



## 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 **Monday, June 29, 2020**  
at **11:00 a.m. (Toronto time)**  
via live webcast only: <https://web.lumiagm.com/252314440>

for the following purposes:

1. receiving the consolidated audited financial statements of the Company for the year ended December 31, 2019 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 amend the Company’s share option plan, and the reservation of 165,000 additional common shares issuable upon the vesting and due exercise of any options granted under such plan; 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 25, 2020. Each shareholder of the Company as at such record date is entitled to notice of the Meeting and to vote at the Meeting.

Due to the current impact and restrictions created by the COVID-19 pandemic, and in consideration for the health and safety of our shareholders, colleagues and other stakeholders, this year’s Meeting will be held in a virtual meeting format only, by way of a live audio webcast. Shareholders will be able to listen, participate and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. You can attend the Meeting by joining the live webcast online at <https://web.lumiagm.com/252314440>. See “How do I attend and participate at the virtual Meeting?” in the Circular for detailed instructions on how to attend and vote at the Meeting.

If you cannot attend the Meeting virtually on such date, 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 Thursday, June 25, 2020. You must complete the additional step of registering such proxyholder with Computershare at <http://www.computershare.com/Terago> after submitting your form of proxy in order for such proxyholder to attend and vote at the virtual Meeting.

By Order of the Board of Directors of TeraGo Inc.

(signed) “Mark Lau”

Mark Lau  
Vice President of Legal, General Counsel & Corporate Secretary  
May 28, 2020