

Security Class

Holder Account Number

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## Form of Proxy - Annual General and Special Meeting to be held on October 27, 2020

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you must sign this proxy with signing capacity stated, and you may be required to provide documentation evidencing your power to sign this proxy.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the meeting or any adjournment or postponement thereof.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

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**Proxies submitted must be received by 11:00 am, PDT, on October 23, 2020.**



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).



## Appointment of Proxyholder

I/We being holder(s) of NatureBank Asset Management Inc. hereby appoint: Phil Cull, or failing him, Rosita Morandin

OR

Print the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the shareholder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of NatureBank Asset Management Inc. to be held at the offices of NatureBank Asset Management Inc., 3rd Floor (Unit 300), 948 Homer Street, Vancouver, British Columbia on October 27, 2020 at 11:00 am PDT and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For**      **Against**

### 1. Number of Directors

To set the number of directors at nine (9).

### 2. Election of Directors

**For**      Withhold

**For**      Withhold

**For**      Withhold

01. Phil Cull

02. Guy O'Loughnane

03. Harry Assenmacher

04. Alexander Zang

05. James Tansey

06. Dirk Walterspacher

07. Eduard Weber-Bemnet

**For**      **Withhold**

### 3. Appointment of Auditors

Appoint Davidson & Company LLP, Chartered Accountants, as the Company's auditors for the ensuing fiscal year and to authorize the directors of the Company to fix the auditors' remuneration.

**For**      **Against**

### 4. Annual Approval of Stock Option Plan, as amended

Approve by ordinary resolution the Company's 10% rolling stock option plan, as amended.

**For**      **Against**

### 5. Approval of Financial Statements

Receive and approve the audited financial statements of the Company for the fiscal year ended December 31, 2019 and the accompanying report of the auditors.

**For**      **Against**

### 6. Approval of RSU Plan

To approve the Company's proposed Restricted Share Unit Plan.

### Authorized Signature(s) - This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.**

Signature(s)

Date

DD / MM / YY

**Interim Financial Statements** - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail.

**Annual Financial Statements** - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis by mail.

If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

