

**Form 51-102F3**  
**Material Change Report**

**Item 1          Name and Address of Company**

TeraGo Inc. (“TeraGo” or the “Company”)  
55 Commerce Valley Drive West  
Suite 800  
Thornhill, ON L3T 7V9

**Item 2          Date of Material Change**

September 29, 2022

**Item 3          News Release**

The press release attached as Schedule “A” was disseminated through CNW Group on September 29, 2022 with respect to the material change.

**Item 4          Summary of Material Change**

On September 29, 2022, the Company announced it has entered into a three-year, USD\$20 million secured debt facility with CrowdOut Capital LLC. The new facility provides capital which the company will deploy to support its growth initiatives.

**Item 5          Full Description of Material Change**

*5.1          Full Description of Material Change*

See attached press release set out as Schedule “A”.

*5.2          Disclosure for Restructuring Transactions*

Not applicable.

**Item 6          Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7          Omitted Information**

Not applicable.

**Item 8            Executive Officer**

The following executive officer of the Company is knowledgeable about the material change and may be contacted about this report:

Matthew Gerber  
Chief Executive Officer  
509-869-7951

**Item 9            Date of Report**

September 30, 2022

## Schedule “A”



### **TERAGO Signs Agreement with CrowdOut Capital to Provide USD\$20 Million**

**TORONTO – September 29, 2022 – TERAGO Inc. (“TERAGO” or the “Company”)** (TSX: TGO, <https://terago.ca/>), today announced it has entered into a three-year, USD\$20 million secured debt facility with [CrowdOut Capital LLC](#). The new facility provides capital which the company will deploy to support its growth initiatives.

“Our team is very excited about partnering with CrowdOut Capital as part of our long-term strategy to become Canada’s leading provider of fixed wireless access and private network services to businesses,” said TERAGO CEO Matthew Gerber. “The new facility provides us with working capital to sustain our fixed wireless access business line growth and begin deploying mmWave 5G private networks.”

Alexander Schoenbaum, CEO and Co-Founder of CrowdOut Capital added: “Fixed wireless access and private network connectivity are essential telecommunication services. Matthew and his team are a top-tier provider of these services to a growing customer base. We are pleased to be partnering with TERAGO as they embark on their next stage of growth.”

The credit facility is subject to various conditions and covenants that are customary and appropriate for a transaction of this type.

#### **About TERAGO**

TERAGO provides wireless connectivity and private 5G wireless networking services to businesses operating across Canada. The Company holds 2120 MHz of exclusive spectrum licenses in the 24 GHz and 38 GHz spectrum bands, which it utilizes to provide secure and reliable enterprise grade networking and connectivity services. TERAGO serves over 1,800 Canadian and Global businesses operating in major markets across Canada, including Toronto, Montreal, Calgary, Edmonton, Vancouver, Ottawa and Winnipeg, and has been providing wireless services since 1999. For more information about TERAGO, please visit [www.terago.ca](http://www.terago.ca).

#### **About CrowdOut Capital**

CrowdOut Capital is a leading private investor in lower middle-market companies. CrowdOut’s network of experienced owner-operators and industry veterans provides exclusive deal opportunities and key insights during underwriting and due diligence. In addition to getting access to needed capital,

companies benefit from the industry expertise of CrowdOut's connected network of investors. Family offices, institutional and accredited investors can invest through the CrowdOut Credit Opportunities Fund or on a deal-by-deal basis. CrowdOut has originated more than \$465 million in debt and equity investments since its inception. To learn more, please visit [www.CrowdOut.com](http://www.CrowdOut.com).

**For further information, please contact:**

TERAGO Investor Relations  
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[CrowdOut Capital](#)

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**Forward-Looking Statements**

This news release includes certain forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond TERAGO's control. Forward-looking statements may include but are not limited to statements regarding the further developing our 5G Fixed Wireless Access program, consistently executing across all fronts of the business, success in providing Canadian enterprises with managed services and the 5G fixed wireless trials being conducted by the Company. All such statements constitute "forward-looking information" as defined under, applicable Canadian securities laws. Any statements contained herein that are not statements of historical facts constitute forward-looking information. The forward-looking statements reflect the Company's views with respect to future events and is subject to risks, uncertainties and assumptions, including those risks set forth in the "Risk Factors" sections in the annual MD&A of the Company for the quarter ended March 31, 2022 available on [www.sedar.com](http://www.sedar.com) under the Company's corporate profile. Factors that could cause actual results or events to differ materially include the inability to consistently achieve sales growth across all lines of TERAGO's business including managed services, inability to complete successful 5G technical trials, the impacts and restrictions caused by the COVID-19 pandemic are prolonged which may further delay customer trials and/or cause a negative impact on future financial results of the Company, TERAGO's Pandemic Response Plan may not mitigate all impacts of COVID-19, the results of the 5G trials not being satisfactory to TERAGO or any of its technology partners, regulatory requirements may delay or inhibit the trial, the economic viability of any potential services that may result from the trial, the ability for TERAGO to further finance and support any new market opportunities that may present itself, and industry competitors who may have superior technology or are quicker to take advantage of 5G technology. Accordingly, readers should not place undue reliance on forward-looking statements as several factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed with the forward-looking statements. Except as may be required by applicable Canadian securities laws, TERAGO does not intend, and disclaims any obligation, to update or revise any forward-looking statements whether in words, oral or written as a result of new information, future events or otherwise.