



SUSTAINCO INC. TO ACQUIRE VCI CONTROLS INC.

TSX VENTURE EXCHANGE: SMS

FOR IMMEDIATE RELEASE

Toronto, Ontario – December 19, 2013 – SustainCo Inc. (the “Company” or “SustainCo”) (TSXV:SMS) announces that it has entered into agreements with PriceCo Inc. (“PriceCo”) and Tannenberg Management Inc. (“TMI”), the shareholders of VCI Controls Inc. (“VCI”), for the purchase of all of the issued and outstanding shares in the capital of VCI.

"SustainCo is very excited about this acquisition because it fulfills significant components of our Solutions and Services platform, including the optimizing of building performance of new build and retrofit markets as well as further balancing project and servicing revenue streams," stated Emlyn David, CEO of SustainCo.

“SustainCo is very excited about this acquisition and working with the team at VCI to continue to move the Company’s strategy of providing the highest level of products and services in the market. The addition of VCI to our Solutions and Services group expands our platform and allows us to offer a broader range of solutions, including controls and performance monitoring, to the new build business and our expanding energy retrofit / sustainable solutions business”, stated Emlyn David, CEO of Sustainco.

The Company has entered into a share purchase agreement and assignment agreement with PriceCo and TMI respectively (collectively the “Agreements”) for the purchase of all of the issued and outstanding subordinate voting and multiple voting shares in the capital of VCI for the aggregate purchase price of \$2,300,000.

The Purchase Price will be satisfied through the payment of \$100,000 cash, the issuance of 4,444,444 common shares in the Company (the “Shares”) at an issue price of \$0.1125 per Share for an aggregate value equal to \$500,000, and the assumption of debt in the amount of \$1,700,000 owing to TMI by PriceCo (the “Debt”). The Debt was acquired through an assignment by TMI for the purchase price of \$625,000. The Company will cancel the Debt upon closing of the transactions contemplated by the Agreements, which is subject to TSX Venture Exchange approval.

About VCI

VCI Controls Inc. is a leading supplier of building technologies and services that improve comfort, safety, energy efficiency, and occupant productivity. It is an industry leader in the development of intelligent building technology, including the integration of all building systems utilizing the latest in communications technologies and standards. VCI’s business focuses on digital controls and mechanical services, performance monitoring, and energy efficiency solutions.

Founded in 1981, VCI is headquartered in Toronto with branch offices in Ottawa, Montreal, Halifax and Pembroke. It has been a pioneer in the development of direct digital controls and continues to be a leader in the industry in product development.



VCI has an installed customer base of over 1,400 clients including installs in very large and complex buildings such as the National Art Gallery of Canada, the RCMP complex in Ottawa, the Canadian Forces Base in Halifax, and the Billy Bishop Airport in Toronto.

VCI's Mechanical Service Group offers a comprehensive suite of mechanical HVAC services ranging from design–build to preventive maintenance. Its licensed HVAC technicians have the added advantage of collaborating with VCI's BAS control technicians to gain a complete understanding of a building, resolving complex customer issues with a single call.

VCI's strategic partnerships allow it to provide value added services to its clients. Through VCI's partnership with Dimax Controls, VCI offers the VCI-Dimax Performance Monitoring service, which allows for the real-time monitoring of utility meters and key BAS data in a building. Additionally, VCI's partnership with EnergyEX Ltd. (www.energyex.ca) affords it the ability to develop sustainable energy retrofit solutions which meet payback and environmental stewardship criteria. Through continuous real-time monitoring and tuning, VCI is accountable for the results.

About SustainCo

SustainCo is a leading provider of sustainable infrastructure solutions and services. SustainCo solutions and services offer long-term customer value and environmental sustainability through a broad offering including alternative energy solutions, energy efficiency, innovative facility technology solutions, and facility maintenance services to customers in the multi-residential and ICI "industrial commercial and institutional" sectors across Canada. SustainCo focuses on both new build and retrofit markets.

Certain statements in this press release are forward-looking statements. The reader is cautioned that assumptions used in the preparation of such information, although considered reasonable by the Company at the time of preparation, may prove to be incorrect. Forward-looking statements, specifically those concerning future performance, the completion of the Private Placement, consolidation of indebtedness and the Secured Note Offering and other statements that are not historical fact, are subject to certain risks and uncertainties, and actual results may differ materially from the Company's plans and expectations. These plans, expectations, risks and uncertainties are detailed herein and from time to time in the filings made by the Company with the Exchange and securities regulators. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. Trading in the securities of the Company should be considered highly speculative. All forward-looking information contained in this news release is expressly qualified in its entirety by this cautionary statement.

Neither the Exchange, nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.



For further information, please contact Emlyn David, President, Chief Executive Officer and Chairman of SustainCo, at (416) 840-5002.