TERM SHEET

Tetra Bio-Pharma Inc.

Bought Deal Offering of Units

February 8, 2018

A preliminary short form prospectus containing important information relating to the securities described in this document has not yet been filed with the securities regulatory authorities in each of the provinces in Canada.

A copy of the preliminary short form prospectus is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the final short form prospectus has been issued. Copies of the preliminary prospectus may be obtained from Echelon Wealth Partners Inc. at ecm@echelonpartners.com.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus, final short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer:	Tetra Bio-Pharma Inc. (the "**Company**")
Offering:	Offering of 10,000,000 Units (the "**Units**" or each a "**Unit**") of the Company. Each Unit consists of one Class A common share in the Company (each a "**Common Share**") and one warrant (each warrant individually a "**Warrant**" and collectively the "**Warrants**"). Each Warrant will entitle the holder thereof to acquire one Common Share at a price of $1.30 for a period of 36 months from the Closing Date.
Amount:	$10,000,000
Issue Price:	$1.00 per Unit
Over-Allotment Option:	The Company has granted Echelon Wealth Partners Inc. ("**Echelon**") an option to purchase up to an additional 15% of the Units sold under the Offering, at the Issue Price, exercisable in whole or in part at any time for a period of 30 days after and including the Closing Date (the "**Over-Allotment Option**")
Use of Proceeds:	The net proceeds of the Offering will be used to advance the Company's Phase 3 trial for PPP001 and other clinical trials, to effect the repayment of indebtedness and for general corporate and working capital purposes.
Form of Underwriting:	Underwritten (bought-deal) offering by way of short form prospectus (the "**Short Form Prospectus**") subject to a formal underwriting agreement, including "due diligence" out, "material adverse change" out, "disaster" out, and "breach" out clauses up to and including the Closing.
Listing:	The Common Shares trade on the TSX Venture Exchange ("**TSXV**") under the symbol "TBP". Application will be made to list the Common Shares on the TSXV, which listing shall be a condition of closing.
Eligibility:	Eligible for RRSPs, RESPs, RRIFs, RDSPs, TFSAs and DPSPs.
Distribution:	The Offering will be by way of Short Form Prospectus (i) in all of the Provinces of

	Canada; and (ii) such other jurisdictions outside of Canada on a basis which does not require the qualification or registration of any of the Company's securities under domestic or foreign securities laws.
Underwriter:	Echelon Wealth Partners Inc.
Underwriting Fee:	Echelon shall be entitled to a cash commission equal to 7% of the gross proceeds of the Offering (including the Over-Allotment Option), which shall be payable on the Closing Date. Echelon shall also be granted broker warrants ("**Broker Warrants**") equal to 7% of the number of Units sold in the Offering (including the Over-Allotment Option). Each Broker Warrant will be exercisable into one Unit at the Issue Price for a period of 24 months from the Closing Date.
Closing Date:	On or about February 28, 2018, or such other date as the Company and Echelon may agree.