and retain high caliber executives who will successfully lead the Company and its subsidiaries in their respective areas of responsibility.
- (i) Ensure that the Company implements and administers human resources and compensation policies approved by the Board relating to executive compensation, executive employment contracts, stock option plans and other incentive plans.
- (j) Review regularly policies and programs relating to pension benefits, pension plan modifications and pension fund performance.
- (k) Prior to public disclosure, prepare and approve for publication reports on executive compensation for inclusion in the Company's information circular and similar disclosure documents as required by law.
- (l) At least once annually, review and evaluate the adequacy of these Terms of Reference.
- (m) On an annual basis, review the Company's compensation policies and practices to identify inherent risks associated with compensation, to the extent compensation could potentially incentivize unnecessary or inappropriate risk-taking or short-term decision making.
- (n) To oversee and recommend to the Board, from time to time, the share ownership policy for executives.

6. AUTHORITY

- (a) The Committee shall also have such other powers and duties as are delegated to it by the Board from time to time.
- (b) The Committee shall have the authority to delegate tasks to Committee members or subcommittees of the Committee.
- (c) The Committee shall have access to appropriate funding as determined by the Committee to carry out its duties.
- (d) The Committee shall have the authority to hire and terminate any advisors including independent counsel, and set compensation and other retention terms for such advisors.
- (e) The Committee shall have oversight authority in respect of the pension and retirement benefit obligations of the Company and its subsidiaries.

Appendix - Compensation Approval Process

	Recommend	Review/Approve	Advise	Approve
Long-term incentive plan for the Company	CEO	HR Committee		Board
President & CEO				
All compensation	(3)	HR Committee		Board
Executive Management (1)				
Salaries	CEO	HR Committee	Board	
Variable pay	CEO	HR Committee	Board	
LTIP - allocation	CEO	HR Committee	Board	
Benefits - standard (4)	CEO	CEO		
Benefits - non standard	CEO	HR Committee	Board	
All other				
Salaries (2)	Management	CEO	HR Committee	
Variable pay (2)	Management	CEO	HR Committee	
LTIP - allocation	Management	CEO		
Benefits - standard	Management	CEO	HR Committee	
Benefits - non standard	CEO	HR Committee	Board	

- (1) Applies to Executive VP and CFO, VP Strategic Development, the Business Unit General Managers, and Presidents of significant subsidiaries.
- (2) The proposed % increase to be reviewed with the Committee.
- (3) Jointly recommended by Chairman of the Board and Chairman of the HR Committee.
- (4) Standard benefits include life insurance/death benefits, long-term disability, health insurance, extended medical, dental, vision, retirement benefits, vacation, statutory holidays, jury duty, compassionate/bereavement leave. Refer to Benefit Plan Summary by Subsidiary dated July 2004 for complete listing of coverage by entity.