

**NSS RESOURCES INC.**  
Vancouver, BC Canada

**NEWS RELEASE**

**NSS Resources Inc., (CSE: NSS) Announces Share Exchange Agreement with Upco Systems Inc. and Aduna Holding GmbH**

**Vancouver, BC, July 4, 2017:** NSS Resources Inc., (the “Company” or “NSS”) announces that further to the Company’s news release dated April 21, 2017, the Company has entered into a share exchange agreement (“Share Exchange Agreement”) with Upco Systems Inc. (“Upco”) and Aduna Holding GmbH (“Aduna”). Pursuant to the Share Exchange Agreement, NSS will acquire all of the issued and outstanding 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 a deemed exercise price of \$0.06 or 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:

- no material adverse change with respect to Upco or its business having occurred prior to closing of the Share Exchange Agreement;
- the receipt of all required regulatory and Canadian Securities Exchange approvals; and
- The transaction represents a fundamental change pursuant to the Policies of the Canadian Securities Exchange, and is subject to shareholder approval. Following the transaction, the business of the issuer will be the business of Upco.

**Shares for Debt**

NSS also announces that it has issued 142,500 common shares in its capital at a deemed price of \$0.06 per share to an arm’s length party in settlement of \$8,550 in debt. The shares are subject to a statutory 4-month hold and are so legended.

**Lapse of Claims**

NSS also announces that it has let lapse a total of 8 claims on the Company’s NSS Seneca property totaling 4,228 hectares. The remaining claims held by the Company total 147 hectares and have a good-to date of July 10, 2017.

**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](http://www.upcosystems.com) for further information.

For the year ended December 31, 2015 (Audited), Upco had revenues of \$US 2,527,155 and operating expenses of \$US 2,195,785, which resulted in a gross profit of \$US 331,370. After operating expenses of \$US 324,330 and other transactions totaling \$US 8,453, Upco had net income of \$US 15,493. As at December 31, 2015, Upco had assets totaling \$US 1,231,809, liabilities totaling \$US 1,245,957 and working capital of \$US 700,105.

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.*

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