

NSS RESOURCES INC.
Vancouver, BC Canada

NEWS RELEASE

NSS Resources Inc., (CSE: NSS) Announces Letter of Intent with Upco Systems Inc. and Aduna Holding GmbH

Vancouver, BC, April 21, 2017: NSS Resources Inc., (the “Company” or “NSS”) announces that it has entered into a non-binding letter of intent (“Letter of Intent”) with Upco Systems Inc. (“Upco”) and Aduna Holding GmbH (“Aduna”). Pursuant to the Letter of Intent, NSS, Upco and Aduna, which is the sole shareholder of Upco, will enter into a definitive agreement (“Definitive Agreement”) whereby NSS will acquire all of the issued and outstanding common shares of Upco via the issuance of 33,000,000 common shares of NSS at a deemed price of \$0.06 per NSS share. A finder’s fee of 2,000,000 NSS shares will be paid at closing. All of these securities will be subject to CSE escrow requirements and a statutory 4-month hold and will be so legended.

At closing and at the sole discretion of the board of directors of NSS as constituted immediately after the time of closing, NSS will grant options to certain directors, officers, employees and consultants of NSS and Upco to purchase up to 3,722,500 common shares in the capital of NSS at an exercise price of \$0.07 per share or at such lower exercise price as may be allowed by any regulatory authority.

Closing of the proposed transaction is subject to a number of conditions being satisfied or waived at or prior to closing, including the following:

- execution of a mutually acceptable Definitive Agreement;
- satisfactory completion of due diligence by each of the parties prior to execution of the Definitive Agreement;
- no material adverse change with respect to Upco or its business having occurred; and
- the receipt of all required regulatory and Canadian Securities Exchange approvals.

About Upco Systems Inc.

Upco operates primarily in the telecommunications industries as a licensed Global Telecom Carrier within the international VoIP (voice over IP) wholesale business with its main reportable business segment being wholesale international long distance traffic termination. Upco has also designed a software program that will enable fully secure communications, social media, namely connecting users and sharing pictures, locations, international airtime top up, International and national calls and chatting. Please visit www.upcosystems.com for further information.

ON BEHALF OF THE BOARD OF DIRECTORS

Jag Sandhu, President & CEO
Tel. 778-218-9638

Neither the Canadian Securities Exchange nor its regulation services provider has reviewed or accepted responsibility for the adequacy or accuracy of the content of this news release.