



NOTICE TO SECURITY HOLDERS – NOVEMBER 8, 2018
OFFERING OF RIGHTS TO SUBSCRIBE FOR COMMON SHARES

Who can participate in the Rights Offering?

Axe Exploration Inc. (the “**Corporation**”) has announced the execution of a conditional letter of intent with the shareholders of Terranueva Pharma Corporation (“**Terranueva Pharma**”) for the acquisition of all Terranueva Pharma’s securities and upon which the Corporation will change its name for Terranueva Corporation (the “**Acquisition**”) as well as consolidate its Common Share on a ratio of one (1) new share per sixteen (16) previous shares (the “**Consolidation**”), the whole as described in the press release dated July 25, 2018 (the Acquisition and the Consolidation collectively referred to as the “**Transaction**”), (see www.sedar.com).

Concurrently, but independently with the completion or not of the Transaction, the Corporation issues, as of November 28, 2018 (the “**Effective Date**”), to the holders of our outstanding Common Shares of record at the close of business on October 25, 2018 (the “**Record Date**”) and who are resident in a province or territory of Canada (the “**Eligible Jurisdictions**”), a maximum of 62,932,645 Rights to subscribe for an aggregate maximum of 62,932,645 Common Shares on the terms set forth herein (the “**Rights Offering**”).

Who is eligible to receive Rights?

The Rights Offering is only being made in the Eligible Jurisdictions, all other jurisdictions being Ineligible Jurisdictions. Subject to the detailed provisions of the Rights Offering circular in respect of the Rights dated November 8, 2018 (the “**Circular**”), Rights will not be delivered to, nor will they be exercisable by, persons resident in Ineligible Jurisdictions.

A holder of rights not resident in an Eligible Jurisdiction holding on behalf of a person resident in an Eligible Jurisdiction may be able to exercise the rights provided the holder furnishes an investor letter, satisfactory to us, on or before February 12, 2019 representing to us that the beneficial purchaser is resident in an Eligible Jurisdiction and satisfying us that such subscription is lawful and in compliance with all securities and other applicable laws, in particular, that it is the object of a prospectus exemption (an “approved eligible holder”).

CDS Participants receiving Rights on behalf of beneficial ineligible holders may not permit the exercise of such Rights by such ineligible holders, unless the holders are approved eligible holders.

How many Rights are we offering?

A maximum of 62 932 645 Rights are being issued to purchase a maximum of 62 932 645 Common Shares.

How many Rights will you receive?

Each holder of Common Shares on the Record Date who is resident in an Eligible Jurisdiction will receive one (1) Right for every Common Share held. No fractional Rights will be issued. In

addition, Axe will not issue any fraction of Common Shares resulting from the Consolidation. As a result, the fractions of Common Shares resulting from the Consolidation will be rounded up to the next higher whole number when the resulting fraction is 0.5 or more. Otherwise, fractional shares will be canceled.

What does one Right entitle you to receive?

Each Right entitles you to subscribe for one (1) Common Share upon payment of the Subscription Price (as hereinafter defined) (the “**Subscription Privilege**”). The Subscription Price is \$0.04 per Common Share (the “**Subscription Price**”). In the event of the closing of the Consolidation, each Right will entitle you to subscribe for one-sixteenth (1/16) Common Share on payment of the Subscription Price. The Subscription Price will thus be adjusted proportionately (16x) and will be equivalent to a price of \$0.64 per Common Share post-Consolidation.

How you will receive your Rights?

If you are a registered shareholder, a rights certificate (“**Rights Certificate**”) evidencing the Rights to which you are entitled has been delivered with this Notice. Please review the Rights Certificate and the Circular for instructions as to how to exercise your Rights.

If you are an unregistered Shareholder (“**Unregistered Shareholder**”) whose Common Shares are held through a securities broker or dealer, bank or trust company or other in the book-based system administered by CDS Clearing and Depository Services Inc. (**CDS**), you will not receive a Rights Certificate. Please review the Circular and contact your CDS Participant for instructions as to how to exercise your Rights.

When and how can you exercise your Rights?

The period to exercise Rights expires at 5:00 p.m. (Montréal time) on February 26, 2019 (the “**Expiry Time**”).

If you are a registered Shareholder you can exercise your Subscription Privilege by completing the appropriate form(s) on your Rights Certificate and delivering the completed Rights Certificate, together with payment in full of the Subscription Price for each Common Share subscribed for, to Computershare Investor Services Inc., the Depository appointed by the Corporation under the Rights Offering, at the address of the Depository set out in the Rights Certificate, at or before the Expiry Time. Please see the Circular and your Rights Certificate for further information.

If you hold your Rights through a CDS Participant, you must arrange any and all exercises of Rights with your CDS Participant. Unregistered Shareholders must forward all requests to exercise Rights and the Subscription Price for each Common Share subscribed for, to their CDS Participant sufficiently in advance of the Expiry Time to allow the CDS Participant to properly exercise the Rights. Please see the Circular for further information. In addition, Unregistered Shareholders should contact their particular CDS Participant for complete details on how to exercise their Rights.

Subscriptions for Common Shares made in connection with the Rights Offering will be irrevocable and subscribers will be unable to withdraw their subscriptions for Common Shares once submitted.

What are the next steps?

This document contains key information you should know about the Corporation and the Rights Offering. You can find more details in the Circular. To obtain a copy, visit the Corporation's profile on the SEDAR website (www.sedar.com) or the Corporation's website at <http://axeexploration.com/>, ask your dealer representative for a copy or contact Johanne Moreau, Chief Financial Officer (tel. (450) 622-5785). You should read the Circular, along with the Corporation's continuous disclosure record, to make an informed decision.

Axe Explorations Inc.

(signed) David Mc Donald

David Mc Donald

President and Chief Executive Officer