

**Form 45-106F6**

***British Columbia Report of Exempt Distribution***

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

**Issuer/underwriter information**

**Item 1: Issuer/underwriter name and contact information**

A. State the following:

- the full name of the issuer of the security distributed. Include the former name of the issuer if its name has changed since this report was last filed;
- the issuer's website address; and
- the address, telephone number and email address of the issuer's head office.

**Terramera, Inc. (the "Company")**

**164 West 5th Avenue**

**Vancouver, BC V5Y 1H7**

**Canada**

**www.terramera.com**

**Ph: 604-639-9600**

**info@terramera.com**

B. If an underwriter is completing this report, state the following:

- the full name of the underwriter;
- the underwriter's website address; and
- the address, telephone number and email address of the underwriter's head office.

**Item 2: Reporting issuer status**

A. State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

**The Company is not a reporting issuer.**

B. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, name the investment fund manager and state the jurisdiction(s) where it is registered.

**Item 3: Issuer's industry**

Indicate the industry of the issuer by checking the appropriate box below.

☐ Bio-tech

Mining

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

☐ exploration/development

☐ production

☐ Oil and gas

☐ Real estate

☐ Utilities

☒ Other (describe)

Making high performance bio  
pesticides and plant health products

**Item 4: Insiders and promoters of non-reporting issuers**

If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

If the issuer is not a reporting issuer in any jurisdiction of Canada, complete the following table by providing information about each insider and promoter of the issuer. If the insider or promoter is not an individual, complete the table for directors and officers of the insider or promoter.

Information about insiders and promoters			
Full name, municipality and country of principal residence	All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities)	Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution	Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$)
Karn Manhas Vancouver, Canada	Director, Officer, more than 50% holder of voting securities	35,940,000 Common shares <sup>1, 2</sup> , 122,549 Series 1 Class A Preferred shares & 28,038 Common Share Purchase Warrants <sup>3</sup>	\$2,410.00
Fred Green Calgary, Canada	Director	1,869,158 Series 2 Class A Preferred shares & 1,869,158 Common Share Purchase Warrants <sup>4</sup>	\$999,999.53
Keith Spencer Vancouver, Canada	Director	nil	nil
G. David Richardson Vancouver, Canada	Director	500,000 Series 2 Class A Preferred & 500,000 Common Share Purchase Warrants	\$267,500.00
Hugues Rialan Switzerland	Director	235,000 Series 2 Class A Preferred & 235,000 Common Share Purchase Warrants	\$125,725.00

Eric Patel Vancouver, Canada	Director	46,729 Series 2 Class A Preferred shares & 49,729 Common Share Purchase Warrants	\$25,000.00
Adam Menzies Vancouver, Canada	Officer	12,255 Series 1 Class A Preferred shares & 2,804 Common Share Purchase Warrants <sup>5</sup>	nil

<sup>1</sup> 5,940,000 Common shares held indirectly through The Terramera Employee and Advisor Trust .

<sup>2</sup> 6,000,000 Common shares were issued at no cost under an Option to Purchase Agreement.

<sup>3</sup> Upon the conversion of Convertible Debenture in the amount of \$50,000, 122,549 Series 1, Class A Preferred shares and 28,038 Common Share Purchase Warrants were issued in payment therefore at no additional cost.

<sup>4</sup> 1,869,158 Series 2 Class A Preferred shares and 1,869,158 Common Share Purchase Warrants are held by Green Investments (VCC) Inc., a company 100% controlled by Fred Green.

<sup>5</sup> Upon the conversion of Convertible Debenture in the amount of \$5,000, 12,255 Series 1 Class A Preferred shares and 2,804 Common Share Purchase Warrants were issued to Adam Menzies in payment therefore at no additional cost.

## Details of distribution

### Item 5: Distribution date

State the distribution date. If this report is being filed for securities distributed on more than one distribution date, state all distribution dates.

**February 28, 2014**

### Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

**Units consisting of one Series 2 Class A Preferred share and one Common share purchase Warrant.**

**Units consisting of one Series 3 Class A Preferred share and one Common share purchase Warrant.**

**Series 2 Class A Preferred shares.**

- state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date; and

**1,326,458 Units consisting of an aggregate of 1,326,458 Series 2 Class A Preferred shares and 1,326,458 Common share purchase warrants. Each warrant is exercisable into one Common share in the capital of the Company at an exercise price of \$0.80 per Common share at any time on or before 2:00 p.m. on July 31, 2015, and at an exercise price of \$1.00 per Common share at any time after 2:00 p.m. on July 31 2015 up to and including 2:00 p.m. on July 31, 2016.**

**4,198,370 Units consisting of an aggregate of 4,198,370 Series 3 Class A Preferred shares and 4,198,370 Common share purchase warrants. Each warrant is exercisable into one Common share in the capital of the Company, at an exercise price of \$0.80 per Common share at any time on or before 2:00 p.m. on July 31, 2015, and at an exercise price of \$1.00 per Common share at any time after 2:00 p.m. on July 31 2015 up to and including 2:00 p.m. on July 31, 2016.**

**93,457 Series 2 Class A Preferred shares.**

**The 1,419,915 Series 2 Class A Preferred shares are convertible into Common shares of the Company pursuant to the special rights and restrictions contained in the Company's Articles.**

**The 4,198,370 Series 3 Class A Preferred shares are convertible into Common shares of the Company pursuant to the special rights and restrictions contained in the Company's Articles.**

- if the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, state the exemption(s) relied on. If more than one exemption is relied on, state the amount raised using each exemption.

#### **Item 7: Geographical information about purchasers**

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) <sup>1</sup>	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	6	\$0.535 - \$0.55	\$2,266,954.78
USA	5	\$0.55	\$349,803.85
Switzerland	2	\$0.55	\$352,000.00
Isle of Man	1	\$0.55	\$99,999.99
Total number of Purchasers	14		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$3,068,758.62

**Note 1:** If securities are issued at different prices list the highest and lowest price the securities were sold for.

## Item 8: Information about purchasers

### Instructions

A. If the issuer is an investment fund managed by an investment fund manager registered in a jurisdiction of Canada, do not complete this table.

B. Information about the purchasers of securities under the distribution is required to be disclosed in different tables in this report. Complete

- the following table for each purchaser that is not an individual, and
- the tables in Schedules I and II of this report for each purchaser who is an individual.

Do not include in the tables information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report.

C. An issuer or underwriter completing this table in connection with a distribution using the exemption in subparagraph 6.1(1)(j) [*TSX Venture Exchange offering*] of National Instrument 45-106 *Prospectus Exemptions* may choose to replace the information in the first column with the total number of purchasers, whether individuals or not, by jurisdiction. If the issuer or underwriter chooses to do so, then the issuer or underwriter is not required to complete the second column or the tables in Schedules I and II.

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Golden Properties Ltd. 500 - 1177 W. Hastings St., Vancouver, BC V6E 2K3 Att: Alexander Lau Ph: 604-689-1721		2,546,000 Units (2,546,000 Series 3 Class A Preferred shares & 2,546,000 Common share purchase warrants)	\$1,400,300.00	s. 2.3 of NI 45-106	2014-02-28
Bontebok Holdings Ltd. Box 10004 Pacific Centre 520 - 701 W. Georgia St. Vancouver, BC V7Y 1A1 Att: Gary Segal Ph: 604-687-1520		233,000 Units (233,000 Series 2 Class A Preferred shares & 233,000 Common share purchase warrants)	\$124,655.00	s. 2.3 of NI 45-106	2014-02-28

Information about non-individual purchasers					
Full name and address of purchaser and name and telephone number of a contact person	Indicate if the purchaser is an insider (I) of the issuer or a registrant (R)	Number and type of securities purchased	Total purchase price (Canadian \$)	Exemption relied on	Date of distribution (yyyy-mm-dd)
Robin Estates LLC Alma House, 7 Circular Rd., Douglas, Isle of Man IM1 1AF Att: Jack Murphy Ph: 1.408.666.8786		181,818 Units (181,818 Series 3 Class A Preferred shares & 181,818 Common share purchase warrants)	\$99,999.99	s. 2.3 of NI 45-106	2014-02-28
The University of British Columbia #211 - 2386 East Mall Vancouver, BC V6T 1Z3 Att: Todd Farrell Ph: 604-836-0352		93,457 Series 2 Class A Preferred shares	\$50,000.00	s. 2.3 of NI 45-106	2014-02-28

## Commissions and finder's fees

### Item 9: Commissions and finder's fees

#### Instructions

A. Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution(s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include information about payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

B. If the securities being issued as compensation are or include convertible securities, such as warrants or options, add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Full name and address of the person being compensated	Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R)	Compensation paid or to be paid (cash and/or securities)				
		Cash (Canadian \$)	Securities			Total dollar value of compensation (Canadian \$)
			Number and type of securities issued	Price per security (Canadian \$)	Exemption relied on and date of distribution (yyyy-mm-dd)	
Contessa Capital Ltd. #13 - 3750 Edgemont Blvd North Vancouver, BC V7R 1P8 Attn: Melanie Clarence Ph: 604-649-5542		\$157,794.00	181,421 Common Share Purchase Warrants <sup>1</sup>		s. 2.3 of NI 45-106 2014-02-28	\$157,794.00

<sup>1</sup> The Common Share Purchase Warrants are exercisable at an exercise price of \$0.80 per Common share any time on or before 2:00 pm on July 31, 2015, and at an exercise price of \$1.00 per Common share at any time after 2:00 p.m. on July 31, 2015 up to and including 2:00 pm on July 31, 2016.

## Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: June 28, 2016

Terramera, Inc.

Name of issuer (please print)

Karn Manhas, Founder & CEO, 604-343-5553

Print name, title and telephone number of person signing

"Karn Manhas"

Signature

### *Instruction*

*The person certifying this report must complete the information in the square brackets by deleting the inapplicable word. For electronic filings, substitute a typewritten signature for a manual signature.*



**Item 10: Contact information**

State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

**IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.**

**Notice - Collection and use of personal information**

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, British Columbia V7Y 1L2  
Telephone: (604) 899-6500  
Toll free across Canada: 1-800-373-6393  
Facsimile: (604) 899-6581