



TERAGO INC.

CHAIR OF THE BOARD POSITION DESCRIPTION

GENERAL

The Board of Directors (the “**Board**”) of TeraGo Inc. (“**TeraGo**”) has ultimate accountability for the stewardship of the Corporation. The Chair, as the presiding Board member, is responsible for the management, development and effective functioning of the Board and for providing leadership to ensure the Board exercises the care, diligence and skill necessary in discharging its responsibilities.

The Chair of the Board acts in an advisory capacity to the President and Chief Executive Officer (“**CEO**”) and to other officers of TeraGo in matters concerning the interests of the organization and the Board and relationships between management and the Board.

The Chair of the Board will be independent as determined by the Board with reference to criteria set out in TeraGo Inc.’s Director Independence Policy. The performance of the Chair of the Board is to be reviewed annually by the Board, with such review being co-ordinated by the Corporate Governance Committee.

This position description should be read together with the written mandate of the Board, as such Mandate may be amended from time to time.

SPECIFIC RESPONSIBILITIES

The following are the core elements of the Chair of the Board’s responsibilities:

Board

- Chairing all Board meetings and *in camera* sessions of the Board, when present;
- Setting the agenda for Board meetings in concert with the CEO, based on input from directors and an annual meeting planner;
- Ensuring the appropriate flow of information to the Board with specific regards to its adequacy and timing of delivery;
- Ensuring that sufficient time is allotted during Board meetings for effective analysis and discussion of all agenda items, key issues and concerns;
- Establishing procedures governing the Board’s work, ensuring that the Board is appropriately approving strategy and supervising management’s progress in achieving that strategy;

- Monitoring that the responsibilities delegated to Board Committees are carried out and reported to the Board and ensuring that such activities are integrated with the Board;
- Facilitating a candid and full discussion of all key matters that come before the Board;
- Serving as an ex-officio member of all Board Committees of which the Chair of the Board is not an appointed member;
- Encouraging an atmosphere of openness and trust; maintaining a cohesive group without losing diversity of opinion and objectivity; and
- Participating in the orientation and mentoring of new directors and continuing education of current directors;

Management Relations

- Maintaining on-going and active communications, on behalf of the Board, with the CEO and other officers of TeraGo to ensure that Board decisions and discussions are appropriately communicated to management and that management's views are appropriately communicated to the Board;
- Overseeing the development of TeraGo's succession plans for executives in conjunction with the Compensation Committee;
- Establishing the performance targets and corporate goals and objectives and oversee the annual assessment of the CEO in meeting these targets, goals and objectives in conjunction with the Compensation Committee;

Shareholder Relations

- Chairing all annual and special meetings of shareholders;
- Facilitating the Board's efforts to create and maintain practices that respond to feedback from shareholders and other stakeholders;
- Responding to shareholder concerns regarding governance or other issues relating to the Board, in consultation with management;

Other

- Carrying out such other duties as requested by the Board; and
- In consultation with the Board and Corporate Governance Committee, reviewing and updating, where necessary, the position description for the Chair of the Board.