

**Form 45-102F1**

**Notice of Intention to Distribute Securities under Section 2.8 of  
NI 45-102 Resale of Securities**

**Reporting issuer**

1. Name of reporting issuer: **SustainCo Inc.**

**Selling security holder**

2. Your name: **Alter NRG Corp.**

3. The offices or positions you hold in the reporting issuer: **Director (Danny Hay)**

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? **No**

5. Number and class of securities of the reporting issuer you beneficially own: **10 million common shares**

**Distribution**

6. Number and class of securities you propose to sell: **10 million common shares, of which 6 million common shares are subject to an Escrow Agreement (Form 5B) ("Escrowed Shares"). The transfer of the Escrowed Shares is subject to the approval of the TSX Venture Exchange.**

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. **Privately**

**Warning**

**It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.**

**Certificate**

I certify that

- (1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and
- (2) the information given in this form is true and complete.

Date September 6, 2013

Alter NRG Corp.  
Your name (Selling security holder)

"Danny Hay"  
Your signature (or if a company, the signature of your authorized signatory)

Danny Hay, Chief Financial Officer  
Name of your authorized signatory