

# **Terranueva Corporation**

(formerly Axe Exploration Inc.)

Unaudited Interim Consolidated Financial Statements

**Three month and Nine month ended June 30, 2019**

(expressed in Canadian dollars)

The attached financial statements have been prepared by  
Management of Terranueva Corporation and have not been reviewed  
by the auditor

**Terranueva Corporation**  
**Interim Consolidated Statement of Financial Position**  
**(unaudited)**  
**As at June 30, 2019 and September 30, 2018**

(expressed in Canadian dollars)

	Note	June 30, 2019	September 30, 2018
<b>Assets</b>			
<b>Current assets</b>			
Cash	6	1,121,219	1,002,942
Advances, no interest or maturity		1,061,491	500,000
Prepaid expenses		51,876	3,780
Biologicals assets	7	45,957	-
Sales taxes recoverable		208,512	66,310
<b>Total current assets</b>		<u>2,489,055</u>	<u>1,573,032</u>
<b>Non-current assets</b>			
Construction in progress		313,692	214,444
Property, plant and equipment	8	692,316	-
Rights of use	9	2,846,717	2,892,098
<b>Total non-current assets</b>		<u>3,852,725</u>	<u>3,107,542</u>
<b>Total assets</b>		<u>6,341,780</u>	<u>4,680,574</u>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		379,487	170,299
Lease obligation	9	22,081	22,081
Debentures	10	-	1,005,302
<b>Total current liabilities</b>		<u>401,568</u>	<u>1,197,682</u>
<b>Non-current liabilities</b>			
Lease obligation	9	2,923,765	2,938,222
Debentures	10	305,658	953,015
<b>Total non-current liabilities</b>		<u>3,229,423</u>	<u>3,891,237</u>
<b>Total liabilities</b>		<u>3,630,991</u>	<u>5,088,919</u>
<b>Shareholders' Equity</b>			
Share capital	13	7,131,736	9
Conversion options		-	150,865
Contributed surplus		358,675	-
Deficit		(4,779,622)	(559,219)
		<u>2,710,789</u>	<u>(408,345)</u>
		<u>6,341,780</u>	<u>4,680,574</u>
<b>Going concern</b>	2		

The accompanying notes are an integral part of these financial statements.

# Terranueva Corporation

## Interim Consolidated Statement of Changes in Equity

(unaudited)

For the 9-month period ended June 30, 2019 and the 215-days period ended June 30, 2018

(expressed in Canadian dollars)

	Number of shares	Contributed surplus				Deficit	Total
		Common shares	Conversion options	surplus			
		\$	\$	\$	\$	\$	
<b>Opening balance</b>		-	-	-	-	-	
Loss and comprehensive loss for the period		-	-	-	(197,496)	(197,496)	
Share issuance	16,077,395	9	-	-	-	9	
<b>Balance as at June 30, 2018</b>	16,077,395	9	-	-	(197,496)	(197,505)	
<b>Balance at September 30, 2018</b>	16,077,395	9	150,865	-	(559,219)	(408,345)	
Loss and comprehensive loss for the period	-	-	-	-	(4,220,403)	(4,220,403)	
Issuance of convertible debenture	-	-	501	-	-	501	
Issuance of shares as settlement of the convertible debenture	6,515,937	1,984,539	(151,366)	-	-	1,833,173	
Deemed issuances to investors of Axe Exploration Inc. as part of the Reverse Takeover (Note 5)							
• Common shares	3,933,293	1,966,645	-	-	-	1,966,645	
• Stock options	-	-	-	113,675	-	113,675	
Issuance of shares as finder fees (Note 5)	1,250,000	625,000	-	-	-	625,000	
Issuance of shares under a concurrent private placement	4,620,000	2,310,000	-	-	-	2,310,000	
Issuance of shares under right exercise	435,536	278,743	-	-	-	278,743	
Issuance of shares under broker-warrants exercise	12,800	6,400	-	-	-	6,400	
Grant of options	-	-	-	245,000	-	245,000	
Share issuance costs	-	(39,600)	-	-	-	(39,600)	
<b>Balance as at June 30, 2019</b>	32,844,961	7,131,736	-	358,675	(4,779,622)	2,710,789	

The accompanying notes are an integral part of these financial statements.

# Terranueva Corporation

## Interim Consolidated Statement of Loss and Comprehensive Loss

(unaudited)

For the 9-month period ended June 30, 2019 and the 215-days period ended June 30, 2018

(expressed in Canadian dollars)

	For the three months ended		For the nine months ended	
	June 30,	June 30,	June 30,	June 30,
Note	2019	2018	2019	2018
	\$	\$	\$	\$
Cost of production	137,249	-	137,249	-
Fair value variation on biological assets	7 (16,963)	-	(16,963)	-
	<u>120,286</u>	<u>-</u>	<u>120,286</u>	<u>-</u>
<b>Gross margin</b>	(120,286)	-	(120,286)	-
<b>Expenses</b>				
Professional fees	109,997	70,562	405,791	115,158
Stock-based Compensation	13 -	-	245,000	-
Salaries & benefits	228,470	-	508,505	-
Amortization of rights of use	15,127	-	45,381	-
Depreciation of property, plant and equipment	478	-	1,434	-
General and administrative expenses	79,518	34,935	269,193	81,146
Financing cost	12 76,729	160	254,892	1,192
Listing expenses	5 -	-	2,375,343	-
	<u>-</u>	<u>-</u>	<u>2,375,343</u>	<u>-</u>
<b>Operating loss</b>	(630,605)	(105,657)	(4,225,825)	(197,496)
<b>Interest income</b>	4,805	-	5,422	-
	<u>4,805</u>	<u>-</u>	<u>5,422</u>	<u>-</u>
<b>Loss and comprehensive loss for the period</b>	<u>(625,800)</u>	<u>(105,657)</u>	<u>(4,220,403)</u>	<u>(197,496)</u>
<b>Loss per share, basic and diluted</b>	<u>(0,02)</u>	<u>(0,01)</u>	<u>(0.13)</u>	<u>(0.01)</u>

The accompanying notes are an integral part of these financial statements.

# Terranueva Corporation

## Interim consolidated Statement of Cash Flows

(unaudited)

For the 9-month period ended June 30, 2019 and the 215-days period ended June 30, 2018

(expressed in Canadian dollars)

		For the three months ended		For the nine months ended	
	Note	June 30, 2019 \$	June 30, 2018 \$	June 30, 2019 \$	June 30, 2018 \$
<b>Cash flows provided by (used in)</b>					
<b>Operating activities</b>					
Loss and comprehensive loss for the period		(625,800)	(105,657)	(4,220,403)	(197,496)
Adjustments for					
Non-cash components of listing expenses	5	-	-	2,209,518	-
Stock-based Compensation		-	-	245,000	-
Interest on lease obligation and convertible debentures		76,729	-	255,152	-
Depreciation of property, plant and equipment	8	478	-	1,434	-
Amortization of rights of use	9	15,127	-	45,381	-
		<u>(533,466)</u>	<u>(105,657)</u>	<u>(1,463,918)</u>	<u>(197,496)</u>
Change in non-cash working capital items	11	<u>76,117</u>	<u>-</u>	<u>233</u>	<u>-</u>
		<u>(459,349)</u>	<u>(105,657)</u>	<u>(1,463,695)</u>	<u>(197,496)</u>
<b>Investing activities</b>					
Cash acquired through the acquisition of Axe Exploration inc.	5	-	-	424,695	-
Increase in advances		-	-	(561,491)	-
Acquisition of property, plant and equipment		<u>(188,533)</u>	<u>-</u>	<u>(748,181)</u>	<u>-</u>
		<u>(188,533)</u>	<u>-</u>	<u>(884,977)</u>	<u>-</u>
<b>Financing activities</b>					
Share issuance	5	6,400	-	2,316,400	9
Exercise of Right offer		-	-	278,743	-
Share issuance expenses	5	-	-	(39,600)	-
Leases payments		(67,499)	-	(155,221)	-
Convertible debenture issuance		-	600,000	66,627	700,000
		<u>(61,099)</u>	<u>600,000</u>	<u>2,466,949</u>	<u>700,009</u>
<b>Net change in cash</b>		<u>(706,981)</u>	<u>494,343</u>	<u>118,277</u>	<u>(502,513)</u>
Cash, beginning of the period		<u>1,828,200</u>	<u>8,171</u>	<u>1,002,942</u>	<u>-</u>
<b>Cash, end of period</b>		<u>1,121,219</u>	<u>502,495</u>	<u>1,121,219</u>	<u>502,495</u>

The accompanying notes are an integral part of these financial statements.

# **Terranueva Corporation**

## **Notes to unaudited interim consolidated financial statements**

**June 30, 2019**

(expressed in Canadian dollars)

### **1 Description of operations**

Terranueva Corporation (formerly Axe Exploration Inc.) (the “Corporation”) was incorporated under the Canada Business Corporations Act on October 17, 2007. On December 14, 2018, in conjunction with a reverse takeover, the Corporation changed its name from Axe Exploration Inc. to Terranueva Corporation. Its head office is located at 255 Curé-Labelle, suite 204, Laval, Quebec, Canada. The Corporation aims to become a producer of cannabis for medical and recreational purposes.

### **2 Basis of presentation and going concern**

These condensed interim consolidated financial statements (“financial statements”) have been prepared on a going concern basis.

To date, the Corporation has not generated any income, accumulating a deficit of \$4,779,622, and is considered to be in start-up phase. The Corporation’s ability to continue as a going concern depends on whether it can realize its assets and obtain new funds. Even though it has managed in the past to obtain the necessary funds by issuing debentures and share issuance and expects to use capital funding in the future, there is no assurance it will be successful in the future. The application of International Financial Reporting Standards (IFRS) on a going concern basis may be inappropriate, as there is significant doubt about the validity of the assumption.

These financial statements do not take into account the adjustments that should be made to the carrying amount of the assets and liabilities, the amounts reported as revenues and expenses, and the classification of the items on the statement of financial position if the going concern basis was not valid, and such adjustments could be significant. Management did not take these adjustments into account, as it believes in the validity of the going concern assumption.

The Corporation uses judgments and estimates involving critical accounting policies. It also requires management to exercise judgment in applying the accounting policies used by the Corporation, as set out in note 3.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 - inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs are unobservable inputs for the asset or liability

# **Terranueva Corporation**

## **Notes to unaudited interim consolidated financial statements**

**June 30, 2019**

(expressed in Canadian dollars)

### **3 Significant accounting policies**

#### **Statement of compliance**

These financial statements have been prepared in accordance with the IFRS, as issued by the International Accounting Standards Board (IASB) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. Accordingly, the Financial statement do not include all of the information and footnotes required by IFRS for complete financial statements for the year-end purposes.

The Financial Statements were approved by the Corporation’s Board of Directors on August 27, 2019.

#### **Basis of preparation**

The Financial Statements should be read in conjunction with the financial statements for the initial 10-month period ended September 30, 2018 of Terranueva Pharma Corporation, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies, methods of computation and presentation applied in the Financial Statements are consistent with those of Terranueva Pharma Corporation’s previous financial statements for the initial 10-month period ended September 30, 2018, except for the policies described below.

##### **a) Consolidation**

The Financial Statements include the accounts of the Corporation since December 14, 2018 and those of its wholly-owned subsidiary Terranueva Pharma Corporation. All intra-group transactions, balances, income and expenses are eliminated during consolidation.

##### **b) Issuance of units**

Proceeds from unit placements are allocated between shares and warrants issued using the residual value to determine the value of warrants issued.

##### **c) Equity-settled share-based compensation**

The Corporation offers an equity settled share-based compensation plan for its eligible directors, officers, employees and consultants. Each award is considered a separate award with its own vesting periods and fair value. Fair value is measured at the date of grant using the Black-Scholes option pricing model.

Any consideration paid on exercise of share options is credited to share capital. None of the Corporation's plans feature any options for a cash settlement. The accumulated expenses resulting from stock options are transferred to share capital when the options are exercised.

All equity settled share-based compensation are ultimately recognized as an expense in the statement of income (loss) with a corresponding credit to stock options, in equity.

# **Terranueva Corporation**

## **Notes to unaudited interim consolidated financial statements**

**June 30, 2019**

(expressed in Canadian dollars)

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options or warrants expected to vest. Non-market vesting conditions are included in assumptions about the instruments that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of instruments expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period.

### **d) Biologicals assets**

The Company measures biological assets consisting of cannabis plants using the income approach at fair value less costs to sell up to the point of harvest, which becomes the basis for the cost of finished goods inventories after harvest. The Company capitalizes all the direct and indirect costs as incurred related to the biological transformation of the biological assets between the point of initial recognition and the point of harvest including labour related costs, grow consumables, materials, utilities, facilities costs, depreciation, overhead, stock-based compensation of applicable employees, quality and testing costs. The identified capitalized direct and indirect costs of biological assets are subsequently recorded within the line item 'costs of goods sold' on the statement of loss and comprehensive loss in the period that the related product is sold. Seeds are measured at fair value. Unrealized gains or losses arising from changes in fair value less cost to sell during the period are included in the results of operations and presented on a separate line of statement of comprehensive loss of the related period.

## **4 Critical accounting estimates and judgements**

The preparation of financial statement in accordance with IFRS requires the Corporation to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The Corporation also makes estimates and assumptions concerning the future. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

In preparing the Financial Statements, the significant judgements made by management in applying the Corporation's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the Corporation's audited financial statement for the year ended September 30, 2018, as well as the new element described in note 3.

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 5 Reverse takeover and related transactions

On December 14, 2018, in connection with an agreement between the Corporation and Terranueva Pharma Corporation ("Pharma"):

- The Corporation completed a consolidation of its common share on a 16:1 basis with related adjustments to its outstanding share purchase options, following which 3,933,290 post-consolidation shares of the Company were outstanding;
- The Corporation completed a private placement for the aggregate gross proceeds of \$2,310,000. Under this private placement, the Corporation issued 4,620,000 units at a price of \$0.50 per unit. Each unit was comprised of one common share and  $\frac{1}{2}$  common share purchase warrant, with each warrant being exercisable for 18 months from the closing date of the private placement at an exercise price of \$0.65. From the total proceeds received from the units, \$2,310,000 has been allocated to share capital and a value of nil was allocated to the warrants based on the residual value using the stock price at the closing date. The Corporation paid a finder fee of \$38,150 in connection with this private placement.
- The shareholders of Pharma received one post-consolidation common share of the Corporation in exchange for each one common share of Pharma held. Finder fees consisting of the issuance of 1,250,000 common shares was paid to an arm's-length party.

For accounting purposes, this transaction is considered to be a reverse takeover of the Corporation by Pharma, whereby Pharma acquired control of the Corporation through the issuance through the deemed issuance of 3,933,290 common shares (on a post consolidation basis) to the Corporation's shareholders based on the Corporation's net assets as at December 14, 2018. Consequently, these financial statements reflect only the assets, liabilities, operations and cash flows of Pharma for dates and periods prior to December 14, 2018 and include the Corporation's assets and liabilities since December 14, 2018.

The transaction and financing described above together constitute the Corporation's Qualifying Transaction within the meaning of the policies of the Canadian Stock Exchange.

The transaction constitutes a reverse takeover of the Corporation but does not meet the definition of a business combination under IFRS 3 Business Combinations. Accordingly, the reverse takeover transaction is accounted for in accordance with IFRS 2 Share-based payment.

In accordance with IFRS 2, equity instruments issued were recognized at fair value of net assets acquired and services received. Services received by the Corporation consist in the listing of the Corporation on the Exchange and are measured at the amount of the excess of the fair value of equity instruments issued by the Corporation at the time of the transaction over the Corporation's net assets acquired. The transaction with the Corporation is thus recognized in substance as if Pharma had proceeded to the issuance of shares and stock options to acquire the Corporation's net assets.

**Terranueva Corporation**  
Notes to unaudited interim consolidated financial statements  
**June 30, 2019**

(expressed in Canadian dollars)

The acquisition has been accounted for as follows:

<b>Consideration paid</b>	<b>\$</b>
3,933,290 common shares deemed issued to the Corporation's existing shareholders <sup>(1)</sup>	1,966,645
1,250,000 common shares issued as finders fees	625,000
400,000 options for common share deemed issued to the Corporation's existing option holders <sup>(2)</sup>	113,675
Transaction costs paid in cash	<u>259,246</u>
	<u>2,964,566</u>
<b>Net assets acquired</b>	
Net assets of the Corporation as at December 14, 2018	<u>589,223</u>
<b>Listing expenses</b>	<u><b>2,375,343</b></u>

- (1) Based on the number of Corporation's outstanding common shares as at December 14, 2018. The price of the common shares was based on the pricing of the concurrent private placement.
- (2) Based on the number of Corporation's outstanding stock options as at December 14, 2018. The fair value of the common share options was calculated using a Black & Scholes model using the following assumptions: risk-free interest average rate of 2.48%, expected dividend yield of 0%, expected volatility on the stock of 100% and expected life of approximately 3 to 10 years in line with the original maturity of the common shares options. The expected volatility was estimated by benchmarking comparable situations for companies that are similar to the Corporation.

**6 Cash**

	<b>June 30, 2019</b>	<b>September 30, 2018</b>
	<b>\$</b>	<b>\$</b>
Cash on hand	1,015,410	15,120
Cash held in trust	<u>105,809</u>	<u>987,822</u>
	<u>1,121,219</u>	<u>1,002,942</u>

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 7 Biological assets

The Company's biological assets consist of cannabis plants from seeds all the way through to mature plants. The changes in the carrying value of biological assets are as follows:

	For the three months ended		For the nine months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
	\$	\$	\$	\$
Opening net book value	-	-	-	-
Production costs capitalized	25,994	-	25,994	-
Net increase in fair value due to biological transformation less cost to sell	16,963	-	16,963	-
<b>Closing net book value</b>	<b>45,957</b>	<b>-</b>	<b>45,957</b>	<b>-</b>

As at June 30, 2019, the fair value of biological assets included \$479 in seeds and \$45,478 in cannabis plants (nil in 2018). The significant estimates used in determining the fair value of cannabis plants are as follows:

- yield by plant;
- stage of growth estimated as the percentage of costs incurred as a percentage of total cost as applied to the estimated total fair value per gram (less fulfilment costs) to arrive at an in-process fair value for estimated biological assets, which have not yet been harvested;
- percentage of costs incurred for each stage of plant growth.
- fair value selling price per gram less cost to complete and cost to sell.
- destruction/wastage of plants during the harvesting and processing process.

All biological assets are classified as current assets in the statement of financial position and are considered Level 3 fair value estimates. As at June 30, 2019, it is expected that the Company's biological assets will yield approximately 45 kilograms of cannabis (nil in 2018). The Company's estimates are, by their nature, subject to change. Changes in the anticipated yield will be reflected in future changes in the fair values of biological assets.

The valuation of biological assets is based on an income approach in which the fair value at the point of harvesting is estimated based on selling prices less the costs to sell. For in process biological assets, the fair value at point of harvest is adjusted based on the stage of growth at period end. Stage of growth is determined by reference to the cost incurred as a percentage of total cost as applied to estimated total fair value per gram (less fulfilment costs) to arrive at an in-process fair value for estimated biological assets, which have not yet been harvested.

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

Management's identified significant unobservable inputs, their range of values and sensitivity analysis are presented in the tables below. The following table summarizes the unobservable inputs for the period ended June 30, 2019:

Unobservable inputs	Input values	Sensitivity analysis
<b>Average selling price</b> Obtained through retail prices on a per strain basis.	\$4 per dried gram	An increase or decrease of 5% applied to the average selling price would result in a change of approximately \$9,160 \$ to the valuation.
<b>Yield per plant</b> Obtained through historical harvest cycle results on a per strain basis.	92 to 184 grams per plant.	An increase or decrease of 5% applied to the average yield per plant would result in a change up to approximately \$9,160 in valuation
<b>Stage of growth</b> Obtained through the estimates of stage of completion within the harvest cycle.	Average of 80 % completion.	An increase or decrease of 5% applied to the average stage of growth per plant would result in a change of approximately \$11,335 in valuation.
<b>Wastage</b> Obtained through the estimates of wastage within the cultivation and production cycle.	3 %- 30 % dependent upon the stage within the harvest cycle.	An increase or decrease of 5% applied to the wastage expectation would result in a change of approximately \$9,160 in valuation.

As this is the first harvest of the Company, there is no unobservable data for 2018.

## 8 Property, plant and equipment

	For the three months ended		For the nine months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Opening net book value	\$ 533,052	\$ -	\$ 478,242	\$ -
Additions	119,742	-	215,508	-
Amortization expense for the quarter	(478)	-	(1,434)	-
<b>Closing net book value</b>	<b>692,316</b>	<b>-</b>	<b>692,316</b>	<b>-</b>

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 9 Rights of use and lease obligation

- i) Amounts recognized on the statement of financial position

The statement of financial position presents the following amounts relative to leases:

	June 30, 2019 \$	September 30, 2018 \$
<b>Rights of use</b>		
Land	799,486	799,486
Building	<u>2,047,231</u>	<u>2,092,612</u>
	<u>2,846,717</u>	<u>2,892,098</u>
<b>Lease obligation</b>		
Current liabilities	22,081	22,081
Non-current liabilities	<u>2,923,765</u>	<u>2,938,222</u>
	<u>2,945,846</u>	<u>2,960,303</u>

- ii) Amounts recognized on the statement of loss and comprehensive loss

The statement of loss and comprehensive loss presents the following amounts relative to leases:

	For the nine months ended June 30, 2019	September 30, 2018
Amortization expense for rights to use building	<u>15,127</u>	<u>25,212</u>
Interest expense for lease obligation	<u>60,031</u>	<u>99,992</u>

- iii) Operations and recognition of leases

The rights of use reflect rights to use land and a building held under a lease for a 10-year term under which the Corporation has purchase options that may be exercised at any time since the signing of the lease, options that the Corporation intends to exercise during fiscal 2020. In this regard, the rights to use the land are not amortized, while the rights to use the building are amortized over an estimated life of 35 years.

Lease obligation is calculated at an interest rate of 8.20% for a period initially estimated at 24 months, ending April 30, 2020, the intended date for the exercise of the option to purchase.

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 10 Debentures

	June 30, 2019 \$	September 30, 2018 \$
Par value of \$100,000, bearing interest at an annual rate of 10%, maturing in October 2018 <sup>(1)</sup>	-	100,000
Par value of \$892,500, bearing interest at an annual rate of 10%, convertible at the holder's option into 21,081 common shares, maturing in November 2018 <sup>(2)</sup>	-	905,302
Par value of \$366,667 (\$1,100,000 as at September 30, 2018), bearing interest at an annual rate of 7%, maturing in January 2020 <sup>(3)</sup>	305,658	953,015
	<u>305,658</u>	<u>1,958,317</u>
Current portion	-	1,005,302
	<u>305,658</u>	<u>953,015</u>

- (1) Debentures retractable at any time at the Corporation's option at par value plus accrued interest. These debentures are convertible into 2,250 common shares at the holder's option only in the event of default by the Corporation or if the Corporation exercises its right of retraction. These debentures are unsecured. These debentures were converted on October 11, 2018.
- (2) The liabilities are discounted at a rate of 20%. These debentures are secured by present and future assets. These debentures, par value of \$1,000,000 were converted into 22,500 shares on November 23, 2018.
- (3) One third of the par value has been automatically converted into 8,250 common shares, which was converted on November 23, 2018, and one third of the par value has been converted into 1,466,667 common shares on February 14, 2019. The last third is not convertible. The liabilities are discounted at a rate of 21%. These debentures are unsecured.

The Corporation did not incur any transaction costs for the issuance of these convertible debentures.

### 11 Changes in non-cash working capital items

	For the three months ended		For the nine months ended	
	June 30, 2019 \$	June 30, 2018 \$	June 30, 2019 \$	June 30, 2018 \$
Prepaid expenses	22,452	-	(44,333)	-
Amounts receivable	1,600	-	-	-
Sales taxes recoverable	177,477	-	(138,292)	-
Stocks	(42,963)	-	(45,957)	-
Accounts payable and accrued liabilities	(82,450)	-	227,805	-
	<u>76,116</u>	<u>-</u>	<u>223</u>	<u>-</u>

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 12 Financing cost

	For the three months ended		For the nine months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
	\$	\$	\$	\$
Interest on convertible debentures	16,698	-	114,487	-
Interest on lease obligation	60,031	-	140,405	-
	<u>76,729</u>	<u>-</u>	<u>254,892</u>	<u>-</u>

### 13 Share Capital

#### Authorized

An unlimited number of common shares

Changes in Company Class "A" capital stock were as follows:

#### Warrants

Changes in Company warrants were as follows :

	Number	June30, 2019 Weighted average exercise price \$	Number	September 30, 2018 Weighted average exercise price \$
Opening balance				
Granted	2,310,000	0,65	-	-
Closing balance	<u>2,310,000</u>	<u>0,65</u>	<u>-</u>	<u>-</u>

The Company issued on December 14, 2018, 2,310,000 of warrants at the exercise price of \$0.65 for 18 months.

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### Brokers Warrants

Changes in Company Brokers warrants were as follows :

	Number	June 30, 2019 Exercise price \$	Number	September 30, 2018 Exercise price \$
<b>Opening balance</b>				
Granted	78,080	0,50	-	-
Exercised	12,800	0,50	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Closing balance</b>	<b>65,280</b>	<b>0,50</b>	-	-

The Company issued on December 14, 2018, 78,080 of warrants at the exercise price of \$0.50 for 18 months. During of the three-month period ended June 30, 2019, 12,800 warrants were exercised at a price of \$0,50 for a proceed of \$6,400 and the issuance of 12,800 shares.

### Share Purchase Options

The Company has established a stock option plan (the "plan") pursuant to which options to purchase shares may be granted to certain officers, directors, employees and consultants as well as suppliers of the Company.

	Number	June 30, 2019 Weighted average exercise price \$	Number	September 30, 2018 Weighted average exercise price \$
<b>Opening balance</b>				
Granted	2,625,000	0,59	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Closing balance</b>	<b>2,625,000</b>	<b>0,59</b>	-	-

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

The following table summarizes the information relating to the share purchase options granted under the plan.

Options Outstanding as at June 30, 2019	Weighted average remaining contractual life	Exercise price \$	Expiry date
150,000	2,6	\$0.50	February 4, 2022
68,750	3,7	\$1.60	March 27, 2023
75,000	4,6	\$0.80	January 21, 2024
68,750	5,6	\$0.80	March 25, 2025
62,500	7,6	\$0.80	March 29, 2027
125,000	8,5	\$1.20	January 10, 2028
2,075,000	9,7	\$0.50	February 4, 2029
<b>2,625,000</b>			

### Share-based compensation

For the three- months period ended June 30, 2019 there is no equity-based compensation. For the nine-months periods ended June 30, 2019, the Company recorded an equity-based compensation expense of \$245,000 (nil for each of the corresponding periods ended June 30, 2018). To determine the amount of equity-based compensation, the Company used the Black-Scholes Option Valuation Model to establish the fair value of the allocated options and applied the following assumptions:

Assumptions	March 31, 2019
Exercise price	\$0.50
Risk free interest rate	2.75%
Estimated life expectancy	10 years
Volatility	76%

# Terranueva Corporation

## Notes to unaudited interim consolidated financial statements

June 30, 2019

(expressed in Canadian dollars)

### 14 Related party disclosures

#### Remuneration of key management personnel

The key management personnel consist of the four individuals with authority and responsibility, direct or indirect, for the planning, orientation and control of the Corporation's operations. They include the senior executives and directors of the Corporation.

The remuneration given to the key management personnel is as follows:

	For the three months ended		For the nine months ended	
	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
	\$	\$	\$	\$
Fees and salaries	154,985	70,562	404,486	115,158

These transactions are in the normal course of business and are measured at the exchange amount, which is the consideration established and agreed upon by the related parties.

During the nine-month period ended June 30, 2019, the Corporation paid general and administrative expenses totalling \$0 (\$5,050 for the 215-days period ended June 30, 2018) to a company controlled by a director. These transactions are in the normal course of business and are measured at the exchange amount, which is the consideration established and agreed upon by the related parties.