

NATUREBANK ASSET MANAGEMENT INC.

300 – 948 Homer Street

Vancouver, BC V6B 2W7

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE-AND-ACCESS NOTIFICATION

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the shareholders of NatureBank Asset Management Inc. ("**NatureBank**" or the "**Company**") will be held at the offices of NatureBank, 3rd Floor (Unit 300), 948 Homer Street, Vancouver, British Columbia on October 27, 2020 at 11:00 a.m. (Pacific time) for the following purposes (references in italics are to sections of the management information circular (the "Information Circular") relating to particular matters):

1. to set the number of directors of the Company for the ensuing year at nine (9) persons (*see Information Circular, "Election of Directors"*);
2. to elect directors for the ensuing year (*see Information Circular, "Election of Directors"*);
3. to 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 remuneration (*see Information Circular, "Appointment of Auditor / Annual Approval of Financial Statements"*);
4. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2019 and the accompanying report of the auditors (*see Information Circular, "Appointment of Auditor / Annual Approval of Financial Statements"*);
5. to consider and, if deemed appropriate, approve by ordinary resolution the Company's 10% rolling stock option plan, as amended (*see Information Circular, "Annual Approval of Stock Option Plan"*);
6. to consider and, if deemed appropriate, approve by ordinary resolution of disinterested shareholders, the Company's proposed RSU Plan as more particularly set out in the accompanying management information circular (*see Information Circular, "Restricted Share Unit Plan"*); and
7. to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

You are receiving this notice (the "Notice of Meeting") as the Company has decided to use notice and access for delivery of Meeting materials. This Notice of Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the Information Circular, shareholders receive this Notice of Meeting with information on how they may access such material electronically.

The Company's Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING

WEBSITES WHERE MEETING MATERIALS ARE POSTED:

Materials for the Meeting can be found at the following URL:

<https://www.naturebank.com/investor-relations/>

Materials for the Meeting may also be viewed online at www.sedar.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests may be made up to one year from the date the Information Circular was filed on SEDAR by emailing info@naturebank.com or by contacting the Company by telephone at 604 646-0400. The Company will accept charges for long distance calls to this number. Receipt of mailed materials may take 7-10 business days and shareholders are asked to note that there may be COVID related shutdown or other delays in postal deliveries impacting upon their specific delivery of materials.

The Company's Board of Directors has fixed September 3, 2020 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your intermediary.

Any shareholder attending the Meeting should be prepared to adopt those COVID procedures then in effect by ruling or regulation of provincial, municipal or other health authorities. Any shareholder attending the Meeting is requested to wear a mask while attending. In the event that a shareholder is unable to attend due to concerns about COVID, they should contact the Company at the contact telephone number above or at info@naturebank.com to request teleconference details which the Company will endeavour to provide.

DATED at Vancouver, British Columbia, this 14th day of September, 2020

By Order of the Board of Directors of

NATUREBANK ASSET MANAGEMENT INC.

"Phil Cull"

Phil Cull, Chief Executive Officer and Director