

## MATERIAL CHANGE REPORT

### PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102 RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS

ITEM 1: **Name and Address of Company**

Terranueva Corporation (“Terranueva” or the “Corporation”)  
255, Curé-Labelle Blvd, suite 204  
Laval, Québec  
H7L 2Z9

ITEM 2: **Date of Material Changes**

December 14 and 17, 2018.

ITEM 3: **News Release**

Two press releases were issued in English and French by Terranueva on December 17, 2018. Copies of each version are attached hereto.

ITEM 4: **Summary of Material Changes**

Terranueva announces the closing of a private placement and of the transaction of \$10 930 000 with Terranueva Pharma Corporation consisting of a reverse takeover between the shareholders of Terranueva Pharma and Axe Exploration Inc. Terranueva Corporation is the new name of the Corporation and the consolidation of 16 to 1 common shares is now effective,

The Corporation also announces that its common shares will be listed and begin trading on December 17<sup>th</sup>, 2018 on the Canadian Securities Exchange.

ITEM 5: **Full Description of Material Changes**

***Closing of the Transaction of \$10,930,000 with Terranueva Pharma Corporation and Concurrent Private Placement of \$2,310,000***

Terranueva Corporation (the “Corporation” or “Terranueva”) announces the closing of a private placement and of the transaction of \$10 930 000 with Terranueva Pharma Corporation (“Terranueva Pharma”) consisting of a reverse takeover between the shareholders of Terranueva Pharma and Axe Exploration Inc. (the “Transaction”). The Transaction has been approved by the Canadian Securities Exchange (the “CSE”) on December 14<sup>th</sup>, 2018, the contractual documentation of the Transaction and the concurrent private placement of \$2,310,000 previously described in the Proxy Circular dated October 23, 2018 were also closed on that date. As a result, 4,620,000 common shares were issued as of December 14<sup>th</sup>, 2018, as well as 2,310,000 warrants, each of which entitles its holder to acquire one additional common share at a price of \$0.65 per common share for a period of 18 months. The private placement was made in accordance with the conditions previously announced by the Corporation and the common shares issued in this private placement are subject to a mandatory hold period of four months and one day.

Terranueva Corporation / Corporation Terranueva is the new name of the Corporation. The consolidation of 16 to 1 common shares is now effective, all as approved by the shareholders on

November 23<sup>rd</sup>, 2018. The common shares will be listed on the CSE under the ticker symbol "TEQ" on December 17<sup>th</sup>, 2018 at the opening of the markets.

"Thanks to our team and our new facilities in the City of L'Assomption, Terranueva will finally be able to offer to people from Québec and Canada a new alternative of cannabis products in the short term," said Pierre Ayotte, President and Chief Executive Officer.

***Terranueva Corporation to Begin Trading on the Canadian Securities Exchange***

The Corporation announces that its common shares ("Common Shares") will be listed and begin trading on December 17<sup>th</sup>, 2018 on the Canadian Securities Exchange (the "CSE") under the ticker symbol "TEQ". Terranueva Pharma is a private Québec-based Company operating in L'Assomption (Québec) that intends to become a major producer of cannabis.

"The listing of our Common Shares is an important milestone for Terranueva, providing us more credibility and access to capital. To achieve our goal, Terranueva is implementing a modular production approach incorporating the latest advances and innovations in process automation" said Pierre Ayotte, President and Chief Executive Officer of Terranueva. "We welcome new investors to take a closer look at the opportunities available to Terranueva Corporation".

A Listing Statement (Form 2A) with information about Terranueva prepared in accordance with the policies of the CSE has been filed on SEDAR at [sedar.com](http://sedar.com). Terranueva recently completed a reverse takeover (RTO) of a Canadian public company, Axe Exploration Inc. which has been renamed Terranueva Corporation.

At the time of Listing, Terranueva has 31,663,293 Common Shares outstanding. Approximately 17,699,852 Common Shares are held by related persons or employees. The remaining 13,963,441 Common Shares are considered the public float.

ITEM 6: **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

ITEM 7: **Omitted Information**

Not applicable.

ITEM 8 **Executive Officer**

For further information, please contact Mr. Pierre Monet, Chief Financial Officer, at (514) 883-8733.

ITEM 9: **Date of Report**

December 20<sup>th</sup>, 2018.



**TERRANUEVA**

## **Closing of the Transaction of \$10,930,000 with Terranueva Pharma Corporation and Concurrent Private Placement of \$2,310,000**

MONTREAL, Dec. 17, 2018 (GLOBE NEWSWIRE) -- Terranueva Corporation (the "Corporation" or "Terranueva") (CSE:TEQ) is pleased to announce the closing of a private placement and of the transaction of \$10 930 000 with Terranueva Pharma Corporation ("Terranueva Pharma") consisting of a reverse takeover between the shareholders of Terranueva Pharma and Axe Exploration Inc. (the "Transaction"). The Transaction has been approved by the Canadian Securities Exchange (the "CSE") on December 14<sup>th</sup>, 2018, the contractual documentation of the Transaction and the concurrent private placement of \$2,310,000 previously described in the Proxy Circular dated October 23, 2018 were also closed on that date. As a result, 4,620,000 common shares were issued as of December 14<sup>th</sup>, 2018, as well as 2,310,000 warrants, each of which entitles its holder to acquire one additional common share at a price of \$0.65 per common share for a period of 18 months. The private placement was made in accordance with the conditions previously announced by the Corporation and the common shares issued in this private placement are subject to a mandatory hold period of four months and one day.

Terranueva Corporation / Corporation Terranueva is the new name of the Corporation. The consolidation of 16 to 1 common shares is now effective, all as approved by the shareholders on November 23<sup>rd</sup>, 2018. The common shares will be listed on the CSE under the ticker symbol "TEQ" today at the opening of the markets.

"Thanks to our team and our new facilities in the City of L'Assomption, Terranueva will finally be able to offer to people from Québec and Canada a new alternative of cannabis products in the short term," said Pierre Ayotte, President and Chief Executive Officer.

### **About Terranueva**

Terranueva is a private Québec-based Company operating in L'Assomption (Québec) that intends to become a major producer of cannabis. It aspires to be at the forefront of research and development focused on therapeutic cannabis treatments. The principle mission of Terranueva is to enhance the lives of those who experience chronic pain, migraines, sleeping disorders or anxiety, through innovative approaches to cannabis-related treatment. Terranueva's business vision is to produce cannabis to the highest standards in terms of effectiveness, quality and stability.

To achieve this goal, Terranueva is implementing a modular production approach incorporating the latest advances and innovations in process automation. As a technology driven company, we aim to develop the most sophisticated automated cannabis production system that will help to create traceability of our product and increase the yield of each of our strain to produce a premium quality product in the most efficient manner.

Learn more about Terranueva at [terranueva.ca](http://terranueva.ca)

*CSE nor its regulation services provider (as that term is defined in its policies) accepts responsibility for the adequacy or accuracy of this news release.*

### **For further information, please contact:**

For Terranueva Corporation :

Pierre Monet, Chief Financial Officer  
Telephone : (514) 883-8733



**TERRANUEVA**

## Clôture de la transaction de 10 930 000 \$ avec Corporation Terranueva Pharma et d'un placement privé de 2 310 000 \$

MONTRÉAL, 17 déc. 2018 (GLOBE NEWSWIRE) -- Corporation Terranueva (la « Société » ou « Terranueva ») (CSE:TEQ) est heureuse d'annoncer la finalisation d'un placement privé et de la transaction de 10 930 000 \$ avec Corporation Terranueva Pharma (« Terranueva Pharma ») visant une prise de contrôle inversée entre les actionnaires de Terranueva Pharma et Axe Exploration Inc. (la « Transaction »). La Transaction a été approuvée par la Bourse des valeurs canadiennes (la « CSE ») le 14 décembre dernier, la documentation contractuelle de la Transaction et le placement privé concomitant de 2 310 000 \$ antérieurement décrit dans la Circulaire de sollicitations de procurations datée du 23 octobre 2018 ont également été clôturés à cette date. Ainsi, 4 620 000 actions ordinaires ont été émises en date du 14 décembre 2018 de même que 2 310 000 bons de souscription, chaque bon de souscription permettant à son détenteur de souscrire pour une période de 18 mois à une action ordinaire de la Société pour un prix de 0,65 \$ l'action. Le placement privé s'est effectué selon les conditions antérieurement annoncées par la Société et les actions ordinaires émises lors de ce placement privé sont assujetties à une période de restriction à la revente de quatre mois et un jour.

Corporation Terranueva / Terranueva Corporation est la nouvelle dénomination sociale de la Société. La consolidation de 16 pour 1 des actions ordinaires est maintenant effective, le tout tel qu'approuvé par les actionnaires le 23 novembre dernier. Les actions ordinaires seront inscrites à la cote de la CSE sous le symbole boursier « TEQ » dès aujourd'hui à l'ouverture des marchés.

« Grâce à notre équipe et nos nouvelles installations de la Ville de L'Assomption, Terranueva pourra enfin offrir à court terme aux Québécois et Canadiens une nouvelle alternative de produits de cannabis » de souligner Pierre Ayotte, Président et chef de la direction.

### **À propos de Terranueva**

Terranueva est une société privée basée au Québec, opérant à L'Assomption (Québec) qui a l'intention de devenir un important producteur de cannabis. Elle aspire à être à la fine pointe de la recherche et du développement axé sur le traitement thérapeutique avec le cannabis. La principale mission de Terranueva est d'améliorer la vie de ceux qui souffrent de douleurs chroniques, de migraines, de troubles du sommeil et d'anxiété, grâce à des approches novatrices de traitements liés au cannabis. La vision commerciale de la Société est de produire dès 2019 du cannabis selon les plus hauts standards d'efficacité, de qualité et de stabilité.

Pour atteindre cet objectif, Terranueva met en œuvre une approche de production modulaire intégrant les dernières avancées et innovations en matière d'automatisation des processus. En tant que société axée sur la technologie, nous visons à développer le système de production de cannabis automatisé le plus sophistiqué qui contribuera à créer une traçabilité de notre produit et à augmenter le rendement de chacune de nos souches afin de produire un produit de qualité supérieure de la manière la plus efficace.

*La CSE, et ses fournisseurs de services de réglementation (au sens attribué à ce terme dans ses politiques) n'assument aucune responsabilité quant à la pertinence ou à l'exactitude du présent communiqué.*

### **Pour plus d'information, veuillez contacter :**

Pour Corporation Terranueva:

Pierre Monet, Chef de la direction financière  
Téléphone : (514) 883-8733



**TERRANUEVA**

## Terranueva Corporation to Begin Trading on the Canadian Securities Exchange

MONTREAL, Dec. 17, 2018 (GLOBE NEWSWIRE) -- TERRANUEVA CORPORATION (“Terranueva” or the “Company”) announced that its common shares (“Common Shares”) will be listed and begin trading today on the Canadian Securities Exchange (the “CSE”) under the ticker symbol “TEQ”. Terranueva Pharma is a private Québec-based Company operating in L’Assomption (Québec) that intends to become a major producer of cannabis.

“The listing of our Common Shares is an important milestone for Terranueva, providing us more credibility and access to capital. To achieve our goal, Terranueva is implementing a modular production approach incorporating the latest advances and innovations in process automation” said Pierre Ayotte, President and Chief Executive Officer of Terranueva. “We welcome new investors to take a closer look at the opportunities available to Terranueva Corporation”.

A Listing Statement (Form 2A) with information about Terranueva prepared in accordance with the policies of the CSE has been filed on SEDAR at [sedar.com](http://sedar.com). Terranueva recently completed a reverse takeover (RTO) of a Canadian public company, Axe Exploration Inc. which has been renamed Terranueva Corporation.

At the time of Listing, Terranueva has 31,663,293 Common Shares outstanding. Approximately 17,699,852 Common Shares are held by related persons or employees. The remaining 13,963,441 Common Shares are considered the public float.

### **Terranueva’s Business**

The Corporation aspires to be at the forefront of research and development focused on therapeutic cannabis treatments. The principle mission of Terranueva is to enhance the lives of those who experience chronic pain, migraines, sleeping disorders or anxiety, through innovative approaches to cannabis-related treatment. Terranueva’s business vision is to produce cannabis to the highest standards in terms of effectiveness, quality and stability. As a technology driven company, we aim to develop the most sophisticated automated cannabis production system that will help to create traceability of our product and increase the yield of each of our strain to produce a premium quality product in the most efficient manner.

Learn more about Terranueva at [terranueva.ca](http://terranueva.ca)

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Telephone : (514) 883-8733



**TERRANUEVA**

## Début de la négociation des titres de Corporation Terranueva à la Bourse des valeurs canadiennes

MONTRÉAL, 17 déc. 2018 (GLOBE NEWSWIRE) -- CORPORATION TERRANUEVA (la « Société » ou « Terranueva ») a annoncé que ses actions ordinaires (les « Actions ordinaires ») seront inscrites et commenceront à se négocier aujourd'hui à la cote de la Bourse des valeurs canadiennes (la « CSE ») sous le symbole « TEQ ». Terranueva Pharma est une société privée québécoise opérant à L'Assomption (Québec) qui entend devenir un important producteur de cannabis.

« L'inscription de nos actions ordinaires est une étape importante pour Terranueva, nous donnant plus de crédibilité et un meilleur accès au capital. Pour atteindre notre objectif, Terranueva met en œuvre une approche de production modulaire intégrant les dernières avancées et innovations en matière d'automatisation des processus », a déclaré Pierre Ayotte, président et chef de la direction de Terranueva. « Nous invitons les nouveaux investisseurs à examiner de plus près les opportunités offertes à Terranueva Corporation ».

Une déclaration d'inscription à la cote (formulaire 2A) contenant des informations sur Terranueva, préparée conformément aux politiques de la CSE, a été déposée sur SEDAR à l'adresse [sedar.com](http://sedar.com). Terranueva a récemment réalisé une prise de contrôle inversée de la société publique canadienne, Axe Exploration Inc., qui a été renommée Corporation Terranueva.

Au moment de l'inscription, Terranueva a 31 663 293 Actions ordinaires en circulation. Environ 17 699 852 Actions ordinaires sont détenues par des personnes liées ou des employés. Les 13 963 441 Actions ordinaires restantes sont considérées comme du flottant.

### **Entreprise de Terranueva**

La Société aspire à être à la fine pointe de la recherche et du développement axé sur le traitement thérapeutique du cannabis. La principale mission de Terranueva est d'améliorer la vie de ceux qui souffrent de douleurs chroniques, de migraines, de troubles du sommeil et d'anxiété, grâce à des approches novatrices de traitements liés au cannabis. La vision commerciale de la Société est de produire du cannabis selon les plus hauts standards d'efficacité, de qualité et de stabilité. En tant que société axée sur la technologie, nous visons à développer le système de production de cannabis automatisé le plus sophistiqué qui contribuera à créer une traçabilité de notre produit et à augmenter le rendement de chacune de nos souches afin de produire un produit de qualité supérieure de la manière la plus efficace.

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