Vesta Capital Corp. (TSXV:VES.P) announces the signing of a Letter of Intent for its proposed Qualifying Transaction.

Toronto, Ontario, November 10, 2008

Vesta Capital Corp. ("**Vesta**") is pleased to announce that on October 30, 2008, it entered into a letter of intent ("**LOI**") with 3GSolar, Ltd. ("**3G**"). The LOI provides that Vesta will enter into a share exchange transaction with each of 3G's shareholders, which will result in 3G becoming a wholly-owned subsidiary of Vesta (the "**Transaction**"). The Transaction is intended to constitute Vesta's "qualifying transaction" under TSX Venture Exchange ("**TSXV**") policies. If the Transaction it successfully completed, it is believed that 3G would be the first Israel-based business listed on a Canadian stock exchange.

<u>About 3G</u>

3G (formerly, Orionsolar Photovoltaics Ltd.) is a developer of dye solar cell ("**DSC**") photovoltaic modules. DSC technology is a cost-effective alternative to silicon and thin film-based systems, providing a low-cost solar energy solution that produces electricity efficiently even in low light conditions. 3G focuses its efforts to develop DSC modules to serve off-grid markets, mainly in developing countries where in excess of two billion people live without electricity.

3G was incorporated June 24, 2004 under the laws of the State of Israel. Its business operations are conducted through its facility in Jerusalem, Israel. Upon completion of the Transaction, it is anticipated that the resulting issuer will be classified as a research and development issuer by the TSXV.

The issued shares of 3G are owned by thirty-four (34) shareholders. Dr. Jonathan Goldstein (of Jerusalem, Israel), 3G's founder, its president and a director, owns approximately 11% of 3G's shares (fully diluted). Seventeen (17) shareholders (including three 3G employees who own less that 3% of 3G's shares, fully diluted) are individual Israel residents or Israel corporations controlled by Israel residents, who collectively own approximately 22% of 3G's shares (fully diluted). The remaining sixteen (16) shareholders own approximately 66% of 3G's shares (fully diluted). Fifteen (15) of these remaining shareholders are limited liability companies formed under the laws of Delaware (U.S.A.) and controlled by U.S. residents, and one (1) shareholder is an Ontario corporation controlled by a resident of Ontario. Other than Dr. Goldstein, the only shareholder who holds in excess of 10% of 3G's shares is DG-OSP, LLC, a Delaware (U.S.A.) limited liability company, controlled by The Quercus Trust (Newport Beach, California) which owns approximately 17% of 3G's shares (fully diluted).

To date 3G has engaged in the research and development of DSC photovoltaic technology. 3G employs seventeen (17) professionals at its facility.

3G has provided Vesta with audited financial statements (prepared in accordance with Israel auditing standards) for the years ended December 31, 2007 and 2006, which financial statements have been reconciled to Canadian GAAP (both presented in United States dollars). 3G has also provided unaudited financial statements for the 6 month period ended June 30, 2008, which financial statements are also being reconciled to Canadian standards. As at December 31 2007, 3G had total assets of USD$1,514,175 and total liabilities of USD$202,330. For the year ended December 31, 2007, 3G had a net loss of USD$967,255 of which USD$741,079 represented R&D expenditures incurred during the period. As at June 30, 2008, 3G had total assets of USD$1,293,891 and total liabilities of USD$262,390. For the 6 month period ended June 30, 2008, 3G had a net loss of USD$655,726 of which USD$289,435 represented R&D expenditures incurred during the period.

Terms of the Transaction

Vesta is proposing to issue 25,000,00 common shares to holders of 3G shares *pro rata* (based on the number of 3G shares held) at a deemed price of $0.40 per share, in exchange for 100% of the issued shares of 3G. Upon completion of the Transaction, Vesta will own 100% of 3G. 3G's current business (as heretofore described) will become the business of the resulting issuer.

The Transaction is subject to a number of conditions including but not limited to: (i) both 3G and Vesta completing their mutual due diligence of one another, which due diligence is to be completed within 30 days of the date of the LOI, (ii) negotiation of acceptable definitive share exchange agreement(s) (or other suitable arrangements) between Vesta and each holder of 3G shares, (iii) receipt of all required regulatory approvals (including TSXV approval as noted below), and (iv) Vesta raising sufficient additional funds which, which combined with Vesta's existing funds, will allow it to meet the TSXV's minimum listing requirements upon completion of the Transaction.

There are no persons who are Control Persons (as defined in TSXV policies) in both Vesta and 3G and no director, officer or insider of Vesta owns any shares of 3G and no director, officer or insider of 3G owns any shares of Vesta. As such, the proposed Transaction does not constitute a "Non-Arms Length Qualifying Transaction" (as defined in TSXV policies). Therefore, subject to TSXV confirmation, the Transaction will not require the approval of Vesta's shareholders.

Agency, Fiscal Advisory and Sponsorship Arrangements

To satisfy the condition set out in (iv) above, concurrent with the closing of the Transaction, Vesta will conduct a public offering of common shares by way of prospectus in Canada and in other jurisdictions pursuant to available exemptions, seeking to raise between $4,000,000 and $6,000,000 of funds (the "**Offering**"). Subscribers to the Offering will receive common shares of Vesta at a price of $0.40 per share.

Vesta has engaged Canaccord Capital Corporation ("**Canaccord**") to act as lead agent in connection with the Offering. Canaccord has agreed to lead a syndicate of agents (collectively, the "**Agents**"), including Sandfire Securities Inc. ("**Sandfire**").

In connection therewith, the Agents will be paid a cash commission of 8% of the funds raised and will receive that number of brokers warrants which is equal to 10% of the number of common shares sold. Each brokers warrant will entitle the holder to purchase one common share of Vesta at a price of $0.40 per share, for a period of 24 months from the closing of the Offering.

Canaccord has agreed to act as sponsor in connection with the Transaction, however Vesta expects that it will be exempt from the TSXV formal sponsorship requirements provided a portion of the Offering is completed by way of prospectus signed by a duly qualified agent (such as Canaccord). An agreement to sponsor should not be construed as any assurance with respect to the merits of the Transaction or the likelihood of completion. The financing and the sponsorship are subject to the completion of satisfactory due diligence by Canaccord.

Vesta has also engaged Canaccord to provide fiscal advisory services in connection with the Transaction. In connection therewith, Vesta has agreed to pay Canaccord a monthly work fee of $25,000 plus G.S.T. for up to four months.

In addition to the above, upon completion of the Offering, Vesta has agreed to issue as a success fee, 1,350,000 common shares (assuming the minimum Offering is sold) up to a maximum of 1,575,000 common shares (assuming the maximum Offering is sold) to Canaccord (which amounts will be reduced by up to 250,000 shares in lieu of any sponsorship fees and any monthly work fees paid to Canaccord, to a maximum of $100,000 at a price of $0.40 per share) and 150,000 common shares (assuming the minimum Offering is sold) up to a maximum of 175,000 common shares (assuming the maximum Offering is sold) to Sandfire.

About the Resulting Issuer

Following completion of the Transaction the resulting issuer will continue 3G's business. Upon completion of the Transaction and the anticipated minimum offering described above, 3G's shareholders would own approximately 60% of the issued shares of the resulting issuer. It is not anticipated that any single shareholder of 3G will own in excess of 10% of the shares of the resulting issuer.

It is anticipated that the directors and officers of the resulting issuer will be as follows:

Barry N. Breen is currently the Chief Executive Officer and a director of 3G. Upon completion of the Transaction, Mr. Breen will be added as a director and named Chief Executive Officer and President of Vesta. Mr. Breen served 16 years in senior positions at AVX Corporation (NYSE: AVX). Prior to AVX, Barry was an engineer at General Electric (NYSE:GE). Mr. Breen holds a B.Sc. in Nuclear Engineering from the Massachusetts Institute of Technology. Mr. Breen was awarded the Kaplan Prize in 1994 for excellence in industrial development. In 1998, he was awarded the Kyocera Corporation President Award for outstanding achievement in product & business development.

David Anthony is currently a director of 3G. Upon completion of the Transaction, Mr. Anthony will be added as a director and named Chief Financial Officer and Secretary of Vesta. Mr.

Anthony, is Managing Partner of New York venture capital firm, 21Ventures, LLC. Mr. Anthony currently serves as a director on the boards of public companies Worldwater & Solar Technologies Corp. (WWAT:OTCBB) and Open Energy Corporation (OEGY:OTCBB), and private companies Agent Video Intelligence Ltd, BioPetroClean Ltd., Juice Wireless, Inc. and VoIP Logic, LLC. Mr. Anthony teaches business management at the New York Academy of Sciences where he is an Adjunct Professor. Mr. Anthony received an MBA from The Tuck School of Business at Dartmouth College in 1989 and a BA in economics from George Washington University in 1982. He is an entrepreneurship mentor at the Land Center for Entrepreneurship at Columbia University Graduate School of Business. In 2002, Mr. Anthony was awarded the Distinguished Mentor of the Year Award from Columbia University.

Harold Wolkin is currently the President, Chief Financial Officer, Secretary and a director of Vesta. Upon completion of the Transaction, Mr. Wolkin will resign from all offices held by him and remain as an independent director of Vesta. Mr. Wolkin is a designated chartered financial analyst and Vice Chairman, Sandfire Securities Inc. (subject to regulatory approval), a full service, boutique investment bank. From August 1983 until his retirement in January 2008, Mr. Wolkin was employed with BMO Capital Markets, serving as the Managing Director, Diversified Industries, Investment and Corporate Banking. Mr. Wolkin received his B.A. from York University in 1975, his M.A. from the University of Toronto in 1976 and became a member of the Chartered Financial Analyst Institute in 1980. Since April 2008, Mr. Wolkin has served as a director of Grandview Gold Inc., a Toronto Stock Exchange and Over-The-Counter Bulletin Board listed company. Since November 2005, Mr. Wolkin has also served as a director of Brighter Minds Media Inc. (formerly Road Runner Capital Corporation), a TSX Venture Exchange listed company.

Frank Bellotti, is a current director of Vesta. Upon completion of the Transaction, Mr. Bellotti will remain as an independent director of Vesta. Mr. Bellotti served as is the Vice President and Director of Prime City One Capital Corp., a TSX Venture Exchange listed company. Mr. Bellotti is also the President of Kingside Mortgage Corporation, a position he has held since January 1989. Mr. Bellotti served as a director of BDE Equities from June 2006 to March 2008 and served as a director of Kingsdale Capital from June 2001 to June 2006.

Dr. Jonathan Goldstein, is the President and a director of 3G. It is anticipated that Dr. Goldstein will be appointed to the Vesta board some time following completion of the Transaction. Dr. Goldstein has been President and Chief Scientist of 3G since its founding. He served as a senior scientist at LUZ Industries, a pioneering company in the solar energy industry. From 1977 to 1989, Dr. Goldstein served as the senior battery scientist at Tadiran Ltd., Israel's flagship electronics company. Dr. Goldstein received his Ph.D in Chemistry from City University, London, UK. He holds 38 granted US patents, and has published/delivered more than 30 scientific papers.

TSXV Approval

Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement or prospectus 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. Trading in the securities of a capital pool company should be considered highly speculative.

For Investors

This press release may include statements about expected future events and/or financial results that are forward-looking in nature and subject to risks and uncertainties. Vesta cautions that actual performance will be affected by a number of factors, many of which are beyond its control. Future events and results may vary substantially from what Vesta currently foresees. Discussion of the various factors that may affect future results is contained in Vesta's recent filings, available on SEDAR.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

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