Offsetters Climate Solutions Inc.

News Release

February 5, 2015

Offsetters Signs LOI with ForestFinance to Expand Natural Asset Management Business

February 5, 2015, Vancouver, British Columbia: Offsetters Climate Solutions Inc. (“OCS” or the “Company”) (TSX-V: COO) is pleased to announce that it has signed a Letter of Intent (“LOI”) with Forest Finance GmbH of Germany (“ForestFinance”) that contemplates the acquisition of certain assets of ForestFinance by OCS (the “Transaction”), in order to grow the Company’s existing consulting, development and asset management capacity, focusing on international development and management of natural assets consisting of certified, sustainably managed forests and agroforestry projects that produce income generating commodities including carbon, cocoa and timber.

ForestFinance has focused on “building” forests for more than 20 years, establishing and sustainably managing diverse mixed forests and cacao forests for their 15,000 client investors. Having managed the deployment of more than $100 million USD in Panama, Colombia, Peru and Vietnam, ForestFinance has become the leading direct forest investment provider in Europe, managing more than 16,000 hectares of forest and agro-forest areas, with a strong emphasis on blending economy with social impact and ecology. The acquisitions contemplated under this LOI will merge ForestFinance’s consulting and natural asset management capacity, a company operating as ForestFinest, with Offsetter’s current ecosystem management business to expand our platform of ecosystem expertise, growing the natural asset consulting and management businesses. This acquisition also creates an international company with firm ties to both Europe and North America, and project experience that spans South America, Central America, Southeast Asia, Africa and North America. The project development teams of both companies will begin to collaborate immediately, allowing the companies to provide the full suite of services to both new and existing clients.

Under the terms of the LOI, the following companies owned in whole, or in part, by ForestFinance would be vended into OCS:

- 99% of the equity, with provisions to acquire the remaining 1% equity in ForestFinest Consulting (“ForestFinest”), which is the leading consultancy service provider for sustainable land use projects in the sustainable managed forest and agroforestry space. ForestFinest is responsible for implementing and managing all of ForestFinance’s projects to date;
- 49% of the equity in Forest Finance Switzerland, currently owned by ForestFinance, which develops investment funds for institutional investors and sells Natural Asset Projects to family offices and affluent individuals; and
- 15% of the equity in ForestFinance France, which is responsible for sales and services of ForestFinance in France.

The CO2OL Natural Carbon Collection (“COOL”) brand, which is wholly-owned by ForestFinance, will also be transferred to OCS. COOL assists companies with the development and successful implementation of practical and sustainable climate protection strategies, including the use of voluntary carbon offsets.

Offsetters will issue a total of 16.815 million shares to ForestFinance. Upon completion of the Transaction, it is expected that Offsetters will have approximately 49 million shares outstanding (and up to 58 million fully diluted).

“By bringing together ForestFinest’s best in class agro-forestry group, with our leading ecosystem development team we will establish a world class technical group, with a successful track record over multiple sustainable agro-forestry and forestry projects worldwide,” commented James Tansey, CEO of Offsetters. “We recognize there is a great opportunity to leverage our collective strengths to grow the sustainable forest and agro-forestry space to the benefit of local communities, climate and investors alike.”

The new company will continue to be run by current CEO, Dr. James Tansey. Richard Focken, CEO of Forest Finance France and member of the Forest Finance Group Management team, will be responsible for European operations. The Company expects to appoint Harry Assenmacher, founder and CEO of ForestFinance, and Dirk Walterspacher, current CEO of ForestFinest, to the Board of Directors of OCS. It is further expected that Oliver Hanke from Forest Finance Switzerland will become Chief Financial Officer and Chief Investment Officer of the asset management business, following the completion of the transaction.

“We are very excited to engage with the team at Offsetters Climate Solutions,” stated Harry Assenmacher, CEO of ForestFinance. “We see great opportunities in combining resources to significantly grow investments into the agro-forestry space, developing forest based projects that deliver real value environmentally and economically.”

“This new international enterprise will be well positioned to engage with capital markets in North America and Europe, and attract the growing number of investors who want to benefit from sustainable forestry and agro-forestry projects," said Alexander Zang, Chairman of the Board of Offsetters.

Completion of the transaction is subject to a number of conditions, including TSX Venture Exchange acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

OCS and ForestFinance confirm that there are no finder's fees or other similar fees payable to any person or party with respect to the Transaction.

The TSX Venture Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

James Tansey, Ph.D.
President and CEO
Offsetters Climate Solutions Inc.

About ForestFinance GmbH
The ForestFinance Group is the leading forest direct investment provider in Europe with a forest and agro-forest area of over 16,000 hectares, more than 15,000 customers, investments amounting to roughly 100 million USD, and more than 20 years of experience in the development of ecological forest and agro-forest investments. In 2003, ForestFinance established The Tree Savings Plan, which allows investors to make sustainable investments in ecologically renewable raw materials, combined with financial returns. More than 6,000 TreeSavers save forests on a regular basis. ForestFinance has planted ecologically mixed forests in Panama since the 1990’s, and has expanded development to Colombia, Peru and Vietnam, converting the value of these certified and sustainably managed forests into economic and ecological investment products. For more information, please visit www.forestfinance.de/en/home/.

About ForestFinest
ForestFinest Consulting is a leading consultancy service provider for sustainable land use projects. With a highly qualified core team and a wide network of leading experts, we assist companies, impact investors, non-governmental and public organizations in the development, implementation, management and certification of forestry, agroforestry and carbon forestry projects worldwide. As a member of the ForestFinance Group, ForestFinest Consulting has a substantial track-record not only in feasibility studies and research, but in real projects, improving the compatibility of economic success and positive social and ecological impacts. For more information, please visit www.forestfinestconsulting.com.

About CO_2OL
Corporate climate protection is a process - and CO_2OL is your partner, showing you the first steps and a successful strategy. Since 1998, CO_2OL has offered concrete solutions and products for an effective realisation of climate protection strategies to companies and individuals. In accordance with the CO_2OL principle, we offer a service portfolio ranging from the determination of carbon footprints to carbon reduction and compensation measures to green communication. All of these measures complement each other and are designed to form a comprehensive

climate protection strategy. This is a big challenge, but also a great opportunity for the successful future of your company. For more information, please visit www.co2ol.de/en/home/.

About Offsetters Climate Solutions Inc.

Offsetters is Canada's largest and most diversified carbon management solutions company. Its team of industry leaders specializes in the origination, development and commercialization of high-quality carbon offset projects, and through a comprehensive offering of sustainability consultancy services Offsetters helps organizations understand, reduce and offset their climate impact. A merger of ERA Carbon Offsets and Offsetters, Offsetters is based in Vancouver, Canada and has worked with over 150 of the world's most prestigious organizations including Aimia, Vancity, lululemon athletica, Catalyst Paper, Harbour Air, HSE - Entega, and Shell Canada Limited. Offsetters is publicly listed company on the Toronto Venture Exchange (TSX-V:COO) and in Frankfurt:9EA. For more information, please visit us at www.offsetters.ca.

For further information, please contact:

David Rokoss
Offsetters Climate Solutions Inc.
Suite 1000 - 675 West Hastings Street,
Vancouver BC, V6B 1N2
Telephone: 778-945-0951
Email: david.rokoss@offsetters.ca

FORWARD LOOKING STATEMENTS: This document includes forward-looking statements as well as historical information. Forward-looking statements include, but are not limited to, the continued advancement of the company's general business development, research development and the company's development of forest-based carbon offsets. When used in this document, the words "anticipate", "believe", "estimate", "expect", "intent", "may", "project", "plan", "should" and similar expressions may identify forward-looking statements. Although Offsetters Climate Solutions Inc. believes that their expectations reflected in these forward looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that could cause actual results to differ from these forward-looking statements include fluctuations in the marketplace for the sale of carbon credits, the inability to implement corporate strategies, the ability to obtain financing and other risks disclosed in our filings made with Canadian Securities Regulators.