**FOR IMMEDIATE RELEASE**

# SUSTAINCO ANNOUNCES RESULTS OF VOTING AT ANNUAL GENERAL MEETING AND FILING OF EARLY WARNING REPORTS

**Toronto, Ontario, November 10, 2020** – SustainCo Inc. ("**SustainCo**" or the "**Company**", TSXV: SMS) is pleased to announce the results of matters voted on at its Annual General & Special Meeting of Shareholders held earlier today. Details of the matters put forth are set out in the notice of meeting and management information circular dated October 2, 2020.

Chris Hazelton, Al Quong and Dan Cohen were elected directors of the Company. MNP LLP was re-appointed auditors of the Company and the stock option plan was re-approved. The shareholders approved the Company's changing its name to "Universal PropTech Inc." and approved the conversion of the Debentures and Warrants (as described below).

The Company also announces that each of Halki Holdings Inc. ("**Halki**"), 1306413 Ontario Ltd. ("**1306413**"), 2612489 Ontario Ltd. ("**2612489**"), Lola Ventures Inc. ("**Lola**"), Emtra Business Ventures Inc. ("**Emtra**"), Paul Vandenbosch ("**Vandenbosch**") and Roger Dent ("**Dent**" and collectively, Halki, 1306413, 2612489, Lola, Emtra and Vandenbosch, the "**Creditors**") have filed early warning reports on SEDAR in connection with their acquisition of Debentures and Warrants.

On July 14, 2020, the Company announced the closing of a non-brokered private placement (the "**Offering**"), consisting of $1,059,942 aggregate principal amount of 2020 Series A secured convertible debentures of the Company (each, a "**Debenture**"). The principal amount of the Debentures will be repaid, in cash, by the Company on the third anniversary of issuance ("**Maturity**") and will carry an interest rate of 12% per year compounded monthly and payable at Maturity. Subject to the receipt of shareholder approval, the Debentures are convertible into common shares of the Company at $0.05 per share for the first year the Debentures are outstanding and at $0.10 per share thereafter. In addition, an aggregate of 10,599,422 common share purchase warrants ("**Warrants**") were issued. Subject to the receipt of shareholder approval, each Warrant is exercisable into one Common Share at an exercise price of $0.10 per Common Share for a period of three years from the date of issuance.

Halki, PO Box 369 Station A, Toronto, Ontario M5W 1C2, acquired $115,901.25 principal amount of Debentures, which are convertible into an aggregate of 2,318,025 Common Shares in the first year the Debentures are outstanding, which represents 12.8% of the Common Shares on a partially diluted basis. In addition, Halki acquired an aggregate of 1,159,012 Warrants, which are convertible into an aggregate of 1,159,012 Common Shares, which represents 6.8% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, Halki owned an aggregate of 1,226,574 Common Shares. After giving effect to the conversion of the Debentures and Warrants, Halki would own, directly and indirectly, 4,703,611 Common Shares representing approximately 24.4% of the Common Shares, on a partially diluted basis.

1306413, 77 King Street West, Suite 2905, Toronto, Ontario M5K 1H1, acquired $77,267.41 principal amount of Debentures, which are convertible into an aggregate of 1,545,348 Common Shares in the first year the Debentures are outstanding, which represents 8.9% of the Common Shares on a partially diluted basis. In addition, 1306413 acquired an aggregate of 772,674 Warrants, which are convertible into an aggregate of 772,674 Common Shares, which represents 4.6% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, 1306413 owned an aggregate of 817,719 Common Shares.

After giving effect to the conversion of the Debentures and Warrants, 1306413 would own, directly and indirectly, 3,135,741 Common Shares representing approximately 17.3% of the Common Shares, on a partially diluted basis.

2612489, 54 Brookwood Drive, Barrie, Ontario L4N 0Z1, acquired $77,267.41 principal amount of Debentures, which are convertible into an aggregate of 1,545,348 Common Shares in the first year the Debentures are outstanding, which represents 8.9% of the Common Shares on a partially diluted basis. In addition, 2612489 acquired an aggregate of 772,674 Warrants, which are convertible into an aggregate of 772,674 Common Shares, which represents 4.6% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, 2612489 owned an aggregate of 817,719 Common Shares. After giving effect to the conversion of the Debentures and Warrants, 2612489 would own, directly and indirectly, 3,135,741 Common Shares representing approximately 17.3% of the Common Shares, on a partially diluted basis.

Lola, 13135 St. Albert Trail, Edmonton, Alberta T5L 4H5, acquired $77,267.41 principal amount of Debentures, which are convertible into an aggregate of 1,545,348 Common Shares in the first year the Debentures are outstanding, which represents 8.9% of the Common Shares on a partially diluted basis. In addition, Lola acquired an aggregate of 772,674 Warrants, which are convertible into an aggregate of 772,674 Common Shares, which represents 4.6% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, Lola owned an aggregate of 817,719 Common Shares. After giving effect to the conversion of the Debentures and Warrants, 2612489 would own, directly and indirectly, 3,135,741 Common Shares representing approximately 17.3% of the Common Shares, on a partially diluted basis.

Emtra, 77 King Street West, Suite 2905, Toronto, ON M5K 1H1, acquired $61,813.91 principal amount of Debentures, which are convertible into an aggregate of 1,236,278 Common Shares in the first year the Debentures are outstanding, which represents 7.2% of the Common Shares on a partially diluted basis. In addition, Emtra acquired an aggregate of 618,139 Warrants, which are convertible into an aggregate of 618,139 Common Shares, which represents 3.7% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, Emtra owned an aggregate of 81,676 Common Shares. After giving effect to the conversion of the Debentures and Warrants, Emtra would own, directly and indirectly, 1,936,093 Common Shares representing approximately 10.92% of the Common Shares, on a partially diluted basis.

Vandenbosch, 514-200 Queens Avenue, London, ON N6A 1J3, acquired $77,267.41 principal amount of Debentures, which are convertible into an aggregate of 1,545,348 Common Shares in the first year the Debentures are outstanding, which represents 8.9% of the Common Shares on a partially diluted basis. In addition, Vandenbosch acquired an aggregate of 772,674 Warrants, which are convertible into an aggregate of 772,674 Common Shares, which represents 4.6% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, Vandenbosch owned an aggregate of 817,719 Common Shares. After giving effect to the conversion of the Debentures and Warrants, Vandenbosch would own, directly and indirectly, 3,135,741 Common Shares representing approximately 17.3% of the Common Shares, on a partially diluted basis.

Dent, 7 Wychwood Park, Toronto, Ontario, M6G 2V5, acquired $77,267.41 principal amount of Debentures, which are convertible into an aggregate of 1,545,348 Common Shares in the first year the Debentures are outstanding, which represents 8.9% of the Common Shares on a partially diluted basis. In addition, Dent acquired an aggregate of 772,674 Warrants, which are convertible into an aggregate of 772,674 Common Shares, which represents 4.6% of the Common Shares on a partially diluted basis. Prior to the closing of the Offering, Dent owned an aggregate of 817,719 Common Shares. After giving effect to the conversion of the Debentures and Warrants, Dent would own, directly and indirectly, 3,135,741 Common Shares representing approximately 17.3% of the Common Shares, on a partially diluted basis.

Each of the Creditors acquired the Debentures and Warrants for investment purposes and may, depending on market and other conditions, or as future circumstances may dictate, from time to time, increase or dispose of some or all of the existing or additional securities it holds or will hold, or may continue to hold its current position.

This news release is issued pursuant to National Instrument 62-103 - The Early Warning System. A copy of the Early Warning Report will appear with the Company's documents on the SEDAR website at www.sedar.com.

**About SustainCo Inc.**

SustainCo conducts its operations through its wholly-owned subsidiary, VCI Controls.

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.

With headquarters in Toronto, SustainCo has offices across Canada including, Halifax, Montreal, 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. 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.

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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