Tetra Bio-Pharma Announces Closing of Bought Deal Offering

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OTTAWA, ON / CNW / May 17, 2021 / Tetra Bio-Pharma Inc. (the "**Company**") (TSX:TBP) (OTCQB:TBPMF) (FRA:JAM1), a leader in cannabinoid-derived drug discovery and development, is pleased to announce it has closed its previously announced bought-deal public offering of units (the "**Units**") of the Company. A total of 25,000,000 Units of the Company were sold at a price of $0.40 per Unit, for aggregate gross proceeds to the Company of $10,000,000 (the "**Offering**"). The Offering was led by Echelon Wealth Partners Inc., and with a syndicate including Canaccord Genuity Corp. and Leede Jones Gable Inc.

Each Unit consisted of one common share (a "**Common Share**") in the capital of the Company and one Common Share purchase warrant (a "**Warrant**") of the Company. Each Warrant entitles the holder thereof to acquire one Common Share by paying an exercise price of $0.51 for a period of 24 months from the date of closing of the Offering.

The Toronto Stock Exchange has conditionally approved the listing of the Common Shares partially comprising the Units and the Common Shares issuable upon the exercise of the Warrants. Listing will be subject to the Company fulfilling all of the listing requirements of the Toronto Stock Exchange.

The Offering was completed pursuant to the Company's Canadian base shelf prospectus dated April 1, 2020 (the "**Base Shelf Prospectus**"). A prospectus supplement (the "**Prospectus Supplement**") dated May 12, 2021 relating to the Offering was filed in each of the provinces of Canada. Copies of the Prospectus Supplement and accompanying Base Shelf Prospectus are available under the Company's profile on SEDAR at www.sedar.com.

The Company intends to use the net proceeds of the Offering for clinical trials, working capital and general corporate purposes.

*The securities mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any U.S. state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.*

This press release does not constitute an offer to sell or a solicitation of any offer to buy the securities in the United States, in any province or territory of Canada or in any other jurisdiction. There shall be no sale of the securities in any jurisdiction in which an offer to sell, a solicitation of an offer to buy or sale would be unlawful.

About Tetra Bio-Pharma:
Tetra Bio-Pharma (TSX: TBP) (OTCQB: TBPMF) (FRA:JAM1), is a leader in cannabinoid-derived drug discovery and development with a FDA and a Health Canada cleared clinical program aimed at bringing novel prescription drugs and treatments to patients and their healthcare providers. Our evidence-based scientific approach has enabled us to develop a pipeline of cannabinoid-based drug products for a range of medical conditions, including pain, inflammation and oncology. With patients at the core of what we do,

Tetra Bio-Pharma is focused on providing rigorous scientific validation and safety data required for inclusion into the existing biopharma industry by regulators, physicians and insurance companies.

For more information visit: www.tetrabiopharma.com.

Neither the Toronto Stock Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Toronto Stock Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-looking statements

Some statements in this news release may contain forward-looking information. All statements, other than of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding the expected use of the proceeds of the Offering by the Company, and potential acquisitions and financings) are forward-looking statements. Forward-looking statements are generally identifiable by use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, without limitation, the inability of the Company to obtain sufficient financing to execute the Company's business plan; competition; regulation and anticipated and unanticipated costs and delays, the success of the Company's research and development strategies, including the success of this product or any other product, the applicability of the discoveries made therein, the successful and timely completion and uncertainties related to the regulatory process, the timing of clinical trials, the timing and outcomes of regulatory or intellectual property decisions and other risks disclosed in the Company's public disclosure record on file with the relevant securities regulatory authorities. Although the Company has attempted to identify important factors that could cause actual results or events to differ materially from those described in forward-looking statements, there may be other factors that cause results or events not to be as anticipated, estimated or intended. Readers should not place undue reliance on forward-looking statements. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities legislation.

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