

CERTIFICATE OF QUALIFIED PERSON

Rex Clair Bryan, Ph.D., MBA

I, Rex Clair Bryan, Ph.D., MBA, do hereby certify that:

1. I am currently employed by Tetra Tech MM, Inc. at:
350 Indiana Street
Suite 350
Golden, Colorado 80401
2. I graduated with a degree in Engineering (BS with honor) in 1971 and a MBA degree in 1973 from the Michigan State University, East Lansing. In addition, I graduated from the Brown University with a degree in Geology in 1977, Providence, Rhode Island and The Colorado School of Mines, Golden, Colorado, with a graduate degree in Mineral Economics (Ph.D.) in 1980.
3. I am a Registered Member (#411340) of the Society for Mining, Metallurgy, and Exploration, Inc. (SME).
4. I have worked as a resource estimator and geostatistician for a total of thirty-one years since my graduation from university; as an employee of a leading geostatistical consulting company (Geostat Systems, Inc. USA), with large engineering companies such as Dames and Moore, URS, and Tetra Tech as a consultant for more than 30 years.
5. I have read the definition of “qualified person” set out in National Instrument 43-101 (“NI 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 responsible for the preparation of the technical report (“Report”) titled MacArthur Copper Project, NI 43-101 Technical Report, Preliminary Economic Assessment, Lyon County, Nevada, USA dated May 23, 2012. I have visited the subject property on September 9-10, 2011
7. I have either supervised the data collection, preparation, and analysis and/or personally completed an independent review and analysis of the data and written information contained in this Report. I am responsible for Sections 4-12 and 14 of this report.
8. I have had no prior involvement with Quaterra Resources Inc. and/or the MacArthur Project and Property that is the subject of this Report.
9. I am not aware of any material fact or material change with respect to the subject matter of the REPORT that is not reflected in the REPORT, the omission to disclose which makes the REPORT misleading.

10. I do not hold, nor do I expect to receive, any securities or any other interest in any corporate entity, private or public, with interests in the properties that are the subject of this report or in the properties themselves, nor do I have any business relationship with any such entity apart from a professional consulting relationship with the issuer, nor to the best of my knowledge do I have any interest in any securities of any corporate entity with property within a two (2) kilometer distance of any of the subject properties.
11. I have read National Instrument 43-101 and Form 43-101F, and the REPORT has been prepared in compliance with that instrument and form.
12. I consent to the filing of the Preliminary Economic Assessment NI 43-101 Technical Report with any stock exchanges or other regulatory authority and any publication by them, including electronic publication in the public company files on the websites accessible by the public, of the Preliminary Economic Assessment NI 43-101 Technical Report.

Dated this 13th Day of June, 2012



Signature of Qualified Person



Rex Clair Bryan, Ph.D.
SME Registered Member No. 411340

"Rex Clair Bryan"

Print name of Qualified Person