



TERAGO INC. MANDATE OF THE CORPORATE GOVERNANCE COMMITTEE

The Board of Directors (the “**Board**”) of TeraGo Inc. has established a Corporate Governance Committee (the “**Committee**”) to consider and recommend to the Board policies and guidelines on matters relating to Corporate Governance and including the stewardship role of the Board in respect of the management of the Corporation, Board size and composition, the director candidate selection process, the orientation of new directors and such procedures as may be necessary to ensure the Board’s independence of management. The Committee will oversee compliance with policies and guidelines associated with an effective system of Corporate Governance.

1. MEMBERS

- The Board will annually appoint three directors as members of the Committee and name one as the Chair. All members of the Committee will be non-management directors and a majority will be independent directors as determined in accordance with applicable laws and regulations.
- Any director of the Board (including the Chief Executive Officer (“**CEO**”)), may attend any meeting of the Committee in an ex-officio capacity but will not have a vote on any matter before the Committee. The CEO will not attend in-camera sessions.

2. MEETINGS

- The Committee will meet at least once each year and additionally as required. Any member may call for a meeting of the Committee.
- The Chair will prepare and distribute an agenda including supporting documentation at least five days in advance of the meeting. Committee members may participate by telephonic, electronic or other means provided that all members are able to communicate adequately with each other.
- The Committee will report to the Board after each meeting and each member of the Board will be provided a copy of the Committee’s minutes.

3. QUORUM

- The quorum necessary for the transaction of business at Committee meetings will be a majority of the members.

4. **DUTIES**

- The Board hereby delegates to the Committee the following duties to be performed by the Committee on behalf of and for the Board. In each matter, the Committee upon appropriate review will approve a recommendation to the Board.
 - a) Corporate Governance matters regarding the Board's stewardship role in the management of the Corporation including the roles and responsibilities of directors and appropriate policies and procedures for directors to carry out their duties with due diligence and in compliance with legal and regulatory requirements;
 - b) The size and composition of the Board with due consideration to applicable rules, regulations and/or guidelines promulgated by regulatory authorities related to corporate governance;
 - c) The responsibilities and functions of the Board and its members including position descriptions for the Board and the Chair;
 - d) The organization and responsibilities of Committees of the Board and procedures for effective Board and Committee meetings ensuring that they function independently of management and without conflicts of interest;
 - e) A plan for the composition of the Board that recognizes the current strengths, skills and experience of the members and the approved strategic direction of the Corporation. The plan will encompass the desired qualifications, experience, skills and demographics (including considerations for the level of representation of women on the Board) of potential directors; the appropriate rotation of directors on Committees of the Board; consideration of the term served by existing directors and ensuring there is a range in the tenure of the directors; the interview process for potential Board candidates; and list potential Board candidates;
 - f) Candidate(s) for appointment to the office of either the Chair and/or the CEO;
 - g) Candidate(s) for the Board and/or Committee vacancies;
 - h) Board nominees for election to the Board at the Annual Meeting;
 - i) An annual review of the scope, duties and responsibilities of Committees of the Board including possible amendments to their mandates and composition;
 - j) An annual review of director/officer liability insurance; and
 - k) The framework for delegating elements of Board authority to management.
- In addition to the above, the Committee will review, approve and report to the Board on:

- l) The orientation process for new directors and the plan for the ongoing development of existing Board members;
 - m) The establishment of processes for the annual evaluation of the effectiveness of the Board, the Committees and Board/Committee members;
 - n) An annual assessment of the effectiveness of the Board as a whole, the committees of the Board and individual Board members;
 - o) An annual assessment of the effectiveness of each Board/Committee Chair;
 - p) Concerns of individual directors about matters that are not appropriate for discussion at the Board; and
 - q) The corporate disclosure section in the Corporation's annual report and any other corporate governance matter required by public disclosure requirements.
- The Committee will oversee compliance with the Corporation's Code of Business Conduct and Ethics by directors and officers, authorize any waiver granted and approve the appropriate disclosure of any such waiver. The Committee will establish standards to be applied by the Board in making determinations as to the absence of material relationships between the Corporation and a director.
 - The Committee will oversee compliance with the Corporation's Disclosure, Confidentiality and Insider Trading Policy by officers and directors and authorize any waiver granted and approve the appropriate disclosure of any such event.
 - The Committee will oversee compliance with any rules, regulations or guidelines promulgated by regulatory authorities relating to corporate governance.

5. EXPERTS AND ADVISORS

- The Committee may retain or appoint, at the Corporation's expense and with the approval of the Board Chair, an outside advisor or expert as it deems necessary to carry out its duties, including the identification and nomination of female candidate(s) for the Board should the Committee determine an exclusive search for such candidate(s) is necessary.

6. SECRETARY AND MINUTES

- The Corporate Secretary or such other person as may be appointed by the Chair of the Committee will act as secretary of the Committee. The minutes of the Committee will be in writing and duly entered into the books of the Corporation and will be distributed to all members of the Board.

7. **COMPLAINTS PROCEDURE**

- The Committee will establish a procedure for the receipt, retention and follow-up of complaints by members of the Board.