

Terra Firma Capital Corporation Announces Common Share Consolidation

TORONTO, Sept. 23, 2019 -- Terra Firma Capital Corporation (TSX-V: TII) ("**Terra Firma**" or the "**Company**"), a real estate finance company, today announced that it is proceeding with its proposed consolidation (the "**Consolidation**") of its share capital on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. The Consolidation was previously approved by shareholders at a meeting held on June 17, 2019 and has been approved by the TSX Venture Exchange (the "**TSXV**").

The Board of Directors of the Company is of the opinion that it is in the best interests of the Company to consolidate the Common Shares at this time to enhance their marketability and liquidity as an investment.

Prior to the Consolidation, a total of 55,650,336 common shares in the capital of Terra Firma were issued and outstanding. Accordingly, once put into effect on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share, a total of approximately 5,565,033 common shares in the capital of Terra Firma are issued and outstanding. No fractional shares are being issued in connection with the Consolidation. The Consolidation became effective September 20, 2019.

The Company's common shares are expected to begin trading on the TSXV on a consolidated basis under the same trading symbol (TII) on or about September 24, 2019 at market open. The new CUSIP and ISIN numbers for the consolidated shares are 881002406 and CA8810024064, respectively. Shareholders who hold their shares through a securities broker or dealer, bank or trust company, will not be required to take any action with respect to the Consolidation.

A letter of transmittal will be mailed to the registered holders of the Company's common shares, requesting that those shareholders forward their pre-consolidation share certificates to the Company's transfer agent, Computershare Trust Company of Canada, to be exchanged for new share certificates representing their common shares on a post-consolidation basis. The letter of transmittal can be found under the Company's profile on SEDAR at www.sedar.com.

The Consolidation will also affect the Company's issued warrants and granted stock options and deferred share units at the effective date. At the time of the Consolidation, the exercise price and number of shares purchasable pursuant to all outstanding warrants and stock options, as well as the number of outstanding deferred share units, will be adjusted to reflect the ten-for-one Consolidation.

Additionally, the Consolidation will affect the Company's upcoming third quarter dividend declared by press release on June 12, 2019. To reflect the Consolidation, the previously announced cash dividend of \$0.005 per common share shall be adjusted to \$0.05 per common share. The dividend will remain payable on October 15, 2019 to shareholders of record as of the close of business on September 30, 2019.

Please refer to the management information circular of the Company dated May 14, 2019 for additional details on the Consolidation. The circular is available under the Company's profile on SEDAR at www.sedar.com.

About Terra Firma

Terra Firma is a full service, publicly traded real estate finance company that provides real estate financings secured by investment properties and real estate developments in Canada and throughout the United States. The Company focuses on arranging and providing financing with flexible terms to real estate developers and owners who require shorter-term loans to bridge a transitional period of one to five years where they require capital at various stages of development or redevelopment of a property. These loans are typically repaid with lower cost, longer-term debt obtained from other Canadian financial institutions once the applicable transitional period is over or the redevelopment is complete, or from proceeds generated from the sale of the real estate assets. Terra Firma offers a full spectrum of real estate financing under the guidance of strict corporate governance, clarity and transparency. For further information please visit Terra Firma's website at www.tfcc.ca.

Forward-Looking Information

This press release contains forward-looking statements with respect matters concerning the business, operations, strategy and financial performance of Terra Firma, including in respect of the Consolidation and the expected impact thereof, the number of common shares to be outstanding post-Consolidation, trading on the Company's common shares on the TSXV and the Company's upcoming dividend. These statements generally can be identified by use of forward-looking word such as "may", "will", "expects", "estimates", "indicates" "anticipates", "intends", "believe" or "could" or the negative thereof or similar variations. The future business, operations and performance of Terra Firma could differ materially from those expressed or implied by such statements. Such forward-looking statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations, including the matters covered by any non-binding letters of intent that are not completed, as well as risks relating to market factors, competition, and dependence on tenants' financial conditions, environmental and tax related matters, and reliance on key personnel. Forward-looking statements are based on a number of assumptions which may prove to be incorrect, including that the general economy, local real estate conditions and interest rates are stable, the absence of significant changes in government regulation, and the continued availability of equity and debt financing. There can be no assurances that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue

reliance on forward-looking statements. The cautionary statements qualify all forward-looking statements attributable to Terra Firma and persons acting on its behalf. Unless otherwise stated, all forward looking statements speak only as of the date of this press release and Terra Firma does not assume any obligation to update such statements, whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities laws.

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