

CERTIFICATE of QUALIFIED PERSON

Myron Rex Henderson, P.E.

I, Myron R. Henderson, P.E., do hereby certify that:

1. I am currently employed as a Project Manager by M3 Engineering and Technology Corporation, located at 2051 W. Sunset Road, Suite 101, Tucson, Arizona, USA, phone number 520-293-1488.
2. I graduated with a Bachelor of Science degree in Mechanical Engineering from the University of Arizona in 1966 and a Master of Business Administration (MBA) from the University of Phoenix in 1989.
3. I am a Registered Professional Engineer in good standing in the State of California in Manufacturing (No. 4133).
4. I have worked as an engineer for a total of 46 years in the mining industry since my graduation from the University of Arizona. My work experience includes 15 years in supervisory positions in operating plants and 31 years in process engineering, project engineering and project management positions with design engineering, procurement and construction management firms.
5. I have read the definition of “Qualified Person” set out in Canadian National Instrument 43-101 and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101), and past relevant work experience, I fulfill the requirements to be a Qualified Person for the purposes of NI 43-101.
6. I am the principal author for the preparation of the technical report titled “MacArthur Copper Project, Preliminary Economic Assessment, 43-101 Technical Report, Lyon County, Nevada, USA” (the “Technical Report”), dated May 23, 2012, prepared for Quaterra Resources Inc.; and am responsible for Sections 1 through 3, Sections 17 through 19, Sections 21 and 22, and Sections 24 through 27. I visited the project site November 30, 2011 and December 1, 2011.
7. I have not had prior involvement with the property that is the subject of the Technical Report.
8. As of the date of this certificate, to the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

9. I am independent of the issuers applying all the tests in Section 1.5 of National Instrument 43-101.
10. I have read National Instrument 43-101 and Form 43-101F1, and believe that the Technical Report has been prepared in compliance with NI 43-101 and Form 43 -101F1.
11. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them, including electronic publication in the public company files on their websites accessible by the public.

Signed and dated this 26 day of June, 2012, at Tucson, Arizona.



Signature of Qualified Person



Myron R. Henderson, P.E.

Printed Name of Qualified Person