

TERAGO INC.

MANDATE OF THE EXECUTIVE COMMITTEE

The primary function of the Executive Committee is to assist the Board by acting in the Board's place and stead, particularly with respect to the preliminary consideration and approval of matters of significance. While it is intended that all such matters first be brought before the full Board for consideration, it is recognized that the Committee may be required to meet and exercise the powers of the Board when the full Board is not in session or cannot reasonably be called in session.

1. MEMBERSHIP

The Committee shall be comprised of three members of the Board (none of whom are to be members of management), one of whom shall be the Executive Chair and one of whom shall be a member of the Board that has been elected by the holders of the Class B Voting Shares.

The members shall be appointed by the Board annually, and serve until the next annual general meeting of shareholders of the Company or until his or her earlier resignation or removal by the Board.

2. MEETINGS

The Committee shall meet on an "as needed" basis, as circumstances require or as requested by the Board or a member of the Committee. The times and locations of meetings shall be determined by the Executive Committee. Subject to the notice provisions of the Articles of the Company, written notice shall be provided no later than 24 hours prior to such meetings, unless waived by all members of the Committee and shall include agendas for such meetings.

A quorum for meetings of the Committee shall be all three (3) of its members and all resolutions require unanimous agreement for approval.

Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting.

Senior management of the Company and other parties may attend meetings of the Committee as deemed appropriate by the Committee.

Minutes shall be kept of all meetings of the Committee (other than *in camera* sessions) and shall be signed by the Chair and Secretary of the meeting.

3. RESPONSIBILITIES

In addition to any other duties and responsibilities assigned to it from time to time by the Board, the Committee shall, when the Board is not in session, have full power to supervise the management of the business and affairs of the Company and shall have, and may exercise, all or any of the powers vested in and exercisable by the Board, subject only to applicable law.

The Committee shall refer back to the full Board for ratification, confirmation and approval of all such matters as the Committee may deem appropriate.

4. EXPERTS AND ADVISORS

The Committee may retain or appoint, at the Company's expense, outside advisors or experts as it deems necessary to carry out its duties.

5. REMUNERATION

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Executive Committee as the Board may from time to time determine.