

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND

MANAGEMENT PROXY CIRCULAR

TERRANUEVA CORPORATION



TERRANUEVA

This information is provided with respect to the solicitation by the management of Terranueva Corporation (the “**Corporation**”) of proxies to be used at the annual and special meeting of shareholders of the Corporation to be held on April 14, 2022, at 10 a.m. (Eastern Time) at the Sheraton Laval, 2440 Autoroute de Laurentides, Laval (Québec) H7T 1X5 Canada.

DATED MARCH 14, 2022

TABLE OF CONTENTS

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

MANAGEMENT PROXY CIRCULAR

Solicitation of Proxies

Appointment and Revocation of Proxies

Questions and Answers on Proxy Voting

Validity of a Proxy

Voting by Proxy and Exercise of the Discretionary Authority

Notice to Beneficial Shareholders or Non-Registered Shareholders

Securities Having a Right to Vote and Principal Holders

Ownership of the Corporation's Shares

Interest of Certain Persons in Matters to be Acted Upon

Compensation of Directors and Named Executive Officers

Directors and Named Executive Officers Compensation, Excluding Compensation Securities

Stock Options and Other Compensation Securities

Stock Option Plan

Equity Compensation Plan Information

Compensation Analysis

Interest of Management and Certain Relationships in Material Transactions

Indebtedness of Officers and Directors to the Corporation

Directors and Officers Insurance

Matters to be Acted Upon at the Meeting

Presentation and Receipt of the Annual Financial Statements

Election of Directors

Appointment and Ratification Relating to Auditors

Approval of the Stock Option Plan

Audit Committee

Corporate Governance Committee

Statement of Corporate Governance Practices

Additional Information

Board of Directors' Approval

Schedule A - Statement of Corporate Governance Practices

Schedule B - Audit Committee Charter

PROXY FORM

TERRANUEVA CORPORATION



TERRANUEVA

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that an annual and special meeting of the holders of common shares (the «**Common Shares**») of Terranueva Corporation (the “**Corporation**”) will be held on April 14, 2022, at 10 a.m. (Eastern Time) (the “**Meeting**”) at the Sheraton Laval, 2440 Autoroute de Laurentides, Laval (Québec) H7T 1X5 Canada, for the following purposes:

1. receive the annual financial statements for the fiscal years ended September 30, 2019, 2020 and 2021, as well as the auditors’ reports thereto;
2. proceed with the election of the directors of the Corporation;
3. appoint and ratify the auditors of the Corporation and authorize the directors to fix their compensation;
4. approve the Corporation’s fixed number stock option plan; and
5. transact such other business as may properly come before the Meeting or any adjournment thereof.

The Management Proxy Circular and the proxy form (the “**Proxy**”) are appended hereto and, as such, form an integral part of this Notice.

Shareholders may exercise their rights by attending the Meeting or by completing the Proxy. If you are unable to attend the Meeting, please complete and sign the appended Proxy and return it promptly in the envelope provided for that purpose. Your shares will be voted in accordance with the instructions you have given in the proxy. Please note that the proxy will not be valid until it has been deposited at the offices of Computershare Investor Services Inc. (“**Computershare**”) at 1500 Robert-Bourassa Boulevard, Suite 700, Montréal, Québec H3A 3S8, or at 100 University Street, 8th Floor, Toronto, Ontario M5J 2Y1, no later than forty-eight (48) business hours preceding the Meeting or any adjournment thereof, unless it is delivered to the Chairman of the Meeting before the commencement of the Meeting or adjournment. A person appointed as proxyholder need not be a shareholder of the Corporation.

Notice is also hereby given that the Corporation's Board of Directors has fixed the record date for the Meeting at the close of business on March 14, 2022 (the "**Record Date**"). Only holders of Common Shares as of the Record Date will be entitled to receive notice of the Meeting. Shareholders at the Record Date will be entitled to vote their shares at the Meeting, unless any such shareholder transfers his/her shares after the Record Date, in which case the transferee of such shares will be entitled to vote such shares at the Meeting if the transferee establishes that he owns said shares and requests, no later than ten (10) days prior to the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting.

Signed in L'Assomption, Québec, March 14, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) Jean-Luc Landry

Jean-Luc Landry,
Chairman of the Board

Attachments :

Proxy Circular
Proxy
Annual Financial Statements and Management Discussion and Analysis
Reply Envelop

Si vous préférez recevoir une copie en français, veuillez écrire au Secrétaire de la Société :

*Terranueva Corporation
1002-3030 Boul. Le Carrefour
Laval, QC, H7T 2P5
Canada*