



POSITION DESCRIPTION FOR LEAD DIRECTOR

The board of directors (the “**Board**”) of Telesat Corporation (the “**Company**”) shall select one of the members of the Board who meets the criteria for independence in accordance with National Instrument 58-201 and NASDAQ Rule 5605(a)(2) to be appointed as the lead director (the “**Lead Director**”) of the Board; provided that if the Board has a chair who meets such independence criteria, then the role of the Lead Director will be filled by the chair of the Board and the duties and responsibilities of the Lead Director set forth herein shall be read to exclude reference to the Chair. In the event of any conflict between this position description and the separate investor rights agreements dated November 23, 2020 entered into between the Company and each of MHR Fund Management LLC and Public Sector Pension Investment Board (as may be amended from time to time, the “**Investor Rights Agreements**”) or any of the rights, privileges, arrangements or powers set forth therein, the Investor Rights Agreements shall prevail and this Position Description shall not and shall be interpreted not to, directly or indirectly interfere with, limit or restrict or otherwise disrupt, any of such rights, privileges, arrangements, or powers.

The duties and responsibilities of the Lead Director as they relate to the following matters shall be as follows:

Leadership and Governance

- work collaboratively with the chair of the Board (the “**Chair**”), if applicable, and the President and Chief Executive Officer of the Company to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the “**Directors**”);
- facilitate the functioning of the Board independently of the senior executives of the Company and provide independent leadership to enable the Board to effectively carry out its duties and responsibilities independently from the senior executives of the Company;
- work with the Chair (if applicable) and the other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
- foster ethical and responsible decision making by the Board, the committees of the Board and individual Directors;

Board Meetings

- work with the Chair (if applicable) to schedule and prepare for meetings of the Board, including reviewing agendas and briefing materials to be delivered to the Board;
- chair meetings of the Board when the Chair is not in attendance or if the Chair is an executive director, if applicable;
- to the extent applicable, chair the meetings of the independent Directors and prepare the agendas for such meetings;

- ensure that the independent Directors have the opportunity to meet separately in camera, without non-independent Directors and senior executives of the Company present, as deemed necessary or advisable;

Senior Executives

- provide advice, counsel and mentorship to the senior executives of the Company and fellow Directors;
- in consultation with the Chair (if applicable), work to facilitate an effective relationship between senior executives of the Company and the Directors;
- work with the Chair (if applicable) and other senior executives of the Company, as appropriate and as required, in assisting with monitoring progress of their respective mandates and duties;

Other Duties

- be available, when appropriate and if requested, for consultation and direct communication with the shareholders of the Company for questions and discussions that are directed to the Lead Director or the independent Directors as a group; and
- carry out special assignments or any functions as requested by the Board or the independent Directors.

Dated: November 19, 2021

Approved by: Nominating Committee
Board of Directors of the Company