

FOR IMMEDIATE RELEASE

GENTERRA CAPITAL INC. SHAREHOLDERS APPROVE PLAN OF ARRANGEMENT

August 27, 2015 – Toronto, Ontario – Genterra Capital Inc. (GIC – TSX-V) ("Genterra") is pleased to announce that the special resolution (the "**Arrangement Resolution**") authorizing its proposed plan of arrangement (the "**Arrangement**") was approved today at the special meeting (the "**Special Meeting**") of the holders of its common shares (the "Genterra Shareholders"). The Arrangement Resolution was approved by 99.16% of the Genterra Shareholders present in person or represented by proxy at the Meeting, and by 95.55% of the "minority shareholders" consisting of the Genterra Shareholders other than those Genterra Shareholders who are, for the purposes of voting on the Arrangement Resolution, "interested parties" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") or otherwise required to be excluded for the purposes of a vote on the Arrangement Resolution under the requirements of MI 61-101 (the "Interested Genterra Shareholders").

Under the Arrangement, Genterra will distribute approximately 28% of its wholly-owned subsidiary Gencan Capital Inc. (formerly known as Genterra Energy Inc.) to the Genterra Shareholders other than the Interested Genterra Shareholders. Under the terms of the Arrangement, Genterra Shareholders, other than the Interested Genterra Shareholders, will receive in respect of each Genterra Share that they hold, the following consideration:

- Each Genterra Shareholder who holds less than 500 Genterra Shares will receive Cdn\$2.25 in cash for each Genterra Share held; and
- Each Genterra Shareholder who holds 500 Genterra Shares or more will receive Cdn\$1.96 in cash and two (2) Gencan Capital Inc.

Completion of the Arrangement remains subject to, among other things, satisfaction of all conditions precedent and the final approval of the Ontario Superior Court of Justice (Commercial List). The hearing for the final court order to approve the Arrangement is scheduled to take place on September 2, 2015 at the Courthouse, 330 University Avenue, Toronto, Ontario. Assuming that all approvals are obtained and all conditions precedent are satisfied or waived, Genterra currently anticipates the closing of the Arrangement to occur around mid-September 2015.

Further details regarding the Arrangement are set out in the management information circular of Genterra dated July 21, 2015 which is available under Genterra's issuer profile on SEDAR at www.sedar.com.

About Gencan Capital Inc. (formerly Genterra Energy Inc.)

Gencan Capital is currently a wholly-owned subsidiary of Genterra and conducts Genterra's solar energy operations. Gencan Capital's primary asset is its significant interest in a Renewable Power Solar Rooftop Photovoltaic System. Since August 2014, Gencan Capital has engaged in the business of solar energy generation and installation of solar energy generation equipment under a Feed-In-Tariff Contract with the Ontario Power Authority.

About Genterra Capital Inc.

Genterra Capital Inc. is a Canadian management holding company operating in Canada with interests in rental real estate properties and solar energy generation equipment located in Ontario, Canada. The Company also invests a portion of its surplus cash on hand in marketable securities and notes receivable.

For further information please contact:

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Cautionary Note Regarding Forward-Looking Statements

Certain information in this press release may constitute forward-looking information. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. The Company assumes no obligation to update the forward-looking statements, or update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to the Company. Additional information identifying risks and uncertainties is contained in the Company's filings with the Canadian Securities Regulators, which filings are available at www.sedar.com.