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INTERNET | DATA CENTERS | CLOUD

## **TERAGO INC.**

### **ANNUAL INFORMATION FORM**

For the year ended December 31, 2014

February 24, 2015

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## EXPLANATORY NOTES

All references in this annual information form (“AIF”) to “TeraGo”, the “Company”, “we”, “us”, “our” and “our company” refer to TeraGo Inc. and its subsidiaries, unless the context requires otherwise. All information contained herein is as of December 31, 2014 unless otherwise indicated.

The Company prepares its financial statements in Canadian dollars and in conformity with International Financial Reporting Standards (“IFRS”). All references to \$ are to Canadian dollars.

Certain technical terms and phrases used in this AIF are defined in the “Glossary of Technical Terms” attached hereto as Schedule A.

## FORWARD-LOOKING STATEMENTS

This AIF includes certain forward-looking statements that are made as of the date hereof only and based upon current expectations, which involve risks and uncertainties associated with our business and the economic environment in which the business operates. All such statements are made pursuant to the ‘safe harbour’ provisions of, and are intended to be forward-looking statements under, applicable Canadian securities laws. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. For example, the words *anticipate*, *believe*, *plan*, *estimate*, *expect*, *intend*, *should*, *may*, *could*, *objective* and similar expressions are intended to identify forward-looking statements. This AIF includes, but is not limited to, forward looking statements regarding TeraGo’s growth strategy, cloud services, retention campaign and initiatives, additional capital expenditures, investments in data centers and other IT services. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of 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. When relying on forward-looking statements to make decisions with respect to the Company, you should carefully consider the risks, uncertainties and assumptions, including the risk that TeraGo’s growth strategy and transition to a multi-product IT services company will not generate the results intended by management, cross-selling of TeraGo’s cloud services may not succeed, retention efforts decreasing profit margins, opportunities for expansion and acquisition not being available or at unfavourable terms, and those risks set forth in the “Risk Factors” section of the Management’s Discussion & Analysis of the Company for the year ended December 31, 2014 and other uncertainties and potential events. In particular, if any of the risks materialize, the expectations, and the predictions based on them, of the Company may need to be re-evaluated. Consequently, all of the forward-looking statements in this AIF are expressly qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences for the Company.

Except as may be required by applicable Canadian securities laws, we do not intend, and disclaim 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.

## CORPORATE STRUCTURE

### Name, Address and Incorporation

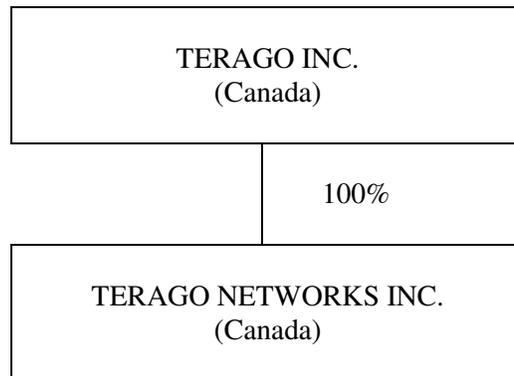
TeraGo was incorporated under the *Canada Business Corporations Act* on December 21, 2000 as 3848574 Canada Inc. On May 16, 2007, our name was changed to “TeraGo Inc.”. In June 2007, we completed our initial public offering and amended our articles at that time to reflect a reorganization of our share capital. See “General Development of the Business”, “Reorganization” and “Description of Capital Structure”.

The Company’s head and registered office is located at 55 Commerce Valley Drive West, Suite 800, Thornhill, Ontario L3T 7V9. TeraGo also has offices in Delta, British Columbia; Calgary and Edmonton, Alberta; Winnipeg, Manitoba; Vaughan and London, Ontario and Montreal, Quebec. TeraGo’s website address is [www.terago.ca](http://www.terago.ca). Our website and the information contained on, or referred to in, our website is not incorporated in this AIF.

TeraGo’s wholly-owned subsidiary, TeraGo Networks Inc. (“**TeraGo Networks**”), was incorporated on July 30, 1999 and participated in Industry Canada’s 24 GHz and 38 GHz wireless spectrum auction in which it acquired a number of spectrum licences in these bands. Since then, TeraGo has deployed wireless internet services to designated geographic markets in Canada and has begun to provide customers with colocation services in its data centers, as well as cloud storage and other cloud services.

### Intercorporate Relationships

The following organization chart sets forth TeraGo and its subsidiaries (excluding inactive subsidiaries), the percentage of voting securities held as well as their respective jurisdictions of incorporation:



Notes:

- (1) In July 2012, following the change in the foreign ownership restrictions as a result of the amendments to the *Telecommunications Act* (Canada), the Company completed the automatic conversion of approximately 3.6 million issued and outstanding Class A Non-Voting Shares into Common Shares on a one-for-one basis, in accordance with the Company’s articles.
- (2) National Online Inc. was acquired on December 14, 2004 and amalgamated into TeraGo Networks on January 1, 2012.
- (3) Data Centers Canada Inc. was acquired on May 31, 2013 and amalgamated into TeraGo Networks on June 27, 2013.

## GENERAL DEVELOPMENT OF THE BUSINESS

TeraGo provides businesses across Canada with data and voice communications services, data center colocation and hosting services through its four (4) data centers as well as cloud Infrastructure as a Service (“**IaaS**”) computing and storage solutions. With respect to the Company’s data and voice communications services, it owns and operates a carrier-grade, MPLS enabled fixed wireless, IP communications network in Canada targeting businesses that require Internet access and data connectivity services.

### Three Year History

During the last three completed financial years, TeraGo has made strategic acquisitions and progress towards a transition of the Company into a multi-product IT services company focused on securely managing its customers’ data flow. While the Company has historically focused on providing data and voice communications services through its core access business, it has recently undertaken to provide colocation and cloud services to serve the various needs of its customers.

In January 2012, TeraGo made its final contingent payment to the vendors of MetroBridge Networks International Inc. (“**MetroBridge**”) pursuant to an asset purchase agreement in which TeraGo acquired substantially all of MetroBridge’s customers, related network infrastructure, real estate leases, and certain other assets.

In May, 2013, TeraGo acquired all of the issued and outstanding shares of Data Centers Canada Inc. (“**DCC**”) which operates a 16,000 square foot SSAE 16 SOC1 Tier 2 certified data center facility in Vaughan, Ontario and serves customers in the Greater Toronto Area.

In December, 2013, TeraGo completed an asset purchase of a 5,058 square foot data center facility in Vancouver, British Columbia and thereafter in January, 2014, negotiated approximately 2,000 square feet of additional white floor space (3,000 square feet in total space).

In April, 2014, TeraGo acquired an additional 6,915 square foot data center facility in downtown Vancouver, British Columbia.

On June 6, 2014, TeraGo entered into a credit agreement (the “**Credit Agreement**”) with National Bank of Canada and Royal Bank of Canada for credit facilities totaling \$50.0 million, consisting of a \$5.0 million revolving operating credit facility, a \$20.0 million non-revolving term credit facility to refinance the existing credit facility and a \$25.0 million non-revolving acquisitions and capital expenditure facility.

In October, 2014, TeraGo acquired a 10,000 square foot Tier 3-ready data center facility in Mississauga, Ontario that was built and managed by BlackBerry Limited.

In Q4 of 2014, TeraGo launched its cloud storage and cloud computing platform and obtained its first customers through this new service offering.

## DESCRIPTION OF THE BUSINESS

TeraGo provides communications, data center and cloud services through its national network and data centers.

Access Services	Data Center Services	Cloud Services
<ul style="list-style-type: none"> <li>National high performance, scalable Internet access principally via wireless with fibre optic in selected strategic areas</li> <li>Active redundancy capability with bundled connectivity solution</li> <li>Voice over IP services</li> <li>Managed network service</li> </ul>	<ul style="list-style-type: none"> <li>Colocation services in partial, full, or customized cabinets</li> <li>Managed, Private Dedicated, and Co-location hosting services</li> <li>Other value added services</li> </ul>	<ul style="list-style-type: none"> <li>IaaS utility computing on virtual and dedicated compute platforms</li> <li>High performance protected data storage</li> <li>Managed backup services</li> <li>Data archiving and vaulting</li> </ul>

### Strategy

TeraGo leverages its strategic strengths as a facilities-based information technology (“IT”) and data center and cloud services provider for small and medium-sized business (“SMB”) and enterprise customers in Canada, enabling their businesses to connect to the world and securing their critical information assets by providing superior customer service, performance and availability as key differentiators.

TeraGo employs a growth strategy that consists of the following key components:

- Increase customer penetration in our existing markets;
- Cross-sell and promote our enhanced service offerings that include value-added IT services to our current customer base;
- Expand our customer base by offering a comprehensive suite of IT solutions;
- Expand and enhance our product and service offerings; and
- Pursue strategic initiatives including acquisitions and partnerships on an opportunistic basis.

### Business Model

TeraGo’s subscription-based business model generates stable and predictable recurring revenue from Internet, data, voice services, data center services and cloud services.

As at December 31, 2014, the Company offered its services in 46 geographic markets across Canada serving approximately 4,100 customers. Once a customer is obtained, we work to capitalize on opportunities to generate incremental recurring revenue from that customer by adding new customer locations, increasing service capacity supplied to existing locations, by increasing data center cabinet space and power and/or by providing additional services.

## ACCESS SERVICES

### *Internet Services*

TeraGo owns and operates a carrier-grade Multi-Protocol Label Switching (“MPLS”) enabled wireline and fixed wireless, Internet Protocol (“IP”) communications network in Canada, providing businesses with high performance, scalable, and secure access and data connectivity services.

TeraGo’s carrier grade IP communication network serves an important and growing demand among Canadian businesses for network access diversity by offering wireless services that are redundant to their existing wireline broadband connections.

TeraGo’s IP network has been designed to eliminate single points of failure and the Company backs its services with customer service level commitments, including 99.9% service availability, industry leading mean time to repair, 24 x 7 telephone and email access to technical support specialists.

TeraGo offers Canadian businesses high performance unlimited and usage-based dedicated Internet access with upload and download speeds from 5 megabits per second (“Mbps”) up to 1 gigabit per second (“Gbps”). Unlike asymmetrical DSL services offered by many of our competitors, TeraGo provides services that are symmetrical, hence customers can have the same high speed broadband performance whether uploading or downloading which is suitable for customer using IaaS offerings. TeraGo enhances service performance by minimizing the number of networks between our customers and their audiences, using peering arrangements with multiple tier-one carriers to connect to the Internet.

TeraGo targets SMB and select enterprise customers, typically located in commercial and industrial areas of metropolitan centres in Canada. Our customers include single and multi-site businesses requiring Internet access and data connectivity services, and enterprise customers requiring true redundancy to their wireline solutions. TeraGo’s communications services customers typically sign one, two or three-year contracts. Services are billed monthly or quarterly over the term of the contract.

### **TeraGo Internet Access and Data Connectivity Services**

<b><u>Service</u></b>	<b><u>Speed</u></b>	<b><u>Benefits</u></b>	<b><u>Customer Profile</u></b>
Metered Internet	5 Mbps to 10 Mbps (Dedicated)	<ul style="list-style-type: none"><li>• Guaranteed symmetrical bandwidth</li><li>• Premium service level agreement</li><li>• Metered pricing allows customers to manage costs through usage</li></ul>	<ul style="list-style-type: none"><li>• Businesses and enterprise organizations that require dedicated bandwidth and expect to use less than the maximum on a regular basis</li></ul>
Unlimited Internet	5 Mbps to 1 Gbps (Dedicated)	<ul style="list-style-type: none"><li>• Guaranteed symmetrical bandwidth</li><li>• Premium service level agreement</li></ul>	<ul style="list-style-type: none"><li>• Businesses and enterprise organizations that require dedicated bandwidth to support mission critical applications</li></ul>

### *Data Services*

TeraGo offers data connectivity services that allow businesses to connect their multiple sites within a city or across TeraGo’s geographic footprint through a Private Virtual Local Area Network (“VLAN”). With speeds from 3 Mbps to 1 Gbps, TeraGo’s VLAN services are ideal for companies with multiple offices and large interoffice data requirements. Campus VLAN services between two customer locations are available at speeds up to 1 Gbps. TeraGo’s data services, which run across our MPLS core network, are symmetrical, allowing communication between parties in both directions simultaneously. TeraGo’s

use of Ethernet over MPLS (“**EoMPLS**”) technology enhances its VLAN performance and enables VLAN customers to experience higher reliability and easier provisioning.

#### *Voice Services*

TeraGo is approved by the Canadian Radio-television and Telecommunications Commission (“**CRTC**”) to offer voice services as a Type IV competitive local exchange carrier (“**CLEC**”). TeraGo provides businesses with a cost effective, flexible and high quality connection from their private branch exchange (PBX) to the public switched telephone network (PSTN). TeraGo’s service provides features and capabilities generally consistent with those provided by incumbent local exchange carriers (“**ILECs**”), while offering greater value for our customers.

#### **Network**

To deliver its services, the Company has built and operates a carrier-grade, IP network, using licensed and license-exempt spectrum and fibre-optic wireline infrastructure that supports commercially available equipment.

The Company owns and controls a national MPLS distribution network from Vancouver to Montreal that aggregates customer voice and data traffic and interconnects when necessary with carrier diverse leased fiber optic facilities. Major Internet peering and core locations are centralized in Vancouver, Toronto, Seattle and Los Angeles although Internet access is also available in all regional markets for further redundancy.

TeraGo offers a range of diverse Ethernet-based services over a secured wireless connection to customer locations up to 20 kilometres from a hub (provided line of sight or wireline networks exist) or through a fibre optic connection.

TeraGo’s Core IP network provides reliable, carrier-diverse inter-city fibre connectivity between its major markets. In 2009, TeraGo deployed MPLS in its Core IP network to enable automated re-routing of data services within the inter-city MPLS network in case of a failure in a carrier supplier’s inter-city circuit, to make provisioning faster and easier within the MPLS network, and to improve inter-city routing performance. The combination of MPLS and deployment of additional carrier circuits to complete carrier-diverse rings between TeraGo’s various markets has improved the reliability and performance of TeraGo’s intercity IP network. TeraGo has also deployed MPLS in its Greater Toronto Area (“**GTA**”) metropolitan backhaul network to extend the same benefits within its GTA network.

There are three main network components in each regional market: core hub, multiple hub sites and customer locations:

#### *Core Hub Sites*

Core hub sites are the main interconnection point between our regional wireless and wireline system and national MPLS fiber-optic facilities. They are equipped with redundant fiber-optic equipment, high performance MPLS routers, uninterruptible power supplies, and server equipment. Core hub sites are configured in MPLS ring architecture to avoid service disruption in the event of any single point of failure.

#### *Hub Sites*

Hub sites are generally equipped with broadband wireless base stations where appropriate; high performance Ethernet switches and routers; high capacity licensed backhaul radios with uninterruptible power supplies; and in selected cases, fibre optic connections, both used to connect the Hub site to one or more adjacent hub sites. Under our enhanced strategy to deploy fibre-optic facilities, TeraGo is constructing fibre-optic routes that originate at a hub site and, using industry standard fibre-optic termination equipment, provide fibre-optic access to TeraGo customers. Where appropriate, TeraGo is also deploying fibre-optic facilities between hubs to provide backhaul capabilities.

### *Customer Locations*

Customer locations are typically equipped with a broadband wireless radio and, depending upon the services deployed, a managed Ethernet switch, router, or Quality of Service (“**QoS**”)-enabled voice demarcation device. Broadband wireless radios, widely available from leading manufacturers, are selected to match the customer’s performance requirements. Customer connections may also be supported over TeraGo’s fibre-optic facilities. Both broadband wireless and fibre-optic customer premise equipment is industry standard and sourced from leading manufacturers. The customer interface to TeraGo’s services is an industry standard RJ45 Ethernet or PRI jack.

### **Quality of Service Capabilities**

TeraGo’s MPLS network, including key high traffic hub sites, is equipped with QoS capabilities to improve performance and traffic management. All of TeraGo’s major national markets are end-to-end QoS enabled providing the foundation to support voice traffic and other potential future applications.

### **Radio Spectrum**

#### *24-GHz and 38-GHz Wide-area Licences*

The Company owns a national spectrum portfolio of 24-GHz and 38-GHz wide-area spectrum licences which covers regions across Canada, including 1,160 MHz in Canada’s 6 largest cities. These licenses were acquired in 1999 in Industry Canada’s first spectrum auction for these bands and is now used for: point-to-point and point-to-multipoint microwave radio deployments; connecting core hubs together to create a wireless backbone where appropriate (often in a ring configuration to avoid points of failure); and in the access network or “last mile” to deliver high capacity (speeds of 10 to 1,000 Mbps) Ethernet-based links for business, government and cellular backhaul. In September, 2010, the Company purchased six 24 GHz licences. The purchased 24 GHz spectrum includes 240 MHz in each of Toronto, Montreal and Ottawa, as well as 80 MHz in each of Calgary, Vancouver and Edmonton.

TeraGo has built a next generation, carrier-class, broadband IP network using a combination of spectrum bands which the Company owns and leases, together with licence-exempt spectrum. In each of the regions that we service, TeraGo owns and controls wireless networks that aggregate customer data traffic and interconnect with intercity fiber-optic facilities. The Company uses commercially available equipment for the delivery of our broadband wireless services.

#### *Other Bands*

In addition to our 24 GHz and 38 GHz wide-area licences, we also utilize point-to-point spectrum in the 11, 18 and 23 GHz bands. The 11, 18 and 23 GHz spectrum is licensed to us by Industry Canada on a site-by-site basis. These spectrum resources are utilized by the Company to deploy point-to-point radio links.

In 2010, the Company applied for and received 16 licences in the 3.65 GHz band provided on a shared use basis. Each licence consists of 50 MHz of spectrum which is available for the entire serving area and enables the Company to provide services up to 10 Mbps using point-to-point and point-to-multipoint deployments.

## **DATA CENTER AND MANAGED SERVICES**

TeraGo provides data center services that protect and connect our customers' valuable information assets. Customers can provision computing equipment within shared partial cabinets or full, private cabinets, as well as customized caged space designed for their specific needs. TeraGo provides connectivity on redundant routes in and out of the facilities.

Hosting and colocation revenue is derived from set-up fees for new installations and monthly recurring charges based on the number of cabinets and/or the quantity of cage space, power requirements, managed services provided and Internet/data bandwidth requirements. Other services, such as disaster recovery services, are provided under custom contractual arrangements.

TeraGo also offers a variety of managed hosting solutions, which may require us to manage various aspects of a customer's hardware, software or operating systems in public or privately accessible environment. TeraGo offers disaster recovery services on a custom basis. This includes back-up office facilities that can be used in case of disaster. These facilities can be provisioned at the data center location and provide customers with the capability to restore office functionality with direct access to their information located in the data center.

Our network can provide these customers Internet and/or secure private virtual LAN connections between the data center facility and the customer's office location(s).

Data center services customers typically include national government agencies, financial services companies, cloud and data storage service providers, content and network service providers, and small and medium businesses which rely on TeraGo to store and manage their critical IT equipment and provide the ability to directly connect to the networks that enable our information-driven economy.

### **Data Center Facilities**

TeraGo's data centers provide data center solutions, including colocation and disaster recovery, to a roster of small and medium-sized businesses, enterprises, public sector and technology service providers. As of December 31, 2014, TeraGo has approximately 40,000 square feet of data center capacity across four facilities across Canada:

#### *Vaughan, Ontario*

TeraGo operates a 16,000 square foot SSAE 16 SOC1 Type 2 data center facility in Vaughan, Ontario, serving the GTA. This data center and its operations were purchased in May 2013 when the Company acquired Data Centers Canada Inc.

#### *Mississauga, Ontario*

In October, 2014, TeraGo acquired a 10,000 square foot Tier 3-ready data center facility in Mississauga, Ontario that was built and managed by BlackBerry Limited. This facility is expected to be ready in March, 2015 and will predominantly serve the GTA.

#### *Vancouver, British Columbia*

TeraGo operates two data center facilities in downtown Vancouver. Its first facility, acquired in December 2013 is 5,058 square feet and is expandable to approximately 7,000 square feet of white floor space. The facility has redundant fibre facilities between the data center and the 'telco hotel', 555 West Hastings, in downtown Vancouver. The second facility which was acquired in April 2014 is 6,915 square feet and is served by TeraGo's fiber optic line. Both facilities are used to service the Greater Vancouver Area.

## **CLOUD SERVICES**

TeraGo provides cloud services that seek to meet the complex and evolving IT needs of our customers. TeraGo provides IaaS cloud computing solutions and data archiving or cloud storage and other offerings either on a direct or indirect basis. These solutions allow the Company to compete in the cloud services, Platform as a Service (PaaS) and IaaS markets. TeraGo's focus is to provide these services to communications and data center services customers; though certain customers have purchased cloud-based services independent of TeraGo's other services. Cloud services revenue is derived from monthly recurring charges based on usage.

With its entry into data center services and cloud services, TeraGo is building an operating platform to service the IT solutions sector. Cross selling opportunities to the customer base, while leveraging the Company's carrier grade network is expected to augment and diversify the Company's revenue base.

## **SALES AND MARKETING**

TeraGo uses a combination of direct and indirect sales channels to market our services to Canadian businesses. This complementary sales strategy is intended to enable the Company to better reach our target market. Historically, the majority of TeraGo's sales bookings have been derived from members of our direct sales team located in Toronto, Calgary, Vancouver, Edmonton, Winnipeg, London and Montreal.

### *Sales*

Our sales team is comprised of account executives and is supported by sales engineers and other support personnel. Account executives are responsible for identifying and generating sales to new customers as well as managing relationships with existing customers. The sales engineers support the account executives, providing customers with technical support and expertise in network design.

In addition to account executives, inside sales representatives are utilized and tasked to serve customers with lower bandwidth product requirements or simpler service solutions that can be addressed or sold over the phone. The inside sales representatives are responsible for outbound calls and for responding to inbound qualified leads for entry level solutions.

Finally, TeraGo also employs an indirect sales model which is based on building relationships with specific agents, leading systems integrators and resellers. These alternate channels provide a complementary sales strategy which allows us to identify sales opportunities which would not otherwise be attainable.

### *Marketing*

The marketing group includes a marketing team and a product management team. Activities within the product management team include product strategy and definition, pricing, competitive analysis and product lifecycle management. Activities within the marketing team include lead generation, customer promotions, program development, product launches, public relations marketing communications, sales channel support and market expansion. Public relations and marketing communications personnel focus on cultivating industry analyst and media relationships as well as the implementation of web marketing, collateral development and advertising. Market expansion personnel support the strategy of where and when to open new markets. Sales channel support personnel provide tools and resources which allow the sales channels to increase productivity.

## *Trademarks*

The Company has registered or is in the process of registering several trademarks that are used in its business, which the Company regards as having significant value or as being important factors in the marketing of its various services.

## **CUSTOMER SERVICE, TECHNICAL SUPPORT AND BILLING**

TeraGo has developed a customer service and technical support organization tailored to service the requirements of Canadian businesses. The Company maintains a centralized network operation centre (“NOC”) which monitors its national network 24 x 7. The NOC which is staffed with trouble shooting and technical support specialists, provide customers with 24 x 7 telephone and e-mail access in order to assist with troubleshooting of customers’ networks. In providing its various services, TeraGo offers service level commitments to customers including network availability, power availability and an industry leading mean time to repair.

TeraGo utilizes industry standard enterprise resource planning, network management, general ledger, billing and customer maintenance software systems. It has established procedures and processes for the support of customers and the operation of these systems and these methodologies have been refined through the practical operation of such systems.

## **EMPLOYEES**

As at December 31, 2014, TeraGo had a total of 151 employees, with 37 in sales, 10 in marketing, 80 in operations and 24 in general and administrative positions. No union represents any of our employees in their employment relationship with us.

## **OPERATIONS AND FACILITIES**

The following table sets out as of the date of this AIF, certain information regarding our head office premises located in Thornhill, Ontario and our other material leased office premises as well as data centers:

<b><u>Offices</u></b>	<b><u>Square Footage<sup>(1)</sup></u></b>
Thornhill, Ontario (Head Office).....	22,788 sq ft
Calgary, Alberta .....	7,794 sq ft
Vaughan, Ontario (Technology Centre and Warehouse).....	6,118 sq ft
Vancouver, British Columbia.....	5,313 sq ft
Edmonton, Alberta .....	5,600 sq ft
Montreal, Québec .....	2,950 sq ft
Winnipeg, Manitoba .....	1,875 sq ft
<b><u>Data Centers</u></b>	
Vaughan, Ontario .....	15,800 sq ft
Mississauga, Ontario .....	29,414 sq ft
Vancouver, British Columbia.....	8,058 sq ft
Vancouver, British Columbia.....	6,915 sq ft

<sup>(1)</sup> Square footage includes all sublet premises.

## COMPETITIVE CONDITIONS

TeraGo's primary competitors in the Internet, voice and data connectivity market in Canada include telecommunications service providers ("Telcos") such as Bell Canada, TELUS Communications Inc., MTS Allstream Inc., Rogers Communications Inc., Shaw Communications Inc. and Cogeco Inc., who provide wireline services. We compete with these Telcos by offering choice, timely customer service, rapid installation, reliability and faster connection. Our wireless model allows us to meet the increasing bandwidth demand of our customers rapidly and cost effectively.

TeraGo competes with a number of data center and cloud services providers in both Toronto and Vancouver. These include the major telecommunications providers such as Bell Canada, Rogers Communications Inc. and Cogeco Inc., but also include a number of data center providers including CenturyLink, Inc., Cologix, Inc. and Q9 Networks Inc. TeraGo competes by leveraging our national network to provide secure data flow between customer's premises and our data centers/cloud platforms. We are one of a small number of providers offering a complete end-to-end IT solutions for our customers, as most competitors do not offer access, data colocation and cloud capability.

In addition, TeraGo can provide truly redundant connectivity between a customer's offices and TeraGo's data centers since TeraGo's wireless connectivity is 100% independent from incumbent Telco landline networks. By utilizing active redundancy technology, TeraGo can provide customers with bonded landline and wireless connectivity, ensuring 100% access availability between customer's premises and their critical data stored in our data center and cloud platforms.

## REGULATORY OVERVIEW

### *Radiocommunication Act*

The *Radiocommunication Act* empowers the Minister of Industry, who presides over Industry Canada, a department of the Government of Canada, to regulate the orderly development and efficient operation of radiocommunication in Canada. The Minister has broad discretion to, among other things, issue spectrum licences, to fix terms and conditions on such licences, to amend those terms and conditions, to renew or not renew such licences at the end of their terms and, subject to certain procedure requirements, to suspend or revoke licences and other radio authorizations. The Minister also has the authority to establish standards and plan the allocation and use of the radio spectrum including the radio frequencies on which our business depends.

The Company is a licensee of radio spectrum in the 24 GHz and 38 GHz bands. We acquired spectrum licences in these bands in Industry Canada's first spectrum auction which was held in 1999. The term of licenses initially were set to expire on January 20, 2010. In March 2009, Industry Canada issued a decision granting a five-year extension to the initial term of the 24 GHz and 38 GHz licences held by the Company. In December, 2014, Industry Canada announced a new framework for the licensing and renewal of licenses in the 24, 28 and 38 GHz bands. The new framework permits the renewal of all auctioned licenses for a subsequent 10-year term by their holders if such holders have met the prescribed conditions of these licenses. The Company is currently working on the renewal of its spectrum licenses and expects that the spectrum licenses which it currently holds and needs to operate its internet access business will be eligible for renewal. In addition, under the new framework, Industry Canada has changed the fee structure for new licences, but has "grandfathered" the previous fee structure for existing licenses.

Industry Canada also makes available certain spectrum bands on a licence-exempt basis. That is, any user or carrier may use radio equipment in these bands provided that the equipment is certified as complying with applicable Industry Canada standards, and without the need for a licence from Industry Canada. In our network, we make use of equipment that operates in the licence-exempt bands, notably the 2.4 and

5 GHz bands. Radio apparatus is operated on a non-protection basis; that is, an operator cannot be protected from interference from other users of equipment in the band.

Industry Canada also makes available to carriers and users on a first come first served basis, and subject to certain conditions, radio licences for specific apparatus at a specific location and certain spectrum licences. Typically, these licences must be renewed annually, and incur annual licence fees. We hold such radio licences for radio apparatus that operates in the 11 GHz and 18 GHz bands, and we hold such spectrum licences in the 38 GHz band, which are in addition to the 38 GHz band spectrum licences that we acquired at auction in 1999 and referred to above.

### ***Telecommunications Act***

TeraGo Networks is a “Canadian carrier” as defined in the *Telecommunications Act* and is therefore subject to regulation by the CRTC. The CRTC has the authority to regulate, among other things, the rates, terms and conditions of services provided by carriers and interconnection terms and agreements. The CRTC has the power to forbear from exercising certain regulatory powers with respect to a service or class of service. Forbearance may be subject to conditions.

The CRTC has issued decisions in which it has forborne from exercising certain regulatory powers in respect of certain services or classes of service, including the services that we provide at this time. As a result, we are not required to file our customer rates for approval by the CRTC, and we are not required to obtain prior CRTC approval for our interconnection agreements or arrangements. The CRTC has, however, maintained the right to impose conditions on the offering and provision of telecommunications services by us if the CRTC considers it necessary to do so. Among the conditions that continue to apply are conditions governing the treatment of customer confidential information and registration requirements. The CRTC has also maintained the regulatory requirement that we do not unjustly discriminate against other service providers or subscribers, or confer any undue or unreasonable preference, with respect to access to networks and the resale and sharing of services.

Under a CRTC-administered regime, referred to as the “contribution regime”, all telecommunications service providers operating in Canada are required to pay a percentage of their Canadian telecommunications service revenue, less certain exclusions, such as retail Internet service revenue, and less certain deductions, such as inter-carrier payments, into a fund to subsidize the cost of local telecommunications service in certain high cost regions of the country. The CRTC set a rate for 2013 of 0.53% and a rate for 2014 of 0.55%.

## **REORGANIZATION**

In July 2012, following the change in the foreign ownership restrictions as a result of the amendments to the *Telecommunications Act*, the Company completed the automatic conversion of approximately 3.6 million issued and outstanding Class A Non-Voting Shares into Common Shares on a one-for-one basis, in accordance with the Company’s articles.

## DIVIDENDS

TeraGo has not paid dividends to its shareholders to date and does not currently intend to pay dividends on its Common Shares in the near future. The declaration and payment of dividends on Common Shares is within the discretion of the Board. The Board will review the Company's dividend policy from time to time having regard to, among other factors, our earnings, growth plans and our operating and financial requirements.

## DESCRIPTION OF CAPITAL STRUCTURE

TeraGo's authorized share capital consists of an unlimited number of Common Shares, an unlimited number of Class A Non-Voting Shares and two Class B Shares. The Common Shares, the Class A Non-Voting Shares and the Class B Shares are collectively referred to herein as the "**Equity Shares**". See Description.

As of December 31, 2014, there were 11,697,621 Common Shares and two Class B Shares issued and outstanding. There are no Class A Non-Voting Shares issued and outstanding.

### **Common Shares**

*Voting.* Holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of our shareholders (except meetings at which only the holders of another specified class or series are entitled to vote separately as a class as provided under applicable law or in our articles) and each Common Share confers the right to one vote (in person or by proxy) at all such meetings. In the event the holders of the Common Shares, the Class A Non-Voting Shares and/or the Class B Shares are entitled to a class vote in respect of a matter arising at law, the Common Shares will be voted as part of an initial vote for all Equity Shares prior to a vote of the holders of the Common Shares separately as a class. See "Voting Agreement". Except as to voting, the Common Shares will have equal rights to the Class A Non-Voting Shares on a share-for-share basis.

*Dividends.* All dividends declared on the Common Shares and the Class A Non-Voting Shares shall be declared and paid at the same time, and in equal amounts, share-for-share, without any preference or priority of one class over the other.

*Rights Upon Liquidation.* Holders of Common Shares are entitled to receive remaining assets upon the winding-up, liquidation or dissolution of TeraGo, *pari passu* with the holders of Class A Non-Voting Shares, on a per share basis.

### **Class A Non-Voting Shares**

*Voting.* Except as otherwise provided by law or in the articles, holders of Class A Non-Voting Shares are not entitled to vote at any meetings of the shareholders of TeraGo, but otherwise enjoy the same rights, privileges and economic entitlements as are enjoyed by holders of the Common Shares. The holders of Class A Non-Voting Shares are entitled to receive notice of and to attend meetings of the holders of Common Shares. Each Class A Non-Voting Share confers the right to one vote (in person or by proxy) at any meeting at which the holders of Class A Non-Voting Shares are entitled to vote. In the event the holders of Class A Non-Voting Shares, the Class B Shares and the Common Shares are entitled to a class vote in respect of a matter arising at law, the Class A Non-Voting Shares will be voted as part of an initial vote of all Equity Shares prior to a vote of the holders of the Class A Non-Voting Shares separately as a class. See "Voting Agreement".

*Dividends.* All dividends declared on the Common Shares and the Class A Non-Voting Shares shall be declared and paid at the same time, and in equal amounts, share-for-share, without any preference or priority of one class over the other.

*Rights Upon Liquidation.* Holders of Class A Non-Voting Shares are entitled to receive our remaining assets on our winding-up, liquidation or dissolution of TeraGo, *pari passu*, with the holders of Common Shares, on a per share basis.

*Conversion Right.* The Class A Non-Voting Shares are convertible into Common Shares on a share-for-share basis, in the following circumstances:

- any time at the option of the holder upon provision by a holder of Class A Non-Voting Shares of a residency declaration to TeraGo and the transfer agent of the Common Shares certifying that the holder is a Canadian within the meaning of the Canadian Ownership and Control Regulations established under the *Telecommunications Act*;
- any time at the option of the holder upon a sale of Class A Non-Voting Shares to a Canadian within the meaning of the Canadian Ownership and Control Regulations established under the *Telecommunications Act*;
- upon a bid being made for the Common Shares where no equivalent bid is made for the Class A Non-Voting Shares, for the purposes of allowing the Class A Non-Voting Shares to tender to an exclusionary bid;
- at any time at our option following a change of control in which a person or company, together with any person or company acting jointly or in concert, acquires beneficial ownership of not less than two-thirds, in the aggregate of our Common Shares and our Class A Non-Voting Shares, subject to compliance with the Canadian Ownership and Control Regulations; and
- automatically upon the repeal or relaxation of the rules governing TeraGo's Canadian ownership and control, but only to the extent of such repeal or relaxation and non-Canadian ownership and control of TeraGo and its subsidiaries not otherwise being restricted by law.

## **Class B Shares**

*Voting.* Except as described below, or as otherwise provided by law or in our articles, holders of Class B Shares are not entitled to vote at any meetings of our shareholders. The holders of the Class B Shares shall be entitled to nominate and elect one director for each Class B Share held. The holders of Class B Shares are entitled to receive notice of and to attend meetings of the holders of Common Shares. Each Class B Share confers the right to one vote (in person or by proxy) at any meeting at which the holders of Class B Shares are entitled to vote.

*Dividends.* The Class B Shares shall not be entitled to receive dividends.

*Rights Upon Liquidation.* Holders of Class B Shares are not entitled to receive any of our assets on our winding-up, liquidation or dissolution of TeraGo.

*Redemption Right.* If a holder of the Class B Shares at any time owns less than 20%, and more than 10%, in the aggregate of the issued and outstanding Common Shares and Class A Non-Voting Shares, then the Company will redeem one Class B Share for \$1.00. If the holder of the Class B Shares at any time owns less than 10% in the aggregate of the issued and outstanding Common Shares and Class A Non-Voting Shares, then the Company will redeem the remaining Class B Share for \$1.00. In the event the Company converts all Class A Non-Voting Shares into Common Shares pursuant to a change of control, the Company will redeem any Class B Shares outstanding for \$1.00 per share.

*Non-Transferable.* The Class B Shares are not transferable by the holder except with the approval of the Board.

*Voting Agreement.* TeraGo entered into a voting agreement with the holders of the Class A Non-Voting Shares and Class B Shares on June 26, 2007. Under such agreement each such holder agreed that in the event that the holders of Class A Non-Voting Shares and/or Class B Shares are entitled to a class vote in respect of a matter arising at law, each holder will vote such shares together with the Common Shares in an initial vote of all Equity Shares. Such holders will then authorize a voting trustee to vote on behalf of all holders of Class A Non-Voting Shares and Class B Shares in respect of any subsequent class vote of the holders of the Class A Non-Voting Shares and Class B Shares, which vote will be voted in a manner consistent with the way in which the Equity Shares had been voted in the initial vote of all Equity Shares (except in circumstances where the Class A Non-Voting Shares and/or Class B Shares are treated differently than the Common Shares).

### MARKET FOR SECURITIES

The Common Shares are listed and posted for trading on the Toronto Stock Exchange (“TSX”) under the trading symbol “TGO”. The Common Shares began trading on the TSX on June 26, 2007, the closing date of TeraGo’s initial public offering. Monthly share prices and volumes for 2014 are set forth in the table below.

<u>Month of 2014</u>	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume (#)</u>
January	7.18	6.53	96,810
February	6.95	5.44	477,430
March	5.78	4.89	378,763
April	5.47	4.27	305,271
May	5.68	5.04	80,995
June	5.56	5.00	35,603
July	5.24	4.74	29,142
August	5.57	4.58	375,370
September	5.53	4.89	1,142,728
October	5.49	4.41	351,060
November	6.00	5.03	118,578
December	6.73	5.31	292,472

## DIRECTORS AND OFFICERS

### Directors

The following table sets out, for each of our directors, their name, province/state and country of residence, position(s) with TeraGo, principal occupation and the year in which the person became a director. Our directors are elected annually and, unless re-elected, retire from office at the end of the next annual general meeting of shareholders.

<u>Name and Place of Residence</u>	<u>Director Since</u>	<u>Principal Occupation</u>
CHARLES ALLEN..... <i>Whitby, Ontario, Canada</i>	December 21, 2000	Chair of the Company; President, Darmajac Holdings Limited
HON. JERRY S. GRAFSTEIN, Q.C..... <i>Toronto, Ontario, Canada</i>	July 5, 2001	Counsel, Minden Gross LLP
GRANT BALLANTYNE ..... <i>Victoria, British Columbia, Canada</i>	June 18, 2007	Director and Chairman of the Board, Canlan Ice Sports Corp.
MICHAEL MARTIN..... <i>Toronto, Ontario, Canada</i>	April 16, 2013	Senior Executive Consultant, Global Technology Services, IBM Canada Ltd.
RICHARD BREKKA..... <i>New York, New York, U.S.A.</i>	April 25, 2013	Managing Partner, Second Alpha Partners, LLC
JAMES SANGER ..... <i>Concord, Massachusetts, U.S.A.</i>	April 25, 2013	Managing Partner, Second Alpha Partners, LLC
JIM NIKOPOULOS..... <i>Toronto, Ontario, Canada</i>	October 16, 2013	Vice President and General Counsel, Element Financial Corporation
NICOLE GERMAN..... <i>Toronto, Ontario, Canada</i>	October 16, 2013	Corporate Director
STEWART LYONS..... <i>Toronto, Ontario, Canada</i>	January 6, 2014	President, Chief Executive Officer and Director of the Company

### Board Committees

The table below lists the committees of TeraGo's board of directors and their members.

<u>Committee</u>	<u>Members</u>
Audit.....	G. Ballantyne (Chair) N. German C. Allen
Compensation.....	N. German (Chair) J. Sanger Hon. J. Grafstein

Corporate Governance.....	R. Brekka (Chair) M. Martin J. Nikopoulos
Executive.....	C. Allen (Chair) R. Brekka M. Martin

### Executive Officers

The following table sets out, for each of TeraGo's executive officers, the person's name, province/state and country of residence and position(s) with TeraGo.

<u>Name and Place of Residence</u>	<u>Position(s) with TeraGo</u>	<u>Prior Principal Occupation</u>
STEWART LYONS..... <i>Toronto, Ontario, Canada</i>	President, Chief Executive Officer and Director	Chief Operating Officer (2008-2011) and President (2011-2013) of Mobilicity, a wireless telecom carrier Mr. Lyons founded serving Toronto, Vancouver, Calgary, Edmonton and Ottawa. Prior to that, Mr. Lyons was co-founder and Executive Vice President of XM Satellite Radio Canada.
JOE PRODAN ..... <i>Toronto, Ontario, Canada</i>	Chief Financial Officer	Chief Financial Officer of Mobilicity, a wireless telecom carrier from 2009 to 2013. Prior to that, he was Vice President of Finance and CFO for Sirius Satellite Radio Canada from 2006 to 2009.
RYAN LAUSMAN..... <i>Toronto, Ontario, Canada</i>	Chief Operations Officer	Vice President of Operations at Mobilicity from November 2008 to March 2014. Prior to that, he was Director of Special Projects & Reporting at XM Satellite Radio Canada from January 2005 to November 2008.
MICHAEL STEPHENS..... <i>Etobicoke, Ontario, Canada</i>	Vice President, Marketing	Consultant from February 2011 until joining TeraGo in July 2012. Prior to that, Mr. Stephens was Vice President of Marketing and Product Management for Atria Networks from October 2008 to February 2011, Vice President, Product Development KORE Telematics from 2006 to 2008.
GREG LARNDER..... <i>Newmarket, Ontario, Canada</i>	Vice President, Sales	Mr. Larnder served as National Sales Director, Partners at Microsoft Canada from 2012 to 2013. From 1996 to 2012, he held the position of VP Sales, Business Development at Compugen, a privately owned and operated IT company.

## **Shares Held by Directors and Officers**

To the knowledge of the Company, as of December 31, 2014, TeraGo's directors and executive officers (as a group) owned, or exerted direction or control over, a total of 3,547,364 Common Shares, two Class B Shares and no Class A Non-Voting Shares, representing 30.33% of the Company's total outstanding Equity Shares.

## **Corporate Bankruptcies and Receiverships**

Other than as disclosed below, for the 10 years prior to the date of this AIF, we are not aware that any current director or executive officer of TeraGo had been a director or executive officer of any company which, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Stewart Lyons and Joe Prodan were the President and Chief Financial Officer, respectively, of Data & Audio-Visual Enterprises Holdings Inc. and its affiliates (collectively, "**Mobilicity**"), which filed for and was granted *Companies' Creditors Arrangement Act* (CCAA) protection on September 30, 2013.

## **AUDIT COMMITTEE**

### **Audit Committee Charter**

The Audit Committee of the Company supports the Board in fulfilling its oversight responsibilities regarding the integrity of the Company's accounting and financial reporting, internal controls and disclosure controls, legal and regulatory compliance, ethics policy and timeliness of filings with regulatory authorities, the independence and performance of the Company's external and internal auditors, the management of the Company's risk, credit worthiness, treasury plans and financial policy, and whistleblower and complaint procedures. A copy of the Audit Committee's Charter is attached as Schedule B to this AIF.

### **Composition of the Audit Committee**

The current members of the Audit Committee are Grant Ballantyne (Chair), Charles Allen and Nicole German. Each member of the Audit Committee is 'independent' and 'financially literate' within the meaning of Multilateral Instrument 52-110 – *Audit Committees* and the Board has determined that Mr. Ballantyne is an audit committee financial expert and has accounting or related financial management expertise. The following lists the relevant education and experience of the members of TeraGo's Audit Committee that is relevant to his/her role in on the committee.

*Grant Ballantyne.* Mr. Ballantyne is a Director and Chairman of the Board of Canlan Ice Sports Corp. a leading operator of ice rink facilities throughout North America listed on the TSX that currently operates 18 facilities with 55 ice surfaces as well as indoor soccer facilities, ball hockey surfaces and volleyball courts. Prior to joining Canlan Ice Sports Corp. in 1998 Mr. Ballantyne held various senior executive positions in the cable television industry, the carpet manufacturing & distribution industry, the restaurant and food service industry in Canada and the electric generation and distribution industry in Brazil. Mr. Ballantyne is a graduate of Wilfrid Laurier University and achieved his Chartered Accountant designation with Clarkson Gordon in 1969.

*Charles Allen.* Mr. Allen is the Chairman of the Board of TeraGo Inc. and President of Darmajac Holdings, a holding company with investments in telecommunications and other industries. Mr. Allen is a graduate of the University of Toronto and achieved his Chartered Accountant designation with Clarkson Gordon in 1974. From 1987 to 1995, Mr. Allen was President and Chief Executive Officer of CUC Broadcasting, a Canadian investment company with broad interests in cable television, telephony, broadcasting, paging, satellite-delivered programming and PCS. Mr. Allen also sits on the Board of Directors of Canlan Ice Sports Inc.

*Nicole German.* Ms. German is an independent marketing consultant and business strategist who brings to the Board more than 20 years of experience in the technology industry building high performance teams and driving fast-paced growth for companies around the world. Previously she was the Global Head of Enterprise Marketing for LinkedIn. Prior to LinkedIn, Ms. German held management positions with other leading Canadian technology companies, including Descartes Systems, Cube Route Inc., Platform Computing, Delano Technology Corp., Psion Teklogix and Hummingbird Communications managing growth and business development including corporate & business strategy, regional expansion and acquisition modeling and execution, revenue and cost stream analysis, financial statements review, budget/financial management, investor relations and global marketing and communications. Ms. German holds a Bachelor of Arts degree from Queen’s University and an Executive Marketing Degree from Richard Ivey Business School at the University of Western Ontario.

#### **Audit, Audit Related and Non-Audit Services**

The following table is a summary of billings for services incurred by KPMG LLP during the years ended December 31, 2014 and 2013.

<u>Type of Work</u>	<u>Year Ended December 31, 2014</u>	<u>Year Ended December 31, 2013</u>
Audit Fees <sup>(1)</sup> .....	\$166,500	\$190,400
Audit-Related Fees <sup>(2)</sup> .....	\$Nil	\$30,655
Tax Fees <sup>(3)</sup> .....	\$32,771	\$89,710
All Other Fees <sup>(4)</sup> .....	\$Nil	\$Nil
<b>Total</b> .....	<b>\$199,271</b>	<b>\$310,765</b>

(1) These fees include professional services provided by the external auditor for the review of the interim financial statements, audits of the annual financial statements and acquired businesses, and the review of financial accounting and reporting matters. Annual audit fees are reported in the above table on an accrual basis regardless of when billed.

(2) These fees relate to due diligence related to acquisitions, advice related to compliance with Canadian rules on internal controls and other matters.

(3) These fees include professional services for tax consultation and compliance services.

(4) These fees include any other fees for permitted services not included in any of the above-stated categories.

#### **RISK FACTORS**

The risk factors set out under the heading “Risk Factors” in the Company’s management’s discussion and analysis for the fiscal year ended December 31, 2014 (“**MD&A**”) is hereby incorporated by reference. The MD&A is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## INTEREST OF EXPERTS

The Company's auditors are KPMG LLP, Chartered Accountants, Licensed Public Accountants, Yonge Corporate Centre, 4100 Yonge Street, Suite 200, Toronto, Ontario M2P 2H3. The Company's consolidated annual financial statements for the year ended December 31, 2014 have been filed under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”) in reliance on the report of KPMG LLP. KPMG LLP has confirmed that they are independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

## MATERIAL CONTRACTS

The following are the material contracts that the Company or a subsidiary of the Company has entered into since January 1, 2014 or prior thereto but still in effect and that are required to be filed under NI 51-102:

### Credit Facility

TeraGo Networks entered into a credit agreement dated June 6, 2014 with National Bank of Canada and Royal Bank of Canada (“RBC”) for credit facilities totaling \$50.0 million (the “Credit Facility”), consisting of a \$5.0 million revolving operating credit facility, a \$20.0 million non-revolving term credit facility to refinance the existing credit facility previously entered into with RBC and a \$25.0 million non-revolving acquisitions and capital expenditure facility. The Credit Facility is principally secured by a general security agreement over the Company's assets, is guaranteed by the Company and matures on June 6, 2017. The Credit Facility is subject to certain financial and non-financial covenants which the Company is in compliance with at December 31, 2014. Such covenants include TeraGo ensuring its debt to earnings ratio is not above a certain ratio, ensuring a minimum fixed charge coverage ratio and various reporting requirements customary in such credit agreements. Under the Credit Facility, principal payments could also be accelerated depending on the generation of excess cash flow by the Company, as described in the Credit Agreement, which will be calculated and due not later than 120 days after the end of each fiscal year.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. at its principal transfer office in Toronto, Ontario.

## ADDITIONAL INFORMATION

Additional information relating to TeraGo may be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on TeraGo's website at [www.terago.ca](http://www.terago.ca).

Additional information regarding directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in TeraGo's information proxy circular dated May 20, 2014 and will be contained in TeraGo's information circular for the next meeting of shareholders that involves the election of directors. Additional financial information is provided in TeraGo's financial statements and the MD&A for the fiscal year ended December 31, 2014.

## SCHEDULE A - GLOSSARY OF TECHNICAL TERMS

“**24 x 7**” means 24 hours a day, seven days a week.

“**Backbone**” means the part of a telecommunications network that handles the major traffic. It employs the highest-speed transmission paths in the network and may also run the longest distances. Smaller networks are attached to the backbone, and networks that directly connect to the end user or customer are called “access networks.” A backbone can span a geographic area of any size from a single building to an office complex to an entire country.

“**Backhaul**” refers to the means by which data is transmitted from a base station or other collection point to a core network node, from which it can be distributed over a network. It is also sometimes referred to as transporting data to the network backbone.

“**Bandwidth**” means the amount of data that can be transmitted in a fixed amount of time. For digital, the bandwidth is usually expressed in bits per second (bps) or bytes per second. For analog devices, the bandwidth is expressed in cycles per second, or Hertz (Hz).

“**Broadband**” refers to a wide band of frequencies available to transmit information over a network.

“**Burstable**” or “**Dedicated Unlimited Bandwidth**” refers to data transmission bandwidths available from telecommunication service providers which are either provided at a range of transmission rates (“burstable”) or at fixed guaranteed transmission rates.

“**Data Centers**” is a facility used to house computer systems and associated components, such as telecommunications and storage systems and generally includes redundant or backup power supplies, redundant data communications connections, environmental controls (e.g., air conditioning, fire suppression) and various security devices.

“**DSL**” or “**Digital Subscriber Line**” refers to a technology for bringing high-Bandwidth information to homes and small businesses over ordinary copper telephone lines.

“**Ethernet**” refers to a transmission technology used in LANs, which typically provide data transmission rates that can range from 10 million to 1 billion bits per second.

“**Ethernet Switch**” means a LAN interconnection device which operates at the data link layer (layer 2) of the OSI reference model. A switch is fundamentally similar to a bridge, but usually supports a larger number of connected LAN segments and has a richer management capability.

“**Fixed Wireless**” refers to the operation of wireless devices or systems between fixed locations such as buildings and towers.

“**GHz**” or “**Gigahertz**” refers to a measurement used for microwave frequencies that are common in wireless communications.

“**IP**” or “**Internet Protocol**” refers to the method or protocol by which data is sent from one computer to another on the Internet.

“**LAN**” or “**Local Area Network**” refers to a computer network or data communications network which is confined in a limited geographical area.

“Mbps” or “**millions of bits per second**” or “**megabits per second**” refers to a measure of the total information flow over a given period of time on a telecommunications medium.

“MPLS” means Multi-Protocol Label Switching.

“QoS” means Quality of Service.

“**Spectrum Licenses**” means use of radio frequency bands of the electromagnetic spectrum regulated by the federal government.

“T1” refers to a commonly used digital transmission service used in North America over copper transmission lines which can support 24 separate voice channels or 1.544 Mbps of data communications.

“VLAN” or “**Virtual (Logical) Local Area Network**” refers to multiple local area networks (“LANs”) simulated over a single network medium.

## **SCHEDULE B - AUDIT COMMITTEE CHARTER**

The Board of Directors of TeraGo Inc. (the “**Board**”) has established an Audit Committee (the “**Committee**”) to assist the Board in fulfilling its oversight of the financial reporting process including the integrity of the Corporation’s accounting and financial reporting, the Corporation’s internal controls and disclosure controls, the Corporation’s legal and regulatory compliance, the Corporation’s ethics policy and timeliness of filings with regulatory authorities, the independence and performance of the Corporation’s external auditors, the management of the Corporation’s risks, the Corporation’s credit worthiness, treasury plans and financial policy and the Corporation’s whistleblower and complaint procedures.

### **1. MEMBERSHIP**

- The Committee will have a minimum of three members, including the Chair of the Committee. The Board will appoint and remove the members of the Committee by a majority vote. The members will sit on the Committee at the pleasure of the Board.
- The Board will appoint the Chair of the Committee from the Committee’s members by a majority vote. The Chair of the Committee will hold such position at the pleasure of the Board.
- All members of the Committee will be Independent Directors. A director is independent if he or she has no direct or indirect material relationship with the Corporation as determined in accordance with applicable laws and regulations.
- All members of the Committee will be financially literate as defined in accordance with applicable securities laws and standards.

### **2. MEETINGS**

- The Committee will meet at least once each quarter corresponding with the Corporation’s reporting cycle and otherwise as necessary. Any member of the Committee may call meetings of the Committee.
- The Chair of the Committee will prepare an agenda in advance of each meeting.
- The notice, agenda and supporting documentation will be circulated to the members of the Committee at least five days in advance of the meeting to allow members appropriate time to prepare for the meeting. The notice and agenda will also be circulated to the CEO and all Directors.
- All Directors of the Corporation, including management directors, may attend meetings of the Committee provided, however, that no director is entitled to vote at such meetings and is not counted as part of the quorum for the Committee if he or she is not a member of the Committee.
- At each meeting of the Committee, the Committee members may meet in private sessions among themselves only; and when appropriate with the external auditors only; and with Management only.
- The Committee will report to the Board on its meetings and each member of the Board will have access to the minutes of the Committee’s meetings, regardless of whether the director is a member of the Committee.

### **3. QUORUM**

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

#### 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:

##### ***Financial Reporting***

Prior to public disclosure, the Committee in consultation with management, and where appropriate the external auditors, will review and recommend to the Board for approval:

- the annual audited financial statements and interim unaudited financial statements of the Corporation;
- the interim and annual management’s discussion and analysis of financial condition and results of operations (“**MD&A**”) of the Corporation;
- earnings press releases and earnings guidance, if any;
- management’s Statement on Financial Reporting; and
- all other material financial public disclosure documents of the Corporation including prospectuses, press releases with financial results and the Annual Information Form.

##### ***External Auditors***

The external auditors will report directly to the Committee and the Committee will:

- recommend to the Board, for shareholder approval the external auditors and determine the compensation of the external auditors;
- oversee the work of the external auditors and review and approve the annual audit plan of the external auditors, including the scope of the audit to be performed. The Committee will discuss with the external auditors and management, the adequacy and effectiveness of the disclosure controls and internal controls of the Corporation and elicit recommendations for the improvement of such controls or particular areas where new or more detailed controls or procedures are desirable;
- meet with the external auditors without management present and ask the external auditors to report any significant disagreements with management regarding financial reporting, the resolution of such disagreements and any restrictions imposed by management on the scope and extent of the audit examinations conducted by the external auditors;
- pre-approve all audit, audit-related and non-audit services to be provided to the Corporation or any of its subsidiaries, by the external auditors (and its affiliates), in accordance with applicable securities laws;
- annually review the qualification, expertise and resources and the overall performance of the external audit team and, if necessary, recommend to the Board the termination of the external auditors or the rotation of the audit partner in charge;
- annually assess and confirm the independence of the external auditors and require the external auditors to deliver an annual report to the Committee regarding its independence,

such report to include disclosure regarding all engagements (and fees related thereto) by the Corporation and relationships which may impact the objectivity and independence of the external auditors;

- require the external auditors to deliver an annual acknowledgement in writing to the Committee that the shareholders, as represented by the Board and the Committee, are its primary client;
- review post-audit or management letters, containing recommendations of the external auditors and management's response;
- review reports of the external auditors; and
- pre-approve the hiring of employees and former employees of current and former auditors in accordance with applicable securities laws.

Notwithstanding the above, the Committee may delegate the pre-approval of non-audit services to any one member of the Committee, provided, however, a report is made to the Committee on any pre-approval of such services at the Committee's first scheduled meeting following the pre-approval.

#### ***Whistleblower, Ethics and Internal Controls Complaint Procedure***

The Committee will ensure that the Corporation has in place adequate procedures for:

- the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal controls, auditing matters or conflicts of interest; and
- the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

The CEO or CFO will report to the Committee, and the Committee will review such reports, on any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

#### ***Accounting and Financial Matters***

The Committee will review:

- with management and the external auditors, the Corporation's major accounting policies, including the impact of alternative accounting policies and key management estimates and judgments that could materially affect the financial results and whether they should be disclosed in the MD&A;
- emerging accounting issues and their potential impact on the Corporation's financial reporting;
- significant judgments, assumptions and estimates made by management in preparing financial statements;
- the evaluation by the external auditors of management's internal control systems, and management's responses to any identified weaknesses;
- the evaluation by management of the adequacy and effectiveness in the design and operation of the Corporation's disclosure controls and internal controls for financial reporting;

- audits designed to report on management's representations on the effectiveness and efficiency of selected projects, processes, programs or departments; and
- management's approach for safeguarding corporate assets and information systems, the adequacy of staffing of key financial functions and their plans for improvements.

### ***Credit worthiness, Treasury Plans and Financial Policy***

The Committee will review with management:

- the Corporation's financial policies and compliance with such policies;
- the credit worthiness of the Corporation;
- the liquidity of the Corporation; and
- important treasury matters including financing plans.

### ***Legal/Regulatory Matters and Ethics***

The Committee will review:

- with management, the external auditors and, if appropriate, legal counsel, any litigation, claim or other contingency, including any tax assessment, that could have a material effect upon the financial position or operating results of the Corporation;
- annually, management's relationships and compliance with regulators, and the accuracy and timeliness of filing with regulatory authorities; and
- annually, the ethics policy, management's approach to business ethics and corporate conduct and the program used by management to monitor compliance with the policy.

### ***Risk Management***

The Committee will:

- consider reports on the annual enterprise business risk assessment and updates thereto;
- consider reports on the business continuity disaster recovery plan(s) for the Corporation;
- consider reports on the insurance coverage of the Corporation;
- consider reports on financial risk management including derivative exposure and policies;
- monitor, on behalf of the Board, the Corporation's compliance with environmental legislation; and
- review other risk management matters as from time to time the Committee may consider suitable or the Board may specifically direct.

***Other***

The Committee will review:

- the proposed disclosure concerning the Committee to be included in the Corporation's disclosure documents to verify, among other things, that it is in compliance with applicable securities law requirements;
- significant related party transactions and actual and potential conflicts of interest relating thereto to verify their propriety and that disclosure is appropriate; and
- at least once annually, evaluate the adequacy of these Terms of Reference and the Committee's performance, and report its evaluation and any recommendations for change to the Board via the Corporate Governance Committee.

The Committee will also have such other duties and responsibilities as are delegated to it and review such other matters as, from time to time, are referred to it by the Board.

**5. AUTHORITY**

The Committee, in fulfilling its mandate, will have the authority to:

- after informing the Board Chair and the CEO, engage and set compensation for independent counsel and other advisors;
- communicate directly with the Chief Financial Officer, the External Auditors and General Counsel; and
- after informing the Board Chair and the CEO, access appropriate funding as determined by the Committee to carry out its duties.