

NatureBank Asset Management Inc.

News Release

July 26, 2019

NATUREBANK ANNOUNCES SETTLEMENT OF SHARES FOR DEBT

July 26, 2019, Vancouver, British Columbia: NatureBank Asset Management Inc. (the “Company”) (TSX-V: COO, Frankfurt: 9EA) would like to announce it has issued 9,121,603 common shares at a deemed price of \$0.10 per common share to satisfy an outstanding debt of CDN \$912,160 to a long term debtholder. As announced in a press release dated July 9, 2019, under the terms of the shares for debt agreement (the “Agreement”), the Company has, effective July 22, converted 50% of the outstanding debt owed to the debtholder. This debt settlement plan involves both the debt conversion component and a cash consideration for the remaining 50% of the debt left outstanding following the debt conversion.

NatureBank is pleased to report that it has also completed two of the three initial cash payments owed to the debtholder. The first payment due under the terms of the Agreement for \$221,400 and a second payment of \$234,680 have been fulfilled. A third cash payment for \$221,400 will be completed by August 24, 2019, which will leave approximately \$234,000 of cash debt outstanding. This remaining amount will be paid in two tranches of approximately \$117,000 each (plus accrued interest), by July 22, 2020, and July 22, 2021.

All common shares issued in connection with this Agreement are subject to a four-month statutory hold period. The issuance of shares resulting from this debt conversion did not create a new control person in the Company. This transaction has received final approval of the TSX Venture Exchange.

Phil Cull
CEO
NatureBank Asset Management Inc.

About NatureBank

NatureBank specializes in advisory, technology and project investment services applied to sustainable commodities and ecological assets, with a primary focus on carbon. We provide our customers with a multidisciplinary approach to managing risk, enhancing asset performance and securing commercial returns. While managing climate change risk, we improve livelihoods and sustainability in project regions. Through our advisory services team and our subsidiary company, Offsetters, we help organizations understand, reduce and offset their climate impact. With offices in Vancouver, British Columbia; and Portland, Oregon; our team has a global reach. We have worked with over 200 leading business organizations including Aimia, Vancity, lululemon athletica, Catalyst Paper, Harbour Air, HSE - Entega, and Shell Canada Limited. NatureBank is publicly listed company on the Toronto Venture Exchange (TSX-V:COO) and in Frankfurt:9EA. Please visit us at www.NatureBank.com.

Forward Looking Statements

This news release includes forward-looking information and statements, which may include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include statements regarding the anticipated terms of proposed transaction. Information and statements which are not purely historical fact are forward-looking statements. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein, including the risks that required approvals will not be obtained or that other conditions to completion of the transaction will not be satisfied or waived and that the transaction will not close on the terms as anticipated by management of the Company or at all. The assumptions on which the forward looking statements contained herein rely include that required approvals will be obtained and the other conditions to completion of the transaction will be satisfied and the transaction will close on the expected terms. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements, there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.

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