



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The Annual and Special Meeting of Shareholders (the “**Meeting**”) of TeraGo Inc. (the “**Company**”) will be held

on **Thursday, June 15, 2017**  
at **11:00 a.m. (Toronto time)**  
at **Norton Rose Fulbright Canada LLP  
Royal Bank Plaza, South Tower  
Suite 3800  
200 Bay Street  
Toronto, ON M5J 2Z4**

for the following purposes:

1. receiving the consolidated audited financial statements of the Company for the year ended December 31, 2016 and the auditors’ report thereon;
2. to fix the number of directors of the Company at seven (7);
3. electing the directors of the Company;
4. re-appointing the auditors and authorizing the directors to fix the remuneration of the auditors;
5. to approve the Company’s directors’ shares compensation program and the reservation of additional common shares issuable pursuant to such program; and
6. transacting such other business as may properly be brought before the Meeting.

The record date for the determination of those shareholders entitled to receive this notice is May 15, 2017. Each shareholder of the Company as at such record date is entitled to notice of the Meeting and to vote at the meeting.

If you cannot attend the Meeting in person, please complete the enclosed form of proxy and return it in the envelope provided or by facsimile to (416) 263-9524 or toll-free to 1-866-249-7775. For your vote to be recorded, your proxy must be received by the Toronto office of Computershare Investor Services Inc., the Company’s transfer agent, no later than 5:00 p.m. (Toronto time) on Tuesday, June 13, 2017.

By Order of the Board of Directors of TeraGo Inc.

(signed) “Mark Lau”

Mark Lau  
General Counsel and Corporate Secretary  
May 16, 2017