

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. NAME AND ADDRESS OF COMPANY

Quaterra Resources Inc.
c/o #1200 – 750 West Pender Street
Vancouver, BC V6C 2T8

2. DATE OF MATERIAL CHANGE

September 13, 2021

3. NEWS RELEASE

News release dated September 13, 2021 was disseminated via Newsfile Corp.

4. SUMMARY OF MATERIAL CHANGE

Quaterra Resources Inc. completes US\$1.5 million first tranche of private placement and appoints new board members.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Quaterra Resources Inc. (the “**Company**”) (TSX-V: QTA) (OTCQB: QTRRF) is pleased to announce that it has completed the first tranche of its previously announced non-brokered private placement (the “**Private Placement**”). Pursuant to the first tranche, the Company has issued 26,105,833 units (“**Units**”) at a price of US\$0.06 (C\$0.075) per Unit for gross proceeds of US\$1,566,350 (C\$1,957,937).

Each Unit consists of one common share of the Company and one share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder to acquire one additional common share of the Company at an exercise price of US\$0.10 per share for a period of three years from the date of closing. The Warrants contain a forced exercise provision if the daily volume weighted average trading price of the common shares of the Company on the TSX Venture Exchange is equal to or greater than US\$0.30 for a period of 10 consecutive trading days.

Proceeds of the Private Placement will be used primarily for general working capital. The securities will be subject to a hold period expiring on January 14, 2022 in accordance with applicable securities laws.

In connection with the completion of the first tranche of the Private Placement, the Company paid a total of US\$22,974 and issued 382,900 finder’s warrants as finder’s fees. The finder’s warrants will be exercisable at US\$0.10 per share for a period of 3 years from the date of closing.

The Company is pleased to announce that Stephen Goodman and Tony Alford have been appointed as directors of the Company. Stephen Goodman also serves as the President of the Company and effective September 15th will assume the position of Chief Financial Officer.

Tony Alford brings to the board a history of executive leadership, including serving as a director of Revett Minerals Inc. in 2009 and 2010, where he was part of the team that rang the bell on the NYSE Amex listing of the company. Mr. Alford is the Founder and President of PBA Consultants, Inc., a firm specializing in tax savings and cost reduction services, for many of the fortune 500 companies across the USA. In 1993 Mr. Alford founded Alford Investments focusing on real estate investment properties, pharmacy distribution, food related and natural resource companies.

The Company also announces that John Kerr, LeRoy Wilkes, and Terrence Eyton have resigned as directors of the Company.

In connection with the first closing of the Private Placement, the Company issued Units to a director of the Company. The Company has determined that exemptions from the various requirements of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) are available for the issuance of the Units to this related party. The Company is relying on the exemptions from the formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the transaction does not exceed 25 per cent of the Company's market capitalization. The Company did not file the material change report more than 21 days prior to the closing of the transaction due to the timing of the announcement and closing occurring in less than 21 days.

6. **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

7. **OMITTED INFORMATION**

Not applicable.

8. **EXECUTIVE OFFICER**

Stephen Goodman
Telephone: (917) 371-2966

9. **DATE OF REPORT**

September 16, 2021