



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 **Tuesday, June 25, 2024**
at **11:00 a.m. (Toronto time)**
at **TERAGO INC.**
55 Commerce Vallery Drive West
Suite 800, Thornhill, ON L3T 7V9

for the following purposes:

1. to receive the consolidated audited financial statements of the Company for the financial year ended December 31, 2023, and the auditors’ report thereon (the “2023 Annual Financial Statements”);
2. to fix the number of directors of the Company at seven (7);
3. to elect the directors of the Company;
4. to re-appoint the auditors and to authorize the directors to fix their remuneration;
5. to approve a special resolution set out in Appendix C-1 to the Company’s Management Information Circular to amend the Company’s Articles of Amendment of the Company to create Class A Preferred Shares and Class B Preferred Shares.
6. to consider, and if deemed advisable, pass an ordinary resolution to amend the Company’s Share Option Plan and authorize the increase in the amount of Options, and Common Shares issuable pursuant to the exercise of Options, available for issuance under the Option Plan;
7. to receive information on the diversity of the Company’s directors and senior management team;
8. transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Accompanying this Notice of Annual and Special Meeting of Shareholders is: (i) the Management Information Circular, which provides additional information relating to the matters to be dealt with at the Meeting; (ii) a form of proxy; and (iii) 2023 Annual Financial Statements.

The Board of Directors of the Company has fixed May 7, 2024 as the record date for the Meeting. Any shareholder of record at the close of business on May 7, 2024 is entitled to notice of the Meeting and to vote the Common Shares registered in his or her name at that date on each matter to be acted upon at the Meeting.

Registered shareholders who are unable to attend the Meeting are requested to complete, date and sign the enclosed form of proxy and deliver or send it, in the envelope provided, to the attention of the Proxy Department of Odyssey Trust Company, the Company’s transfer agent, at Trader’s Bank Building, Suite 702, 67 Yonge Street, Toronto, ON M5E 1J8. Alternatively, you may vote by internet at <https://login.odysseytrust.com/pxlogin> and following the instructions on the website.

To be effective, a proxy must be received not later than June 21, 2024 by 11:00 a.m. (Toronto time), or in the case of any adjournment or postponement of the Meeting, not less than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the adjournment or postponement, thereof. Late proxies may be accepted or rejected by the Chair of the Meeting in his or her discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

Non-registered shareholders who receive these materials through their broker or other intermediary should complete and send the enclosed voting instruction form or form of proxy in accordance with the instructions contained therein or provided by their broker or intermediary.

By Order of the Board of Directors of TERAGO Inc.

(signed) "Shaunik Katyal"

Shaunik Katyal
General Counsel & Corporate Secretary
May 27, 2024