

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")

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Vancouver, BC V5Y 1H7

Canada

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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

Financial Services

☐ investment companies and funds

☐ mortgage investment companies

☐ securitized products issuers

☐ Forestry

☐ Hi-tech

☐ Industrial

Mining

☐ 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	32,172,722 Common shares ^{1,2} 122,549 Series 1 Class A Preferred shares, 628,038 Common Share Purchase Warrants ^{3,4} , and 1 Promissory Note ⁵	\$502,403.66
Hugues Rialan Bernex, Switzerland	Director	235,000 Series 2 Class A Preferred, 415,000 Common Share Purchase Warrants ⁶ & 2 Promissory Notes ⁷	\$275,725.00

Alex Lau Vancouver, Canada	Director	186,916 Series 2 Class A Preferred shares, 2,546,000 Series 3 Class A Preferred shares, 5,882,916 Common Share Purchase Warrants ^{8,9} , 1 Promissory Note & 1 Credit Agreement ¹⁰	\$4,000,300.06
Fred Green Ladysmith, BC	Director	1,869,158 Series 2 Class A Preferred shares, 316,336 Common shares & 1,869,158 Common Share Purchase Warrants ¹¹	\$1,000,004.86
Keith Spencer Vancouver, Canada	Officer	12,000 Common shares ¹²	nil

¹ 2,172,722 Common shares held indirectly through The Terramera Employee and Advisor Trust.

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

³ 600,000 Common Share Purchase Warrants issued at no additional cost pursuant to Loan Agreement and Amended Loan Agreement.

⁴ 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 issued in payment therefore at no additional cost

⁵ 1 Promissory Note issued in the aggregate amount of \$500,000.

⁶ 180,000 Common Share Purchase Warrants issued at no additional cost pursuant to Loan Agreement and Amended Loan Agreement.

⁷ 2 Promissory Notes issued in the aggregate amount of \$150,000.

⁸ 186,916 Series 2 Class A Preferred shares, 2,546,000 Series 3 Class A Preferred shares and 5,882,916 Common Share Purchase Warrants held through Golden Properties Ltd. Alex Lau is a principal of Golden Properties Ltd.

⁹ 3,150,000 Common Share Purchase Warrants issued at no additional cost pursuant to Credit Agreement and Loan Agreement.

¹⁰ 1 Promissory Note issued in the aggregate amount of \$2,000,000, and 1 Credit Agreement in the amount of \$500,000. 1 Promissory Note and 1 Credit Agreement held through Golden Properties Ltd. Alex Lau is a principal of Golden Properties Ltd.

¹¹ 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.

¹² 12,000 Common shares issued from The Terramera Employee and Advisor Trust as compensation to director at no 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.

July 28, 2015

Item 6: Number and type of securities

For each security distributed:

- describe the type of security;

Secured Convertible Promissory Notes

- 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

9 Secured Convertible Promissory Notes in the aggregate amount of \$626,771.67 (the “Notes”).

Upon the Company’s next sale of any class or series of shares (in a single transaction or series of related transactions) occurring before the maturity date for an aggregate gross purchase price paid to the Company of not less than US\$10,000,000 (including the entire balance owing under all Notes) (the “Next Financing”), the principal of the Notes will convert into the Company’s shares that are sold by the Company in the Next Financing at (a) 80% of the price per share of the Next Financing, if such financing completes within six months of the distribution date; or (b) 75% of the price per share of the Next Financing, if such financing completes at any time six months after the distribution date. Provided, however, that the conversion price will not exceed \$0.52 per share.

- 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 \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
BC	3	\$24,636.19 - \$64,670.00 ²	\$121,641.19
USA	3	\$64,670.00 ²	\$194,010.00
Hong Kong	1	\$129,340.00 ²	\$129,340.00
Switzerland	2	\$38,802.00 - \$129,340.00 ²	\$168,142.00

Each Canadian and foreign jurisdiction where purchasers reside	Number of purchasers	Price per security (Canadian \$) ¹	Total dollar value raised from purchasers in the jurisdiction (Canadian \$)
Total number of Purchasers	9		
Total dollar value of distribution in all jurisdictions (Canadian \$)			\$613,133.19

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

Note 2: Secured Convertible Promissory Notes issued in US\$ and converted to CDN\$ using Bank of Canada noon exchange rate on July 28, 2015.

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)
IDC Medica, LLC 155 - 887 Great Northern Way Vancouver, BC V5T 4T5 Ph: 786.268.1359 Att: Pedro Morfin		1 Secured Convertible Promissory Note	\$64,670.00	s. 2.3 of NI 45-106	2015-07-28
Dr. Daniel Shu Inc. 10182 173rd Street Surrey, BC V5T 4T5 Ph: 604.939.7345		1 Secured Convertible Promissory Note	\$32,335.00	s. 2.3 of NI 45-106	2015-07-28

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)
Edvest Co. LLC 201 East Dilido Drive Miami, FL, USA, 33139 Ph: 305.75.4103 Att: Craig Edelstein		1 Secured Convertible Promissory Note	\$64,670.00	s. 2.3 of NI 45-106	2015-07-28
Dr. Kiran Manhas Inc. 207 April Road Port Moody, BC V3H 3V3 Ph: 514.758.3162		1 Secured Convertible Promissory Note	\$24,636.19	s. 2.5 of NI 45-106	2015-07-28

¹ Secured Convertible Promissory Note issued in US\$ and converted to CDN\$ using Bank of Canada noon exchange rate on July 28, 2015.

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)	

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