

Torino Ventures Inc.

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Torino and SAS enter into Letter of Intent

Vancouver, British Columbia, July 21, 2015 – Torino Ventures Inc. (the “Company”), is pleased to announce that it has entered into a binding Letter of Intent (“LOI”) with Smart Autonomous Solutions Inc. (“SAS”) which outlines the general terms and conditions of a proposed transaction pursuant to which Torino will look to amalgamate and complete a share exchange for the issued and outstanding securities of SAS in exchange for securities of Torino (the “Transaction”). The letter of intent was negotiated at arm's length and is effective as of July 20, 2015. Torino is a reporting issuer in B.C. Alberta and Manitoba.

SAS, is a Canadian company that has developed a patented Dynamic Thermal Circuit Rating (DTCR) technology that increases the capacity of congested high voltage transmission lines of electric utilities by providing real-time wireless monitoring of stress and temperature. The technology has market opportunities and applications for oil pipelines, dams, bridges and other major infrastructure assets. The SAS technology is supported by seven patents, four of which are approved and three that are pending. Further details on SAS and its technology can be found at <http://www.sasincor.com>.

The Transaction terms outlined in the LOI is binding on the parties and the LOI is intended to be superseded by an amalgamation agreement to be signed between the parties. Subject to final structuring and the execution of the amalgamation agreement, the transaction is proposed to be structured as a three-cornered amalgamation whereby SAS will amalgamate with a wholly-owned subsidiary of Torino, with the resulting amalgamated entity becoming a wholly-owned subsidiary of Torino. Following completion of the Transaction, all of the securityholders of SAS will become securityholders of Torino.

The Proposed Transaction

As of the date hereof, (i) Torino has 7,999,984 Torino Shares outstanding, and (ii) SAS has 10,317,049 (the “SAS Shares”) issued and outstanding. To facilitate the Transaction, Torino will consolidate its issued and outstanding shares on a 5:1 basis (“the consolidation”). The LOI calls for a \$20,000 cash payment to SAS within 10 business days of signing the LOI and the appointment of one director to the SAS board immediately upon payment of these funds.

Pursuant to the Transaction, the holders of the issued and outstanding SAS Shares will receive one post-Consolidation Torino Share for each SAS Share held immediately prior to the Transaction. The deemed exchange price for the post-Consolidation Torino Shares to be issued in exchange for the SAS Shares shall be the Private Placement Price (as defined below) per post-Consolidation Torino Share.

Prior to the completion of the Transaction, SAS will call a meeting of its shareholders for the purpose of approving, among other matters, the amalgamation with Torino.

On completion of the Transaction, the board of directors of Torino shall be reconstituted to consist of five directors. The directors of Torino will be Suresh Singh, Bryan Loree, Alex Kanayev, Ravinder Mlait and Darren Fast, subject to the receipt of applicable regulatory and shareholder approvals.

Details with respect to additional proposed directors, including the background of each such proposed director, will be announced in a subsequent press release.

Concurrent Financing

It is expected that prior to the completion of the Transaction, but subsequent to the consolidation, Torino will complete a private placement (the "**Private Placement**") of Torino Shares for gross proceeds of \$200,000 at a price (the "**Private Placement Price**") to be determined by Torino for such offering.

Conditions to the Transaction

Completion of the Transaction is subject to a number of conditions, including, but not limited to, SAS shareholder approval and closing of the private placement. Other conditions to completion of the Transaction include, but are not limited to, standard closing conditions, including the completion of due diligence investigations to the satisfaction of each of Torino and SAS, execution of a definitive agreement, receipt of all requisite approvals from shareholders, regulatory authorities and third parties relating to the Transaction, no material adverse change occurring prior to completion of the Transaction and completion of the Private Placement. There can be no assurance that the Transaction will be completed as proposed, or at all.

Further Information

Further details about the proposed Transaction and the resulting issuer will be provided in a follow up press release when the parties enter into an Amalgamation agreement and in the disclosure document to be prepared and filed in respect of the Transaction.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

The CSE has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Forward-Looking Information

This press release contains forward-looking information based on current expectations. Statements about the closing of the Transaction, expected terms of the Transaction, the number of securities of Torino that may be issued in connection with the Transaction, the Private Placement, shareholder approval and the parties' ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. Torino assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law.

We seek Safe Harbor.

On behalf of the Board of Directors

“Bryan Loree”

CEO and Director

Torino Ventures Inc.

For further information, contact the Company's CEO, Bryan Loree 604-808-2225

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.