

**MATERIAL CHANGE REPORT**  
**PURSUANT TO REGULATION 51-102**  
**RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS**

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

Terranueva Corporation (“**Terranueva**” or the “**Corporation**”)  
803 Boulevard de l’Ange-Gardien  
L’Assomption QC J5W 1T3  
Canada

**ITEM 2: Date of Material Change**

December 24, 2021.

**ITEM 3: News Release**

A press release was issued in English and French by Terranueva on December 24, 2021. Copies of each version are attached hereto.

**ITEM 4: Summary of Material Change**

Terranueva obtains a refinancing.

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

Terranueva has agreed to \$133,333 in principal amount of convertible debenture (the “**Debentures**”) maturing on March 31, 2023, convertible into common shares of the capital stock of Terranueva at a conversion price of \$0.15 per share subject to a hold period of four months and one day as well as to a credit facilities of up to \$700,000 at an interest rate of 12% and refundable at any time without notice nor penalty.

All parties are dealing at arm’s length with Terranueva, except the participation of a director, officer and important shareholder of Terranueva described below, and no commissions were payable. The proceeds will serve the Corporation’s working capital.

A director, officer and important shareholder of Terranueva has been issued \$66,666 in principal amount of Debentures, which represents 50 % of the private placement, and offered all of the credit facility, which will have no impact on his undiluted shareholding in the Corporation (from 34.63% to 35.04% on a diluted basis should all convertible securities of the director would be converted). The Debentures and the credit facility to the insider constitutes a related party transaction but is exempt from the formal valuation and minority approval requirements of Regulation 61-101- Protection of Minority Security Holders in Special Transactions, as neither the fair market value of the units issued to the insiders, nor the fair market value of the entire private placement, exceeds 25% of the Corporation’s market capitalization. The Corporation did not file a material change report with respect to the participation of the insider at least 21 days prior to the private placement as the insider’s terms and conditions of participation were not determined at that time.

**ITEM 6: Reliance on Subsection 7.1(2) of Regulation 51-102**

Not applicable.

**ITEM 7: Omitted Information**

Not applicable.

**ITEM 8: Executive Officer**

For further information, please contact Mr. Jean-Luc Landry, Executive Chairman of the Board and Chief Executive Officer, at (450) 591-1011.

**ITEM 9: Date of Report**

January 3, 2022.



# TERRANUEVA

## PRESS RELEASE

**FOR IMMEDIATE RELEASE**

**TICKER SYMBOL: TEQ**

**DECEMBER 24, 2021**

### **TERRANUEVA OBTAINS A REFINANCING**

L'ASSOMPTION, QUÉBEC - Terranueva Corporation (CSE: TEQ) ("Terranueva" or the "Company") is pleased to announce it has agreed to \$133,333 in principal amount of convertible debenture (the "Debentures") maturing on March 31, 2023, convertible into common shares of the capital stock of Terranueva at a conversion price of \$0.15 per share subject to a hold period of four months and one day as well as to a credit facilities of up to \$700,000 at an interest rate of 12% and refundable at any time without notice nor penalty.

All parties are dealing at arm's length with Terranueva, except the participation of a director, officer and important shareholder of Terranueva described below, and no commissions were payable. The proceeds will serve the Corporation's working capital.

A director, officer and important shareholder of Terranueva has been issued \$66,666 in principal amount of Debentures, which represents 50 % of the private placement, and offered all of the credit facility, which will have no impact on his undiluted shareholding in the Corporation (from 34.63% to 35.04% on a diluted basis should all convertible securities of the director would be converted). The Debentures and the credit facility to the insider constitutes a related party transaction but is exempt from the formal valuation and minority approval requirements of Regulation 61-101- Protection of Minority Security Holders in Special Transactions, as neither the fair market value of the units issued to the insiders, nor the fair market value of the entire private placement, exceeds 25% of the Corporation's market capitalization. The Corporation did not file a material change report with respect to the participation of the insider at least 21 days prior to the private

placement as the insider's terms and conditions of participation were not determined at that time.

## **ABOUT TERRANUEVA**

Terranueva relies on research and development, innovation and operational efficiency to become a major player in the emerging cannabis industry. Their goal is to provide the Canadian and international markets with premium quality medicinal and recreational cannabis. To achieve this goal, Terranueva is implementing a modular production approach that incorporates the latest advances and innovations in process automation. Terranueva Pharma Corporation, its wholly owned subsidiary, holds the necessary licenses from Health Canada to execute its mission.

**For more on Terranueva, visit [www.terraneveva.ca](http://www.terraneveva.ca)**

*The CSE and its regulatory service providers (as this term is attributed in its policies) assume no responsibility for the relevance or accuracy of this press release.*

**For more information, please contact:**

Jean-Luc Landry, Executive Chairman of the Board, Telephone : (450) 591-1011



# TERRANUEVA

## COMMUNIQUÉ DE PRESSE

**POUR DIFFUSION IMMÉDIATE**

**SYMBOLE BOURSIER : TEQ**

**LE 24 DÉCEMBRE 2021**

### **TERRANUEVA OBTIENT UN REFINANCEMENT**

L'ASSOMPTION, QUÉBEC – Corporation Terranueva (CSE: TEQ) (« Terranueva » ou la « Société ») est heureuse d'annoncer qu'elle a convenu de débentures pour un montant principal de 133 333 \$ (les « Débentures ») venant à échéance le 31 mars 2023, convertibles en actions ordinaires du capital social de Terranueva à un prix de conversion de 0,15 \$ par action, sous réserve d'une période de détention de quatre mois et un jour, ainsi que d'une facilité de crédit à demande pouvant aller jusqu'à 700 000 \$, portant intérêt à 12 % et remboursable en tout temps sans avis et pénalité.

Toutes les parties traitent à distance avec Terranueva, à l'exception de la participation d'un administrateur, dirigeant et actionnaire important de la Société décrite ci-dessous, et aucune commission n'était payable. Le produit du financement sera affecté au fonds de roulement de la Société.

Un administrateur, dirigeant et actionnaire important a acquis 66 666 \$ en montant principal de Débentures, ce qui représente 50 % du placement privé, et a offert la totalité de la facilité de crédit, ce qui n'a aucun impact sur sa participation non diluée dans la Société (de 34,63 % à 35,04 % sur une base diluée si tous les titres convertibles du dirigeant étaient convertis). Ces Débentures et cette facilité de crédit à cet initié constituent une opération entre personnes apparentées, mais est dispensée de l'obligation de fournir une évaluation officielle et d'obtenir l'approbation des porteurs minoritaires aux termes du Règlement 61-101 sur les mesures de protection des porteurs minoritaires lors d'opérations particulières, puisque ni la juste valeur marchande des Débentures émises aux initiés, ni la juste valeur marchande de la totalité du placement privé, n'excèdent 25 % de la capitalisation boursière de la Société. La Société n'a pas déposé de déclaration de changement important relativement à la participation des initiés au moins 21 jours avant la date de la clôture du placement privé, car la participation cet initié n'était pas déterminée à ce moment-là.

## **À PROPOS DE TERRANUEVA**

Terranueva s'appuie sur la recherche et développement, l'innovation et l'efficacité opérationnelle pour devenir un acteur incontournable dans l'industrie émergente du cannabis. Son objectif est de fournir sur le marché canadien comme à l'international, du cannabis médical et récréatif de première qualité. Pour atteindre son objectif, Terranueva met en oeuvre une approche de production modulaire intégrant les dernières avancées et innovations dans l'automatisation de ces processus. Corporation Terranueva Pharma, sa filiale détenue en propriété exclusive, détient les licences nécessaires de Santé Canada pour exécuter sa mission.

Pour en savoir plus sur Terranueva, consulter [www.terrinueva.ca](http://www.terrinueva.ca).

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

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

Jean-Luc Landry, Président exécutif du Conseil, Téléphone : (450) 591-1011