

**TERAGO INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS FOR THE THREE
MONTHS ENDED MARCH 31, 2015 AND 2014**

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of operations and financial condition of TeraGo Inc. All references in this MD&A to "TeraGo", the "Company", "we", "us", "our" and "our company" refer to TeraGo Inc. and its subsidiaries, unless the context requires otherwise. This MD&A is dated May 13, 2015 and should be read in conjunction with our unaudited condensed interim consolidated financial statements for the three months ended March 31, 2015 and the notes thereto, our audited consolidated financial statements for the fiscal year ended December 31, 2014, including the notes thereto and our management's discussion and analysis for the year ended December 31, 2014. Additional information relating to TeraGo, including our most recently filed Annual Information Form ("AIF"), can be found on SEDAR at www.sedar.com and our website at www.terago.ca. For greater certainty, the information contained on our website is not incorporated by reference or otherwise into this MD&A. All dollar amounts included in this MD&A are in Canadian dollars unless otherwise indicated.

Certain information included herein is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. For a description of material factors that could cause our actual results to differ materially, see the "Forward-Looking Statements" section and the "Risk Factors" section in this MD&A. This MD&A also contains certain industry-related non-GAAP and additional GAAP measures that management uses to evaluate performance of the Company. These non-GAAP and additional GAAP measures are not standardized and the Company's calculation may differ from other issuers. See "Definitions – IFRS, Additional GAAP and Non-GAAP measures".

FORWARD-LOOKING STATEMENTS

This MD&A 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 MD&A includes, but is not limited to, forward looking statements regarding TeraGo's growth strategy, cloud services, retention campaign and initiatives to improve customer service, additional capital expenditures, investments in data centers and other IT services and the integration of RackForce Networks Inc. into the Company. 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 will not generate the result 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, the Company not being able to realize the anticipated benefits and synergies from combining and integrating RackForce Networks Inc. into TeraGo's existing business and those risks set forth in the "Risk Factors" section of this MD&A 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 MD&A 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.

OVERVIEW

Quarterly Financial Highlights

- Total revenues, excluding the impact of the loss of a new wireless entrant customer, remained consistent for the three months ended March 31, 2015 compared to the same period in 2014. Including this impact, total revenue decreased 5.0% to \$12.2 million for the three months ended March 31, 2015 compared to \$12.9 million for the same period in 2014.

The Company is realizing sales success in data center and cloud services demonstrated by a growing backlog of signed orders. Given the longer sales cycle and implementation of data center and cloud services, increased revenues recognized from the backlog are expected to occur in the second half of 2015.

- ARPU (revenue per customer), excluding the impact of the loss of a new wireless entrant customer, increased to \$990 for the three months ended March 31, 2015 compared to \$982 for the same period in 2014. Including this impact, ARPU decreased 4.0% to \$990 for the three months ended March 31, 2015 compared to \$1,031 for the same period in 2014.
- Average customer churn rate was 0.98% for the three months ended March 31, 2015 compared to 1.06% for the same period in 2014. The improvement is primarily due to ongoing retention initiatives and improved customer service.
- EBITDA decreased 2.8% to \$3.7 million for the three months ended March 31, 2015 compared to \$3.8 million for the same period in 2014. The decrease is primarily due to a decrease in access revenue partially offset by an increase in data center and cloud revenue and savings in personnel costs due to reductions in the number of employees.
- Net loss was \$0.02 million for the three months ended March 31, 2015 compared to \$1.1 million for the same period in 2014. Net loss in the current period was impacted by a decrease in revenue as described above offset by a recognition of \$1.0 million of deferred income taxes resulting from the expected utilization of deferred tax assets following the acquisition of RackForce Networks Inc., savings in personnel costs and lower stock based compensation.
- Ending customer count was 4,223 (inclusive of RackForce Networks Inc. customers acquired on March 27, 2015) at March 31, 2015 compared to 4,079 at March 31, 2014.

Key Developments

- On March 6, 2015, TeraGo entered into an amendment agreement to its credit facilities with its lenders whereby effective on the closing date of the acquisition of RackForce Networks Inc. ("RackForce"), The Toronto-Dominion Bank became a party to the credit agreement along with existing lenders, National Bank of Canada and Royal Bank of Canada. The total credit facilities available to TeraGo increased from \$50.0 million to an aggregate amount of \$85.0 million consisting of a \$10.0 million revolving operating credit facility, a \$50.0 million non-revolving term credit facility and a \$25.0 million non-revolving acquisitions and capital expenditure facility. The Company drew \$31.5 million on this facility on March 27, 2015 to facilitate the acquisition of RackForce.
- On March 27, 2015, TeraGo acquired Kelowna-based RackForce, a Canadian enterprise cloud service provider, under which TeraGo Networks Inc. ("TNI"), a wholly owned subsidiary of TeraGo, purchased all of the issued and outstanding shares of RackForce.
- TeraGo was selected as one of Canada's Top Small and Medium Employers for 2015 which recognizes small and medium enterprises in Canada that lead in creating exceptional workplaces. TeraGo was selected as a Top Employer based on a list of criteria including the physical workplace environment, atmosphere, benefits, vacation, community involvement and training and skills development.
- Once again, TeraGo earned a place on the Top 250 Canadian Information and Communication Technology (ICT) Companies List as published by Branham 300. It is the Company's fourth consecutive year in the Top 250 and it has improved its ranking on the list each year.

TERAGO OVERVIEW

TeraGo, operating through its wholly-owned subsidiaries TNI and RackForce, provides businesses across Canada with data and voice communications services, data center colocation and hosting services through its six (6) 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, Multi-Protocol Label Switching (“MPLS”) enabled fixed wireless, IP communications network in Canada targeting businesses that require Internet access and data connectivity services.

Through RackForce, the Company provides enterprise cloud services nationally and globally to multiple high value enterprise customers across a variety of verticals, including K-12, advanced education, and federal and provincial governments. RackForce specializes in managing enterprise cloud services including IaaS and Platform as a Service (“PaaS”) with network. It currently has strategic relationships with several technology partners that give it access to certain products and solutions to provide enterprise cloud services.

The Company’s subscription-based business model generates stable and predictable recurring revenue from network services, data services, voice services, and cloud services. The Company offers its network and voice services across Canada and its data and cloud services globally. As at March 31, 2015, the Company served over 4,200 customers. Once a customer is obtained, TeraGo’s strategy is to generate incremental recurring revenue from that customer by: adding new customer locations, increasing service capacity supplied to existing locations, increasing data center cabinet space and power and/or providing additional services, as applicable.

Network and Voice Services	Data Center Services	Cloud Services
<ul style="list-style-type: none"> • National high performance, scalable Internet access principally via wireless with fibre optic in selected strategic areas • Active redundancy capability with bundled connectivity solution • Unified communications • Managed network service 	<ul style="list-style-type: none"> • Colocation services in partial, full, or customized cabinets • Managed, Private Dedicated, and Co-location hosting services • Private Vaults protected with biometrics for maximum security • Other value added services 	<ul style="list-style-type: none"> • Public, private and hybrid cloud • IaaS utility computing on virtual and dedicated compute platforms • High performance and secure data storage and archiving • Backup and recovery services for critical situations • Hosted Exchange for business email

TERAGO’S 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.

TeraGo’s communications services customers typically sign one, two or three-year contracts. In 2014, approximately 80% of our new customers signed contracts for three years or more. Services are billed monthly or quarterly over the term of the contract.

NETWORK 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 e-mail 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. 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.

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 where necessary with carrier diverse leased fiber optic facilities. Major Internet peering and core locations are centralized in Vancouver, Toronto and Seattle, 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.

Quality of Service Capabilities

TeraGo's MPLS network, including key high traffic hub sites, is equipped with Quality of Service ("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. This spectrum is 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.

For further details on licensed spectrums, please refer to the Company's 2014 AIF.

VOICE SERVICES

TeraGo provides a number of unified communications services and 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.

DATA CENTER SERVICES

TeraGo offers colocation and hosting at one of its six, geographically diverse, tiers 1-3 data center locations across Canada. 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.

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 March 31, 2015, following the acquisition of RackForce, TeraGo has approximately 64,000 square feet of data center capacity in six 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 Greater Toronto Area. 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 previously managed by BlackBerry Limited. This facility will predominantly serve the Greater Toronto Area.

Vancouver, British Columbia

TeraGo operates two data center facilities in downtown Vancouver. Its first facility, acquired in December 2013, is 5,000 square feet and is expandable to 7,000 square feet. 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 7,000 square feet and is served by TeraGo's fiber optic lines. Both facilities are used to service the Greater Vancouver Area.

Kelowna, British Columbia

TeraGo operates its 18,000 square feet GigaCenter tier 3 data center in Kelowna. The location of the GigaCenter in Kelowna is considered ideal for a data center as the region is considered a seismically stable geographic location, has a temperate climate and has a lower probability of both natural and man-made events that may be a risk. The GigaCenter's operations are ATA 101 SOC 2 Type 2 certified. In addition, TeraGo operates a second facility in Kelowna with approximately 6,000 square feet of space.

CLOUD SERVICES

TeraGo provides cloud services that seek to meet the complex and evolving IT needs of our customers. TeraGo provides Infrastructure as a Service ("IaaS") for compute, storage, disaster recovery cloud solutions and other offerings either on a direct or indirect basis. These solutions allow the Company to compete in the cloud services market.

The combination of TeraGo and Rackforce offers customized cloud storage and compute offerings to customers across Canada. Located in one of our tier 3 facilities, the TeraGo cloud can offer a virtualized computing environment whereby customers can access on-demand computing power without the need to acquire and maintain expensive server equipment. TeraGo can also provide offsite cloud storage for key backup and disaster recovery situations, including utilizing the latest Veeam and Solidfire based scenarios. The company has strategic relationships and partnerships with technology leaders such as IBM, Cisco, VMware, Mitel, Kaltura and others that gives it early access to intelligence, products and solutions to provide enterprise cloud services.

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.

RESULTS OF OPERATIONS

Comparison of the three months ended March 31, 2015 and 2014
(in thousands of dollars, except with respect to gross profit margin, earnings per share and operating metrics)

	Three months ended	
	March 31	
	2015⁽³⁾	2014
Financial		
Revenue	\$ 12,236	\$ 12,874
Cost of Services ⁽¹⁾	\$ 2,581	\$ 2,573
Gross profit margin ⁽¹⁾	78.9%	80.0%
EBITDA ⁽¹⁾⁽²⁾	\$ 3,696	\$ 3,802
Loss from operations	\$ (496)	(760)
Income tax recovery	\$ 1,039	\$ -
Net loss	\$ (16)	\$ (1,093)
Basic loss per share	\$ (0.00)	\$ (0.10)
Diluted loss per share	\$ (0.00)	\$ (0.10)
Operating		
Customers ⁽⁴⁾	4,223	4,079
ARPU ⁽¹⁾	\$ 990	\$ 1,031
Churn rate ⁽¹⁾	0.98%	1.06%
Number of employees	155	190

(1) See "Definitions - Key Performance Indicators, IFRS, Additional GAAP and Non-GAAP Measures" for descriptions of Cost of Services, Gross profit margin %, EBITDA, Churn and ARPU

(2) See "EBITDA" for a reconciliation of net loss to EBITDA

(3) RackForce Networks Inc. was acquired on March 27, 2015, which had an immaterial impact on Q1 2015 revenue and operating loss

(4) Includes RackForce Networks Inc. customers acquired on March 27, 2015

Refer to "Definitions – Key Performance Indicators, IFRS, Additional GAAP and Non-GAAP Measures" for a description of the components of relevant line items below.

Revenue

Total revenues, excluding the impact of the loss of a new wireless entrant customer, remained consistent for the quarter compared to the same period in 2014. Including this impact, total revenue decreased 5.0% to \$12.2 million for the three months ended March 31, 2015 compared to \$12.9 million for the same period in 2014.

The Company believes the current retention campaign launched for customers coming to the end of the contract term will help maintain the Access Services revenue base as the Company transitions its focus to higher growth data center and cloud services.

The Company is realizing sales success in data center and cloud services demonstrated by a growing backlog of signed orders. Given the longer sales cycle and implementation of data center and cloud services, increased revenues recognized from the backlog are expected to occur in the second half of 2015.

ARPU

ARPU (revenue per customer), excluding the impact of the loss of a new wireless entrant customer, increased to \$990 for the three months ended March 31, 2015 compared to \$982 for the same period in 2014. Including this impact, ARPU decreased 4.0% to \$990 for the three months ended March 31, 2015 compared to \$1,031 for the same period in 2014.

Churn

Average customer churn rate was 0.98% for the three months ended March 31, 2015 compared to 1.06% for the same period in 2014. The improvement is primarily as a result of the enhanced retention focus now in place. Management continues to focus on retention initiatives and offerings, customer service, the needs of business customers and creditworthiness.

TERAGO INC.
Management's Discussion and Analysis
Quarter Ended March 31, 2015

Cost of services

Cost of services remained relatively stable at \$2.6 million for the three months ended March 31, 2015 and 2014. Higher property access lease and data center utility costs were mainly offset by savings from the consolidation and streamlining of transit and loop costs.

Salaries and related costs and other operating items ("SG&A")

SG&A expenses improved to \$6.8 million for the three months ended March 31, 2015 compared with \$7.8 million for the same period in 2014. The savings were due to lower personnel costs due to reductions in the number of employees and lower restructuring costs partially offset by an increase in professional fees associated with the RackForce acquisition.

EBITDA

EBITDA decreased by 2.8% to \$3.7 million for the three months ended March 31, 2015 compared to \$3.8 million for the same period in 2014. The decrease is primarily due to a decrease in access revenue partially offset by expense savings described above.

The table below reconciles net loss to EBITDA for the three months ended March 31, 2015 and 2014.

(in thousands of dollars)

	Three months ended March 31	
	2015	2014
Net loss for the period	\$ (16)	\$ (1,093)
Foreign exchange loss	113	33
Finance costs	450	319
Finance income	(4)	(19)
Income tax recovery	(1,039)	-
Loss from operations	(496)	(760)
Add:		
Depreciation of network assets, property and equipment and amortization of intangible assets	3,337	3,288
Loss (gain) on disposal of network assets	(16)	12
Stock based compensation expense	338	751
	\$ 3,163	\$ 3,291
Restructuring, acquisition-related and integration costs	533	511
EBITDA ⁽¹⁾	\$ 3,696	\$ 3,802

(1) See "Definitions - Key Performance Indicators, IFRS, Additional GAAP and Non-GAAP Measures" for description of EBITDA

Income tax recovery

During the three months ended March 31, 2015, management reviewed the tax implication of the acquisition of RackForce. For the three months ended March 31, 2015, a tax benefit of \$1.0 million associated with previously unrecognized tax losses was recognized as management considered it probable that future taxable would be available against which they can be utilized. The deferred tax asset was determined based on existing laws, estimates of future probability based on financial forecasts and tax planning strategies.

Finance costs

Finance costs increased \$0.1 million for the three months ended March 31, 2015 compared to the same period in 2014 mainly due to \$0.2 million expense related to the mark to market of the Company's interest rate swap contract partially offset by benefits on interest rates from refinancing the Company's credit facilities in Q2 2014.

Depreciation and amortization

Depreciation of network assets, property and equipment and amortization of intangibles remained relatively stable at \$3.3 million for the three months ended March 31, 2015 and 2014. The increase in depreciation related to investment in fibre optic network, wireless network assets and customer premise equipment was mainly offset by a decrease in amortization of computer software.

Stock based compensation expense

Stock based compensation expense improved to \$0.3 million for the three months ended March 31, 2015 compared to \$0.8 million for the same period in 2014. The improvement is mainly due to one-time stock based compensation expense that was incurred in Q1 2014 related to a former officer of the Company.

TERAGO INC.
Management's Discussion and Analysis
Quarter Ended March 31, 2015

Net loss

Net loss was \$0.02 million for the three months ended March 31, 2015 compared to \$1.1 million for the same period in 2014. Net loss in the current period was impacted by a decrease in revenue as described above offset by a recognition of \$1.0 million of deferred income taxes resulting from the expected utilization of deferred tax assets following the acquisition of RackForce Networks Inc., savings in personnel costs and lower stock based compensation.

Summary of Quarterly Results

All financial results are in thousands, with the exception of earnings per share

	<u>Q1 - 15</u>	<u>Q4 - 14</u>	<u>Q3 - 14</u>	<u>Q2-14</u>	<u>Q1-14</u>	<u>Q4-13</u>	<u>Q3-13</u>	<u>Q2-13</u>
Revenue	\$ 12,236	12,629	12,545	13,182	12,874	12,909	13,168	12,779
Gross profit margin % ⁽¹⁾	78.9%	79.3%	79.9%	81.8%	80.0%	79.4%	81.0%	81.9%
EBITDA ⁽¹⁾	\$ 3,696	3,954	4,081	4,330	3,802	4,306	5,140	4,585
Net earnings (loss)	\$ (16)	(1,074)	(225)	(1,535)	(1,093)	(734)	1,602	2,101
Basic earnings (loss) per share	\$ (0.00)	(0.09)	(0.02)	(0.13)	(0.10)	(0.06)	0.14	0.18
Diluted earnings (loss) per share	\$ (0.00)	(0.09)	(0.02)	(0.13)	(0.10)	(0.06)	0.13	0.18
Basic weighted average number of shares outstanding	11,734	11,676	11,620	11,566	11,490	11,446	11,430	11,419
Diluted weighted average number of shares outstanding	11,734	11,676	11,620	11,566	11,490	11,446	11,884	11,962

(1) See "Definitions - Key Performance Indicators, IFRS, Additional GAAP and Non-GAAP Measures" for descriptions of Gross profit margin % and EBITDA

Seasonality

The Company's net customer growth, with respect to its Access Services business, is typically impacted adversely by weather conditions as the majority of new customer locations require the installation of rooftop equipment. Typically, harsher weather in the first quarter of the year results in a reduction of productive installation days.

The Company's cash flow and earnings are typically impacted in the first quarter of the year due to several annual agreements requiring payments in the first quarter including annual rate increases in long-term contracts and the restart on January 1st of payroll taxes and other levies related to employee compensation.

LIQUIDITY AND CAPITAL RESOURCES

TeraGo has historically financed its growth and operations through cash generated by operations, the issuance of equity securities and long-term debt.

The table below is a summary of cash inflows and outflows by activity.

(in thousands of dollars)

	<u>Three months ended</u>	
	<u>2015</u>	<u>2014</u>
Statement of Cash Flows Summary		
Cash inflows and (outflows) by activity:		
Operating activities	\$ 2,191	\$ 2,450
Investing activities	(33,430)	(2,803)
Financing activities	30,952	(906)
Net cash outflows	(287)	(1,259)
Cash and cash equivalents, beginning of period	2,866	2,137
Cash and cash equivalents, end of period	\$ 2,579	\$ 878

Operating Activities

For the three months ended March 31, 2015, cash generated from operating activities was \$2.2 million compared to

\$2.5 million for the same period in 2014. The decrease in cash from operating activities is mainly due lower non-cash expenses to adjust net loss to operating cash flows compared to the same period in 2014.

Investing Activities

Cash used in investing activities was \$33.4 million and \$2.8 million for the three months ended March 31, 2015 and 2014, respectively. The increase in cash used is primarily due to the acquisition of RackForce during the quarter (\$30.9 million – net of cash acquired).

Financing Activities

Cash generated from financing activities was \$31.0 million for the three months ended March 31, 2015 compared to cash used from financing activities of \$0.9 million for the same period in 2014. The increase in cash is primarily due to the \$31.5 million in cash proceeds drawn from the Company's amended credit facility to finance the purchase of RackForce during the quarter.

Capital Resources

As at March 31, 2015, the Company had cash and cash equivalents of \$2.6 million and access to the \$35 million undrawn portion of its \$85 million Credit Facilities.

The Company anticipates incurring additional capital expenditures for the purchase and installation of network, data center and cloud assets and customer premise equipment. As economic conditions warrant, the Company may expand its network coverage into new Canadian markets using wireless or fibre optics and making additional investments in data centers, cloud and other IT services through acquisitions or expansion.

In June 2014, the Company entered into an agreement with the syndicate led by the National Bank of Canada ("NBC") to provide a \$50,000 credit facility that is principally secured by a general security agreement over the Company's assets.

In March 2015, the Company entered into an amended agreement with a syndicate led by NBC that increases the credit facility by \$35,000 (\$30,000 increase to the term debt facility and \$5,000 increase to the revolving facility) and extended the term from June 6, 2017 to June 30, 2018. Other terms are substantially consistent with the existing credit facilities.

The total \$85,000 facility that matures June 30, 2018 is made up of the following:

- \$10,000 revolving facility which bears interest at prime plus a margin percent. As of March 31 2015, \$nil amounts are outstanding. Letters of credit outstanding under the facility totaled \$655 as of March 31, 2015.
- \$50,000 term facility which bears interest at prime or Banker's Acceptance (at the Company's option) plus a margin percent and is repayable in quarterly principal installments of \$1,250 starting June 30, 2015. This facility was fully drawn in March 2015. On March 31, 2015, \$49,900 of the term facility principal was in a Banker's Acceptance for proceeds (after interest and stamping fee paid) of \$49,746. The remaining \$100 of the drawn term facility bears interest at prime plus a margin percent.

On September 30, 2014, the Company entered into an interest rate swap contract that matures June 6, 2017 to fix the interest on \$18,400 of the Banker's Acceptance at 4.54% based on current debt ratio levels. The interest rate swap contract has not been designated as a hedge and will be marked-to-market each period. The fair value of the interest rate swap contract at March 31, 2015 was a liability of (\$311) and is recorded in other long-term liabilities.

- \$25,000 available for funding acquisitions and will bear interest at prime or Banker's Acceptance (at the Company's option) plus a margin percent and is repayable in quarterly principal installments of 2.5% of the aggregate amount outstanding. As of March 31, 2015, this facility remains undrawn.

In connection with the amended agreement, the Company incurred financing fees of \$379 which have been deferred and amortized using the effective interest method over the term of the facility. The balance of previously incurred financing fee is also amortized over the same amended term. The NBC facility is subject to certain financial and non-financial covenants which the Company is in compliance with at March 31, 2015. Under this facility, the Company is also subject to a cash flow sweep that could accelerate principal repayments based on a detailed calculation outlined by NBC not later than 120 days after the end of each fiscal year.

Management believes the Company's current cash, anticipated cash from operations, access to the undrawn portion

of debt facilities and its access to additional financing in the form of debt or equity will be sufficient to meet its working capital and capital expenditure requirements for the foreseeable future

Transactions with Related Parties

The Company provides services to one customer whose Chairman and Director of the Board of Directors are both Directors of the Company. Revenue from this customer for the three months ended March 31, 2015 and 2014 was \$17 and \$16, respectively. Accounts receivable from this customer as at March 31, 2015 was \$5 (2014 - \$4).

The terms governing these related party transactions are consistent with those negotiated on an arm's length basis with non-related parties.

Share Capital

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. A detailed description of the rights, privileges, restrictions and conditions attached to the authorized shares is included in the Company's 2014 Annual Information Form, a copy of which can be found on SEDAR at www.sedar.com.

As of May 12, 2015, there were 12,084 Common Shares issued and outstanding and two Class B Shares issued and outstanding. In addition, as of May 12, 2015, there were 1,255 Common Shares issuable upon exercise of TeraGo stock options.

Restricted Cash

The restricted cash is segregated for the period of a tax indemnity to a former officer in connection with the Company's initial public offering on June 18, 2007 and is invested in a guaranteed investment certificate. The indemnity is described in note 8 of the Company's 2014 Consolidated Financial Statements and the indemnity period expires in June 2015. In 2014, the Company received a notice of a claim against the tax indemnity from the former officer relating to the sale of 189 Common Shares. The Company estimated the cost of the indemnity to be paid from the \$0.8 million maximum allocated to the former officer and recorded stock-based compensation expense of \$0.6 million related to this claim in the first quarter of 2014. The balance of \$0.8 million is held as restricted cash and \$0.6 million is recorded in accounts payable and accrued liabilities as at March 31, 2015. Subsequent to March 31, 2015, the Company paid the former officer \$0.6 million towards the cost of the indemnity. The Company is awaiting a final settlement of claim with the former officer.

RISK FACTORS

TeraGo is exposed to a number of risks and uncertainties that are common to other companies engaged in the same or similar businesses. The following risk factors set out below are in addition to and supplements the summary of the material risks that could significantly affect the financial condition, operating results or business of TeraGo, as set out in our management's discussion and analysis for the fiscal year ended December 31, 2014.

Integration and Anticipated Benefits Pursuant to the Acquisition of RackForce

On March 27, 2015, the Company completed the acquisition of RackForce by purchasing all the issued and outstanding shares of RackForce. The Company may not be able to fully realize the anticipated future benefits and synergies of the Acquisition on a timely basis or at all. The Acquisition involves challenges and risks, including risks that the transaction does not advance TeraGo's business strategy or that the Company will not realize a satisfactory return. The potential failure of the due diligence processes to identify significant problems, liabilities or other shortcomings or challenges with respect to assets of RackForce including the GigaCenter and customer contracts, condition of the equipment acquired, intellectual property, revenue recognition or other accounting practices, taxes, corporate governance and internal controls, regulatory compliance, employee, supplier or partner disputes or issues and other legal and financial contingencies could decrease or eliminate the anticipated benefits and synergies of the Acquisition and could negatively affect the Company's future business and financial results.

The overall success of the Acquisition will depend, in part, on the Company's ability to realize the anticipated benefits and synergies from combining and integrating the RackForce business into TeraGo's existing business. In particular, the Company's business is providing cloud services is relatively new and the limited experience of management in providing cloud services prior to the acquisition of RackForce may limit the full benefits or continued growth of such business. Integration of RackForce requires significant management attention and expansion of TeraGo's staff in operations, marketing, sales and general and administrative functions. The Company may have difficulties in the integration of the acquired company's departments, systems, including accounting, human resource and other administrative systems, technologies, books and records, and procedures, as well as in maintaining uniform standards, controls, including internal control over financial reporting required by Canadian securities laws and

related procedures and policies. If we cannot integrate the Acquisition successfully, it could have a material adverse impact on our business, financial condition and results of operations.

As part of the Company's business strategy, TeraGo may also continue to acquire additional companies, assets or technologies principally related to, or complementary to, our current operations. Any such acquisitions will be accompanied by certain risks including but not limited to exposure to unknown liabilities of acquired companies, higher than anticipated acquisition costs and expenses, the difficulty and expense of integrating operations, systems, and personnel of acquired companies, disruption of the Company's ongoing business, inability to retain key customers, distributors, vendors and other business partners of the acquired company, diversion of management's time and attention; and possible dilution to shareholders.

UPCOMING ACCOUNTING PRONOUNCEMENTS NOT YET ADOPTED

Certain new standards, interpretations, amendments and improvements to existing standards have been issued by the IASB. The standards impacted that may be applicable to the Company are as follows:

(a) Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to IAS 16 and IAS 38)

On May 12, 2014 the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets, which explicitly state that revenue-based methods of depreciation cannot be used for property, plant and equipment. This is because such methods reflect factors other than the consumption of economic benefits embodied in the asset. The amendments in IAS 38 introduce a rebuttable presumption that the use of revenue-based amortization methods for intangible assets is inappropriate. This presumption could be overcome only when revenue and consumption of the economic benefits of the intangible asset are highly correlated or when the intangible asset is expressed as a measure of revenue. The Company intends to adopt the amendments to IAS 16 and IAS 38 in its financial statements for the annual period beginning on January 1, 2016. The extent of the impact of adoption of the amendments has not yet been determined.

(b) IFRS 15 Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15 which supersedes existing standards and interpretations including IAS 18, Revenue and IFRIC 13, Customer Loyalty Programmes. IFRS 15 introduces a single model for recognizing revenue from contracts with customers with the exception of certain contracts under other IFRSs. The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the expected consideration receivable in exchange for transferring those goods or services. This is achieved by applying the following five steps:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

IFRS 15 also provides guidance relating to the treatment of contract acquisition and contract fulfillment costs.

The standard is currently effective for annual periods beginning on or after January 1, 2017, although the IASB has recently proposed to defer the effective date to January 1, 2018. The Company is assessing the impact of this standard on the consolidated financial statements.

(c) IFRS 9 Financial Instruments

In July 2014, the IASB issued the final publication of the IFRS 9 standard, superseding the current IAS 39, Financial Instruments: recognition and measurement ("IAS 39") standard. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39.

The standard is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company is assessing the impact of this standard on the consolidated financial statements.

CRITICAL ACCOUNTING ESTIMATES

The unaudited condensed interim consolidated financial statements are in compliance with International Accounting Standard 34 ("IAS 34"), Interim Financial Reporting. The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. Estimates and assumptions are continuously evaluated and are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience. However, actual outcomes may differ from the amounts included in the consolidated financial statements.

The preparation of financial statements in accordance with IAS 34 also requires management to exercise judgement in applying the Company's accounting policies.

The Company's critical accounting estimates have been set out in note 2 of the Company's 2014 Consolidated Financial Statements.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Our President and Chief Executive Officer and Chief Financial Officer designed or caused to be designed under their supervision, TeraGo's disclosure controls and procedures and internal control over financial reporting.

TeraGo's disclosure controls and procedures are designed to provide reasonable assurance that material information relating to TeraGo is made known to management by others, particularly during the period in which the interim filings are being prepared and that information required to be disclosed by TeraGo in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. TeraGo's disclosure controls and procedures includes controls and procedures designed to ensure that information required to be disclosed by TeraGo in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to management, as appropriate to allow timely decisions regarding required disclosure.

TeraGo's internal control over financial reporting are designed to provide reasonable assurance regarding reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP. TeraGo's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of TeraGo; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the Company's GAAP, and that receipts and expenditures of TeraGo are being made only in accordance with authorizations of management and directors of TeraGo; and (iii) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of TeraGo's assets that could have a material effect on TeraGo's financial statements.

The control framework used to design TeraGo's internal control over financial reporting is based on the Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Due to its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may change.

There were no changes in the Company's internal controls over financial reporting during the three months ended March 31, 2015 that have materially affected or are reasonably likely to materially affect internal controls over financial reporting. Management has concluded that there are no material weaknesses relating to the design of TeraGo's internal controls over financial reporting as of March 31, 2015. In accordance with Section 3.3 of National Instrument 52-109 – Certificate of Disclosure in Issuers' Annual and Interim Filings, the Company has limited the design of disclosure controls and procedures and internal controls over financial reporting to exclude controls, policies and procedures of RackForce which was acquired not more than 365 days before the end of the interim period ended March 31, 2015.

The table below shows a summary of the financial information for RackForce which is included in the interim condensed consolidated financial statements of the Company as at and for the three months ended March 31, 2015:

Current assets	\$ 1,735
Non-current assets	\$10,269
Current liabilities	(\$ 2,050)

EXECUTIVE MANAGEMENT CHANGES

Effective April 6, 2015, Greg Larnder (Vice President of Sales) was no longer with the Company

DEFINITIONS – KEY PERFORMANCE INDICATORS, IFRS, ADDITIONAL GAAP AND NON-GAAP MEASURES

Key Performance Indicators

ARPU

The term "ARPU" refers to the Company's average revenue per customer. The Company believes that ARPU is useful supplemental information as it provides an indication of our revenue from an individual customer on a per month basis. In addition, ARPU calculated by customer is a more appropriate performance indicator for a Company that offers multi lines of products. ARPU is not a recognized measure under IFRS and, accordingly, investors are cautioned that ARPU should not be construed as an alternative to revenue determined in accordance with IFRS as an indicator of our financial performance. The Company calculates ARPU by dividing our service revenue by the average number of customers in service during the period and we express ARPU as a rate per month. TeraGo's method of calculating ARPU may differ from other issuers and, accordingly, ARPU may not be comparable to similar measures presented by other issuers.

Churn

The term "churn" or "churn rate" is a measure, expressed as a percentage, of customer cancellations in a particular month. Churn represents the number of customer cancellations per month as a percentage of total number of customers during the month. The Company calculates churn by dividing the number of customer cancellations during a period by the total number of customers during the period. Churn and churn rate are not recognized measures under IFRS and, accordingly, investors are cautioned in using it. TeraGo's method of calculating churn and churn rate may differ from other issuers and, accordingly, churn may not be comparable to similar measures presented by other issuers.

IFRS Measures

Service revenue

Service revenue is generated from Internet access and data connectivity services that are sold on a subscription basis. This revenue is recurring and contracted with terms from one to three years and these contracts are typically renewable automatically unless notice of non-renewal is received 60 days prior to expiry.

Other revenue

Other revenue that customers are charged that is non-recurring such as installation fees and early termination fees. The installation fee charged to customers is a one-time set up fee and typically decreases with longer-term contracts.

Cost of services

Cost of services consists of expenses related to delivering service to customers and servicing the operations of our networks. These expenses include costs for the lease of intercity facilities to connect our cities, internet transit and peering costs paid to other carriers, network real estate lease expense, spectrum lease expenses and lease and utility expenses for the data centers and salaries and related costs of staff directly associated with the cost of services.

Gross profit margin %

Gross profit margin % consists of gross profit margin divided by revenue where gross profit margin is revenue less cost of services.

Other operating expenses

Other operating expenses includes sales commission expense, advertising and marketing expenses, travel expenses, administrative expenses including insurance and professional fees, communication expenses, maintenance expenses and rent expenses for office facilities.

Foreign exchange gain (loss)

Foreign exchange gain (loss) relates to the translation of monetary assets and liabilities into Canadian dollars using the exchange rate in effect at that date. The resulting foreign exchange gains and losses are included in net income in the period.

Finance costs

Finance costs consist of interest charged on our short- and long-term debt, amortization of deferred financing costs including expenses associated with closing our long-term debt facility and accretion expense on the Company's decommissioning and restoration obligations. The deferred financing costs are amortized using the effective interest method over the term of the loan.

Finance income

Finance income consists of interest earned on our cash and cash equivalent and short-term investment balances.

Additional GAAP Measures

Earnings (loss) from operations

Earnings (loss) from operations exclude foreign exchange gain (loss), income taxes, finance costs and finance income. We include earnings (loss) from operations as an additional GAAP measure in our consolidated statement of earnings. We consider earnings (loss) from operations to be representative of the activities that would normally be regarded as operating for the Company. We believe this measure provides relevant information that can be used to assess the consolidated performance of the Company and therefore, provides meaningful information to investors.

Non-GAAP Measures

EBITDA

The Company believes that EBITDA is useful additional information to management, the Board and investors as it provides an indication of the operational results generated by its business activities prior to taking into consideration how those activities are financed and taxed and also prior to taking into consideration asset depreciation and amortization. The Company believes that EBITDA is useful additional information to management, the Board and investors as it excludes items that could affect the comparability of our operational results and could potentially alter the trends analysis in business performance. Excluding these items does not imply they are non-recurring. The Company calculates EBITDA as earnings before deducting taxes, depreciation and amortization, foreign exchange gain or loss, finance costs, finance income, gain or loss on disposal of network assets, property and equipment, stock-based compensation and restructuring, acquisition-related and integration costs. Investors are cautioned that EBITDA should not be construed as an alternative to net earnings determined in accordance with IFRS as an indicator of our financial performance or as a measure of our liquidity and cash flows. EBITDA does not take into account the impact of working capital changes, capital expenditures, debt principal reductions and other sources and uses of cash, which are disclosed in the consolidated statements of cash flows.

TeraGo's method of calculating EBITDA may differ from other issuers and, accordingly, EBITDA may not be comparable to similar measures presented by other issuers. See "Results of Operations – EBITDA" for reconciliation of net earnings (loss) to EBITDA.