



TeraGo Inc.
(the “**Company**”)
Annual and Special Meeting of Shareholders
held on June 15, 2017

REPORT OF VOTING RESULTS

Pursuant to section 11.3 of National Instrument 51-102 – *Continuous Disclosure Obligations*, the Company hereby advises of the results of voting on the matters submitted to the annual general meeting (the “**Meeting**”) of shareholders of the Company (“**Shareholders**”) held on June 15, 2017. Each of the matters set out below is described in greater detail in the Notice of Annual and Special Meeting of Shareholders and the Management Information Circular dated May 16, 2017.

The matters voted upon at the Meeting and the results of the voting were as follows:

Brief Description of Matter Voted Upon	Outcome of Vote ⁽¹⁾	<i>For</i>	<i>Against</i>
1) In respect of the fixing of the number of directors of the Company at seven (7);	Approved	9,862,984 (99.96%)	3,500 (0.04%)
2) In respect of the election of directors to hold office until the close of the next annual meeting of Shareholders or until their successors are elected or appointed:		<i>For</i>	<i>Withheld</i>
Antonio (Tony) Ciciretto	Approved	9,547,572 (99.99%)	900 (0.01%)
Matthew Gerber	Approved	9,547,572 (99.99%)	900 (0.01%)
Michael Martin	Approved	9,361,440 (98.04%)	187,032 (1.96%)
Gary Sherlock	Approved	9,541,422 (99.93%)	7,050 (0.07%)
Hon. Jerry Grafstein, Q.C.	Approved	8,598,640 (90.05%)	949,832 (9.95%)
3) In respect of the re-appointment of KPMG LLP, Chartered Accountants as auditors of the Company to hold office until the next annual meeting of Shareholders and authorizing the directors to fix their remuneration.	Approved	9,865,284 (99.99%)	1,200 (0.01%)
		<i>For</i>	<i>Against</i>
4) In respect of the resolution to approve the Company’s directors’ share compensation program and the reservation of additional common shares issuable pursuant to such program. ⁽²⁾	Approved	6,203,921 (99.83%)	10,450 (0.17%)

(1) Vote conducted at Meeting by show of hands. The number of votes and percentages shown are based upon the votes cast by proxy only.

(2) Includes only votes of disinterested shareholders.



Dated: June 15, 2017.

TERAGO INC.

Per: (signed) "Mark Lau"
Name: Mark Lau
Title: General Counsel & Corporate Secretary