



FOR IMMEDIATE RELEASE

**SUSTAINCO SIGNS DEFINITIVE AGREEMENT
TO SELL CLEAN ENERGY**

Toronto, Ontario, April 15, 2020 – SustainCo Inc. ("**SustainCo**" or the "**Company**", TSXV: SMS) announces today that the Company has entered into a definitive agreement (the "**Agreement**") with Groundheat Solar Wind Corp. (the "**Purchaser**") that provides for the sale (the "**Transaction**") of all of the issued and outstanding shares of its wholly-owned subsidiary, Clean Energy Developments Corp. ("**CED**"), in consideration for which the Purchaser will pay SustainCo an aggregate purchase price of \$50,000 in cash.

Completion of the Transaction is subject to customary conditions for a transaction of this nature, which includes applicable regulatory and stock exchange approvals.

The board of directors of SustainCo has unanimously determined that the Transaction is in the best interests of the Company as it provides the Company an avenue to monetize the assets in CED. In the event that the Transaction is ultimately completed according to the terms of the Agreement, the Company's existing business will continue to be operated through its wholly-owned subsidiary, VCI Controls Inc. ("**VCI Controls**").

Chris Hazelton, the Chief Financial Officer of SustainCo, said: "We will be focusing our success and expansion of VCI Controls' core business by providing additional services during this difficult time. For three decades, VCI Controls' clients have come to expect and rely on our prompt, professional and knowledgeable team that goes well beyond the basics, providing complete satisfaction and peace of mind."

Chris Hazelton, continued, "We would like to thank the employees for their commitment and their hard work in the past and particularly during these challenging times. They are our strength and the reason for our success."

About SustainCo Inc.

SustainCo conducts its operations through two wholly-owned subsidiaries, VCI Controls and CED.

VCI Controls 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 Controls' business focuses on digital controls and mechanical services, performance monitoring, and energy efficiency solutions.

CED is a Canadian industry leading geoexchange company that provides heating and cooling solutions for residential and commercial buildings using energy from the earth. It provides a complete energy solution and is able to provide engineering and design, geo installation, equipment and control systems as well as manage the complete project.

With headquarters in Toronto, SustainCo has offices across Canada including, Halifax, Montreal, Pembroke, Ottawa, and Vaughan.

Forward Looking Statements

Certain information provided in this press release constitutes forward-looking statements and information within the meaning of applicable securities laws. Specifically, and without limitation, this press release contains forward-looking statements and information relating to: the anticipated benefits of the Transaction, and the anticipated timing for the closing of the Transaction. Forward-looking information typically contains statements with words such as "anticipate", "believe", "forecast", "expect", "plan", "intend", "estimate", "propose", "project", or similar words suggesting future outcomes. The Company cautions readers and prospective investors in the Company's securities not to place undue reliance on forward-looking information as, by its nature, it is based on current expectations regarding future events that involve a number of assumptions, inherent risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company. In respect of the forward-looking statements and information set out in this press release, the Company has provided such in reliance on certain assumptions that it believes are reasonable at this time, including assumptions as the ability of the Company to receive, in a timely manner, the necessary stock exchange approvals and the ability of the Company to satisfy, in a timely manner, the other conditions to the closing of the Transaction.

There are many risk factors associated with the completion of the Transaction. A number of factors could cause actual results to differ materially from those anticipated by the Company, including but not limited to risks and uncertainties inherent in the nature of the Transaction including the failure of the Company to obtain necessary stock exchange approval, or to otherwise satisfy the conditions to the Transaction, in a timely manner by the outside date or at all, risks of a material adverse change to the Company's assets or revenue, risks of unknown liabilities that may arise, uncertainties regarding Transaction, and other risks associated with business operations.

The forward-looking information included herein is expressly qualified in its entirety by this cautionary statement. The forward-looking information included herein is made as of the date hereof and the Company assumes no obligation to update or revise any forward-looking information to reflect new events or circumstances, except as required by law.

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.

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