



## **Terra Nova Resources Enters Into Definitive Agreements to Acquire WellteQ Limited and CBDS Health Inc.**

**August 12, 2020 Vancouver, British Columbia:** Terra Nova Resources Inc. (CSE: TENO) (the “Company” or “TNR”), a resource issuer listed on the Canadian Securities Exchange (the “CSE”), is pleased to announce that it has entered into definitive agreements to acquire all of the outstanding shares of WellteQ Limited (“WellteQ”), a leading provider of corporate wellness solutions within the Asia Pacific market, and CBDS Health Inc. (“CBDS”), a company focused on the development of Internet of Medical Things connected patient applications for medical research, clinical trials and primary healthcare (the acquisition of WellteQ and CBDS being collectively referred to as the “Proposed Transaction”). The Proposed Transaction will constitute in a “fundamental change” of the Company under the rules and policies of the CSE.

### About WellteQ Limited

WellteQ is the leading provider of corporate wellness solutions within Asia Pacific. WellteQ has developed and grown the business on technology and data-driven smarts to communicate personalized wellness content to a user in order to coach healthy behavioral change. As an enterprise (business-to-business) model WellteQ has two main sectors of customers where they have secured large multinational brands as customers for their SaaS revenue. WellteQ white labels its technology for the consumer insurance policyholders for one of Australia’s largest private health insurers and for corporate insurance customers of Bupa (Australia). Direct services are offered to large employer customers including Toll Logistics, Willis Towers Watson APAC and Credit Suisse APAC. WellteQ is also about to launch to global employees of South East Asia’s largest bank, DBS Bank. and is also co-developing a mental health product for the customers of one of the world’s largest pharmaceutical companies, projected to launch in Q1-2021.

### About CBDS Health Inc.

CBDS is a privately held company focused on the development of Internet of Medical Things (IoMT) connected patient applications for medical research, clinical trials, and primary healthcare. CBDS has developed an IoMT platform enabling continuous biometric data capture from patients using real-time edge computing utilizing artificial intelligence, machine learning, neural networks and Natural Language Processing (NLP). The platform enables the digital health deployments with multiple wireless medical devices and solutions into hospital, clinical and remote locations.

The combination of WellteQ and CBDS is expected to fast track the expansion of WellteQ's current corporate wellness capabilities into condition management and clinical-care. This combination of prevention *plus* care greatly expands WellteQ's addressable markets and revenue per user across a broader spectrum of digital health and wellness.

### The Proposed Transaction

The Company intends to acquire WellteQ by way of an off market takeover pursuant to Australian laws. The Company has entered into a Bid Implementation Agreement dated August 11, 2020 (the "WellteQ Agreement"), pursuant to which the Company will make an offer to shareholders of WellteQ to acquire all of the outstanding ordinary shares of WellteQ in exchange for a total of 31,778,500 post-consolidation common shares of the Company (see description of proposed share consolidation, below), having an agreed value of CAD \$12,711,400.

Concurrent with the entry into the WellteQ Agreement, the Company has entered into an Amalgamation Agreement dated August 11, 2020 (the "CBDS Agreement") with CBDS and 1259724 B.C. Ltd. ("Newco"), the Company's wholly owned subsidiary formed for the purpose of completing the acquisition of CBDS. Pursuant to the terms of the CBDS Agreement, the Company will acquire all of the outstanding shares of CBDS by way of a three-cornered amalgamation, whereby CBDS will amalgamate with Newco and with the resulting amalgamated entity being a wholly owned subsidiary of the Company. As set forth in the CBDS Agreement, the Company will issue to the shareholders of CBDS a total of 32,145,069 post-consolidation common shares of the Company, having an agreed value of \$12,858,028.

In connection with the Proposed Transaction, it is expected that the Company will complete a consolidation of the Company's outstanding common shares on the basis of 0.2285 post-consolidation common shares for every 1 pre-consolidation common share.

The completion of the Proposed Transaction is subject to the satisfaction of a number of conditions, including but not limited to the following:

- a minimum of 90% of the shareholders of WellteQ accepting the Company's takeover bid offer;
- approval from the Australian Foreign Investment Review Board (FIRB);
- shareholders of the Company approving the Proposed Transaction pursuant to the rules and policies of the CSE;
- the shareholders of CBDS approving of the proposed three-cornered amalgamation with the Company and Newco;
- the completion by the Company of satisfactory due diligence investigations into the affairs of CBDS;
- completion of an equity financing for minimum gross proceeds of \$5,000,000 to be completed concurrent with the completion of the Proposed Transaction (the "Concurrent Financing"). It is

expected that the net proceeds from the Concurrent Financing will be used for working capital and general corporate purposes; and

- the approval of the Proposed Transaction by the CSE.

Upon completion of the Proposed Transactions, it is expected that the Company will change its name to “WellteQ Digital Health Inc.” and that the current directors and executive officers of the Company will resign and be replaced by nominees selected by WellteQ and CBDS.

“Over the last six years we’ve proven ourselves as industry innovators front running wearable integrated mental wellness for employees across Asia Pacific and being selected by Garmin as their preferred corporate partner in APAC in 2017 and Willis Towers Watson in 2020. We’re now bringing hyper-personalization to employees and insurance policy holders on mass and feel we’re in the perfect position to catapult with the exponential growth in global digital health industry,” said WellteQ Co-Founder and CEO Mr Scott Montgomery. “Our coaching nudges integrated with telehealth introduces patient and provider safety with digital health screening and virtual care opportunities that are so important during this pandemic and will be a new normal thereafter. The combination with CBDS Internet of Medical Things opens up a more concentrated preventative care model creating a value multiplier for our users and shareholders.”

#### Further Information

Further details about the Proposed Transaction and the Resulting Issuer will be filed on SEDAR under the Company’s profile at [www.sedar.com](http://www.sedar.com).

#### Trading Halt

Pursuant to the rules and policies of the CSE, it is expected that trading in the Company’s common shares will be halted and will remain halted until the completion of the Proposed Transaction or the provisions of the WellteQ Agreement and the CBDS Agreement are terminated. There can be no assurance that the Proposed Transaction will be completed on the terms proposed or at all.

#### Cautionary Note Regarding Forward-Looking Statements:

This news release contains statements that constitute “forward-looking statements.” Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Terra’s actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects,” “plans,” “anticipates,” “believes,” “intends,” “estimates,” “projects,” “potential” and similar expressions, or that events or conditions “will,” “would,” “may,” “could” or “should” occur.

Forward-looking statements in this document include, among others, statements relating to expectations regarding the completion of the Proposed Transaction (including all required approvals), the listing on the CSE, the Concurrent Financing, the Terra Nova Disposition, the business plans of the Resulting Issuer and other statements that are not historical facts. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: (a) that there is no assurance that the parties hereto will obtain the requisite director, shareholder and regulatory approvals for the Proposed Transaction; (b) there is no assurance that the Concurrent Financing will be completed or as to the actual offering price or gross proceeds to be raised in connection with the Concurrent Financing; (c) following completion of the Proposed Transaction, the Resulting Issuer may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable; (d) compliance with extensive government regulation; (e) domestic and foreign laws and regulations could adversely affect the Resulting Issuer's business and results of operations; (f) the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of the Resulting Issuer's securities, regardless of its operating performance; and (g) the impact of COVID-19.

The forward-looking information contained in this news release represents the expectations of Terra Nova as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Terra Nova undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. The Company's securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

*The CSE has not passed upon the merits of the Proposed Transaction and neither has approved nor disapproved the contents of this news release.*

*The CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.*

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