



## **TERAGO INC.**

### **COMMITTEE CHAIR POSITION DESCRIPTION**

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The Chair of each Committee of the Board of Directors (the “**Board**”) of TeraGo Inc. is responsible for guiding the Committee in the fulfillment of the Committee’s duties and responsibilities, as set out in the Mandates of the Committees, and managing the process through which the Committee carries out such duties and responsibilities.

#### **DUTIES AND RESPONSIBILITIES**

The Chair of each Committee shall perform its duties and responsibilities as set out in the Committee’s Mandate or otherwise delegated to the Chair by the Committee. In addition, the Chair of each Committee shall:

- designate the secretary of the Committee;
- work with the Chair of the Board, the Chief Executive Officer, the General Counsel and any other appropriate officer, to establish the frequency of committee meetings and the agendas for meetings;
- ensure the appropriate flow of information to Committee members and review the adequacy and timing of materials;
- attend and preside at all Committee meetings;
- as appropriate and in consultation with the Committee, Board Chair and Chief Executive Officer, retain, oversee and terminate independent advisers to assist the Committee or its members in fulfillment of their responsibilities;
- lead the Committee in annually reviewing and assessing the adequacy of its Mandate and evaluating its effectiveness in fulfilling its Mandate;
- encourage an atmosphere of openness and trust and maintain a cohesive group without losing diversity of opinion and objectivity;
- facilitate a candid and full discussion of all key matters that come before the Committee;
- report to the Board with respect to the activities of the Committee and any recommendations deemed desirable by the Committee; and
- communicate the Committee’s conclusions and decisions, as approved by the Board (where necessary), to the Chief Executive Officer and senior management for implementation.