

Smartcool Announces Private Placement Offering

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VANCOUVER, Feb. 24, 2015 /CNW/ - Smartcool Systems Inc. (TSXV: SSC) (the "**Company**") is pleased to announce a non-brokered private placement offering (the "**Offering**") of up to 10,000,000 units (the "**Units**") at a price of \$0.05 per Unit, for maximum gross proceeds of \$500,000. The Company intends to use the proceeds for general working capital.

Each Unit will be comprised of one common share in the capital of the Company (a "**Share**") and one non-transferable share purchase warrant (a "**Warrant**"). Each Warrant will entitle the holder to purchase one additional Share in the capital of the Company (a "**Warrant Share**") for a period of 24 months from the closing date at an exercise price of 0.10. The Warrants will contain a provision providing for accelerated exercise and termination if, after the Warrants are issued, the Company's Shares trade at a price higher than \$0.15 for a period of twenty-one days or more.

The Offering is subject to receipt of approval from the TSX Venture Exchange (the "**TSX V**"). All Shares and Warrant Shares issued will be subject to a four month hold period that will begin on the Closing Date. Subject to TSX V approval, the Company may pay finders a fee consisting of cash and/or warrants.

This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Shares or Warrants in the United States. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Smartcool

Smartcool Systems Inc. (TSXV: SSC) provides cutting edge energy efficient and energy cost reduction solutions for businesses around the world. The ECO3 and ESM are Smartcool's unique retrofit technologies that reduce the energy consumption of compressors in air conditioning, refrigeration and heat pump systems by 15% to 20%, giving a return on investment in 12 to 36 months.

On behalf of Smartcool Systems Inc.

George Burnes, President
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Forward-looking statements:

Certain statements in this release are forward-looking statements, including with respect to the Company's proposed use of proceeds raised from the above-described Offering. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits the Company will obtain from them. Forward looking statements in this release include those concerning the size and timing of the Offering. These forward-looking statements reflect management's current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, as well as other factors beyond the Company's control. These forward-looking statements are made as of the date of this news release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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