



COMPLETION OF THE ACQUISITION OF VCI CONTROLS INC.

TSX VENTURE EXCHANGE: SMS

FOR IMMEDIATE RELEASE

Toronto, Ontario – June 9, 2014 – SustainCo Inc. (the “Company” or “SustainCo”) (TSXV:SMS) is pleased to announce that the Company has completed the previously announced acquisition of all of the issued and outstanding shares in the capital of VCI Controls Inc. (“VCI”); the TSX Venture Exchange (the “Exchange”) granted final approval of the acquisition on June 6, 2014.

In December 2013 the Company entered into a share purchase agreement and assignment agreement with PriceCo Inc. (“PriceCo”) and Tannenberg Management Inc. (“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 was 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 and upon close the Company cancelled the Debt.

“We are very happy to add VCI capabilities to the SustainCo group of companies. As we continue to build on our sustainable development capabilities we believe VCI allows SustainCo to continue to build and promote its strategy of providing the highest level of products and services in the market,” stated Emlyn David, CEO of SustainCo.

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 is a leading provider of sustainable infrastructure solutions and services. SustainCo operates through its two groups, CleanEnergy Developments and SustainCo Solutions & Services.

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

SustainCo Solutions & Services provides comprehensive building performance services, incorporating full life cycle asset optimization, finance, design, build, operations and maintenance services for new build and retrofit facilities. Specifically, it provides: engineering services, building automation controls, performance monitoring, energy and lighting 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 has offices across Canada including, Halifax, Montreal, Pembroke, Ottawa, Vaughan, Toronto, and Calgary. 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 (647) 258-0960.