



UPDATE ON PROPOSED ACQUISITION OF VCI CONTROLS INC.

TSX VENTURE EXCHANGE: SMS

FOR IMMEDIATE RELEASE

Toronto, Ontario – January 31, 2014 – SustainCo Inc. (the “Company” or “SustainCo”) (TSXV:SMS) is pleased to announce that the TSX Venture Exchange (the “Exchange”) has conditionally accepted the acquisition of all of the issued and outstanding shares in the capital of VCI Controls Inc. (“VCI”). Final approval of the Exchange is subject to the Company fulfilling all of the requirements of the Exchange and closing of the proposed transaction remains subject to the Exchange’s final 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.

About SustainCo

SustainCo Inc. is a leading provider of sustainable infrastructure solutions and services. The Company operates through its wholly owned subsidiaries of Clean Energy Developments Corp. (“CleanEnergy”) and SustainCo Solutions & Services.

CleanEnergy is an early stage developer and investor in clean and renewable energy projects with experience in wind, solar, biomass and thermal energy projects. CleanEnergy provides strategic capital, funding management and execution expertise.

SustainCo Solutions & Services provides comprehensive building performance services, incorporating full life cycle asset optimization, design, build, operations and maintenance services for new build and retrofit facilities. Specifically, it provides: engineering services, building automation controls, performance monitoring, energy retrofits, mechanical and electrical installation and services, thermal energy systems, and operations and maintenance services for multi-residential and ICI facilities.

With headquarters in Toronto, SustainCo employs over 70 people in Calgary, Toronto, Ottawa, Pembroke, Montreal and Halifax. For more information, visit www.sustainco.ca.



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.