

**EARLY WARNING REPORT
(Form 62-103F1)**

**Made Pursuant To
NATIONAL INSTRUMENT 62-103
*The Early Warning System and Related Take-Over Bid and
Insider Reporting Issues***

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Securities: Common Shares (“Common Shares”)

Issuer: TeraGo Inc. (the “Corporation”)
55 Commerce Valley Drive West
Thornhill, ON
L3T 7V9

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. See item 2.2.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Second Alpha Partners I (A), L.P. and Second Alpha Partners I (B), L.P. (“Second Alpha I (A)” and “Second Alpha I (B)” respectively)
by their General Partner, Second Alpha Partners I GP, L.P., by its General Partner Second Alpha Partners I GP, LLC (the “General Partner”)
276 5th Avenue
Suite 204
New York, New York 10001 USA

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 11, 2019, the General Partner distributed 3,291,921 Common Shares, being 2,372,842 Common Shares held by Second Alpha I (A) and 919,079 Common Shares held by Second Alpha I (B), or 14.28 % and 5.53%, respectively, of the issued and outstanding Common Shares to their respective limited partners on a pro rata basis and the General Partner (the “Distribution”). Prior to the Distribution, Second Alpha I (A) and Second Alpha I (B) were the beneficial owners of 2,372,842 Common Shares and 919,079 Common Shares, respectively. Each of Second Alpha I (A) and Second Alpha I (B) is being wound up by the General Partner and the Distribution is part of that process. Following the Distribution, the General Partner will continue to indirectly control 1,346,615 Common Shares, or 8.10%, of the issued and outstanding Common Shares.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.

The 3,291,921 Common Shares distributed to the respective limited partners, on a pro rata basis, and the General Partner, together represents approximately 19.81% of the issued and outstanding Common Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

Second Alpha I (A) and Second Alpha I (B), by their General Partner, disposed of their beneficial ownership of the Common Shares. Following the Distribution, the General Partner will continue to indirectly control 1,346,615 Common Shares, or 8.10%, of the issued and outstanding Common Shares.

See item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the date hereof, 2,372,842 Common Shares were held by Second Alpha I (A) and 919,079 Common Shares were held by Second Alpha I (B).

After giving effect to the Distribution, Second Alpha I (A) and Second Alpha I (B) beneficially hold or control no Common Shares of the Corporation. Following the Distribution, the General Partner will continue to indirectly hold 1,346,615 Common Shares, or 8.10%, of the issued and outstanding Common Shares.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See item 3.4.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Not applicable.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Not applicable.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Second Alpha I (A) and Second Alpha I (B) are distributing their Common Shares to their respective limited partners, pro rata, and the General Partner.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders; and/or**
- (k) an action similar to any of those enumerated above.**

Second Alpha I (A) and Second Alpha I (B), by their General Partner, or the General Partner in its own right or for the benefit of other entities it manages or advises, may make further acquisitions of Common Shares, through the facilities of the TSX or otherwise, as circumstances warrant.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

The disposition was disclosed by a press release on December 11, 2019.

Item 7 – Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: December 11, 2019

SECOND ALPHA PARTNERS I (A), L.P.

by its General Partner, Second Alpha Partners I GP, L.P.,

by its General Partner Second Alpha Partners I GP, LLC

Name:

Title:

SECOND ALPHA PARTNERS I (B), L.P.

by its General Partner, Second Alpha Partners I GP, L.P.,

by its General Partner Second Alpha Partners I GP, LLC

Name:

Title: