



Divestco Announces Proposed Debt Financing

April 20, 2018 Calgary, AB (TSX-V: DVT) – Divestco Inc. ("**Divestco**" or the "**Company**") announces that it intends to enter into a financing arrangement for \$3.15 million with a 30-month term and an interest rate of 15% per annum (the "**Loan**") compounded monthly in arrears until maturity. The majority of the Loan will be held by directors and other insiders of Divestco. The proceeds of the Loan will be used to repay a \$3.0 million term loan with BC-OSB Holdings Ltd. (the "**Existing Loan**"). The closing in respect of the Loan is expected to occur on April 23, 2018 or such later date as may be agreed to by the parties.

The Loan will rank senior in priority to the majority of the Company's other indebtedness, which includes approximately \$1.0 million aggregate amount of 8.00% secured subordinated debentures and \$5.175 million of shareholder loans, details of which have been previously reported in the Company's annual and quarterly financial filings filed under Divestco's profile on SEDAR at www.sedar.com and on the Company's [website](#).

The Loan constitutes a "related party transaction" pursuant to TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") as Wade Brillon, Brent Gough, Stephen Popadynetz and Bruce Webster, directors/officers/insiders of Divestco, are participating in the provision of the Loan. The Loan is exempt from the related party transaction requirements of MI 61-101 pursuant to sections 5.5(b) and 5.7(f) thereof, as Divestco does not have any securities listed on certain specified stock exchanges under MI 61-101, the Loan is being obtained on reasonable commercial terms that are not less advantageous to Divestco than if the Loan were to have been obtained from an arm's length party, the Loan will not be convertible, directly or indirectly, into equity or voting securities of Divestco or its subsidiaries and the Loan will not be repayable as to principal or interest, directly or indirectly, in equity or voting securities of Divestco or its subsidiaries.

The Loan was approved by the disinterested member of the board of directors of Divestco and has been conditionally approved by TSX Venture Exchange. Further details in respect of the Loan will be provided in Divestco's financial statements, its material change report in respect of the Loan and a copy of the full text of the agreement setting out the particular terms of the Loan will be filed under Divestco's profile on SEDAR at www.sedar.com.

About the Company

Divestco is an exploration services company that provides a comprehensive and integrated portfolio of data, software, and services to the oil and gas industry. Through continued commitment to align and bundle products and services to generate value for customers, Divestco is creating an unparalleled set of integrated solutions and unique benefits for the marketplace. Divestco's breadth of data, software and services offers customers the ability to access and analyze the information required to make business decisions and to optimize their success in the upstream oil and gas industry. Divestco is headquartered in Calgary and trades on the TSX

Venture Exchange under the symbol "DVT". Additional information on Divestco is available on its website at www.divestco.com and on SEDAR at www.sedar.com.

For more information please contact:

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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

Forward-Looking Information and Statements

In particular, this press release contains forward-looking information and statements pertaining to the following: the final terms of the Loan; the priority of the Loan in respect of Divestco's other indebtedness; the majority of the Loan being held by directors and other insiders of Divestco; the use of proceeds of the Loan; the anticipated repayment of the Existing Loan; and the anticipated closing date of the Loan. This forward-looking information and the related statements are based upon factors, expectations and assumptions reflected in the forward-looking statements that are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct.

The forward-looking information and statements contained in this press release are based upon several material factors and expectations and assumptions of Divestco including, without limitation: the currently anticipated lenders under the Loan will not require changes to the anticipated terms of the Loan and will release the anticipated funds on closing; the requisite inter-creditor agreements will be executed, delivered and performed by the requisite parties; Divestco's status as a going concern; that Divestco will continue to conduct its operations in a manner consistent with past operations; future interests rates; future availability of debt and/or equity sources to fund Divestco's capital and operating requirements as needed on terms acceptable to management of Divestco or at all; the ability of the Company to complete its previously announced private placement of its Common Shares; and the ability of the Company to complete a sale of non-strategic assets, including but not limited to finding appropriate potential purchasers who are willing to purchase such assets at market prices.

The forward-looking information and statements included in this press release are not guarantees of future performance and should not be unduly relied upon. Such information and statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information and statements including, without limitation: for reasons currently unforeseen, one or more of the anticipated lenders under the Loan may fail to advance the amount of funds currently anticipated; the terms of the Loan may change in a manner less favourable to Divestco; in the event the Loan fails to replace the Existing Loan, Divestco may be subject to penalties and/or other obligations under the Existing Loan unfavourable to Divestco; the closing of the Loan and the replacement of the Existing Loan may not occur on the timeline currently anticipated or at all; even if entered into, the Loan may not have the impact on Divestco's financial situation as currently anticipated by Divestco; Divestco's financial and operating results may still be negatively impacted as a result of, among other things, general economic, market and business conditions, increased debt levels or changes to its debt service requirements, limited, unfavourable or no access to debt or equity capital markets, volatility in market prices for crude oil and natural gas, the ability of Divestco's clients to explore for, develop and produce oil and gas; availability of financing and capital, the ability of Divestco's customers to pay in a timely manner, fluctuations in interest rates, demand for the Company's product and services, the lack of a suitable purchaser for Divestco's non-strategic assets, competitive actions by other companies, failure to obtain regulatory approvals in a timely manner, adverse conditions in the debt and equity markets and government actions including changes in environment and other regulation; and certain other risks detailed from time to time in Divestco's public disclosure documents including, without limitation, those risks identified in this press release. The Loan has received the conditional approval of the TSX Venture Exchange and Divestco must comply with certain conditions in order for final approval to

be received. There can be no certainty that Divestco will be able to meet all of the conditions of the TSX Venture Exchange, that the TSX Venture Exchange will not impose further conditions prior to rendering final approval or that the TSX Venture Exchange will provide its final approval at all. To the extent the final approval of the TSX Venture Exchange is not obtained, Divestco will not be able to proceed with the Loan.

The forward-looking information and statements contained in this press release speak only as of the date of this press release, and Divestco does not assume any obligation to publicly update or revise them to reflect new events or circumstances, except as may be required pursuant to applicable laws.