

Form 45-106F6

British Columbia Report of Exempt Distribution

This is the form required under section 6.1 of National Instrument 45-106 for a report of exempt distribution in British Columbia.

Issuer/underwriter information

Item 1: Issuer/underwriter name and contact information

- the name of the issuer: WindRiver Power Corporation (the “Issuer”)
- the issuer’s website address: <http://www.windriver.ca/>
- address: Suite 259, 1011 9th Ave SE Calgary, AB T2G 0H7
- telephone number: 403-233-2259
- email address: kipp.horton@windriver.ca

Item 2: Reporting issuer status

A. The Issuer is not a reporting issuer.

Item 3: Issuer’s industry

Indicate the industry of the issuer by checking the appropriate box below.

- | | |
|---|--|
| <input type="checkbox"/> Bio-tech | Mining |
| Financial Services | <input type="checkbox"/> exploration/development |
| <input type="checkbox"/> investment companies and funds | <input type="checkbox"/> production |
| <input type="checkbox"/> mortgage investment companies | <input type="checkbox"/> Oil and gas |
| <input type="checkbox"/> securitized products issuers | <input type="checkbox"/> Real estate |
| <input type="checkbox"/> Forestry | <input type="checkbox"/> Utilities |
| <input type="checkbox"/> Hi-tech | <input checked="" type="checkbox"/> Other (describe) |
| <input type="checkbox"/> Industrial | <u>Renewable Energy</u> |

Item 4: Insiders and promoters of non-reporting issuers

| Information about insiders and promoters | | | |
|--|--|---|---|
| Full name, municipality and country of principal residence | All positions held (e.g., director, officer, promoter and/or holder of more than 10% of voting securities) | Number and type of securities of the issuer beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution | Total price paid for all securities beneficially owned or, directly or indirectly controlled, on the distribution date, including any securities purchased under the distribution (Canadian \$) |
| Kipp Horton, City of Calgary, Canada | Chief Executive Officer, Director | 391,909 Class A Common | 597,152.00 |
| M. Scott Bratt, City of Calgary, Canada | Director | 866,667 Class A Common and 166,667 Dilution Warrants | 900,000.50 |
| Joseph Lougheed, City of Calgary, Canada | Director | 80,439 Class A Common | 23,644.60 |
| Jay Simmons, City of Calgary, Canada | Director | 1,088,933 Class A Common | 1,835,633.00 |
| Scott Inglis, City of Calgary, Canada | Holder of more than 10% of voting securities | 6,198,754 Class A Common | 5,088,349.00 |
| Paul Schincariol, City of Abbotsford, Canada | Chief Operating Officer | 248,833 Class A Common | 363,790.00 |
| Nancy Olsen, City of Calgary, Canada | Holder of more than 10% of voting securities | 2,000,000 Class A Common | 3,000,000.00 |
| Greg Trainor, City of Abbotsford, Canada | Chief Development Officer | 87,504 Class A Common | 156,608.00 |
| Brian Bullen, City of Calgary, Canada | Legal Counsel (formerly Executive Vice President) | 242,064 Class A Common | 409,128.00 |

Details of distribution**Item 5: Distribution date**

December 22, 2015.

Item 6: Number and type of securities

- Each security distributed is a unit comprised of one Class A Common share and one dilution warrant.
- Total number of securities distributed is 480,401. The dilution warrants require the Issuer to issue additional Class A Common shares to each of the purchasers in the event of a future transaction whereby: (i) the Issuer issues Common shares from treasury, or securities convertible, exchangeable or exercisable into Common shares at a price below the price in the present distribution; or (ii) the occurrence of any other event where the price, or deemed price, per Common share is fixed by the Board of Directors, acting in good faith, at less than the price in the present distribution.

Item 7: Geographical information about purchasers

Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table information about securities issued as payment of commissions or finder's fees disclosed under item 9 of this report. The information provided in this table must reconcile with the information provided in item 8 and Schedules I and II.

| Each Canadian and foreign jurisdiction where purchasers reside | Number of purchasers | Price per security (Canadian \$) ¹ | Total dollar value raised from purchasers in the jurisdiction (Canadian \$) |
|---|----------------------|---|---|
| Alberta | 10 | 1.50 | 608,101.50 |
| British Columbia | 1 | 1.50 | 112,500.00 |
| Total number of Purchasers | 11 | | |
| Total dollar value of distribution in all jurisdictions (Canadian \$) | | | 720,601.50 |

Note 1: If securities are issued at different prices, list the highest and lowest price for which the securities were sold.

Item 8: Information about purchasers

| Information about non-individual purchasers | | | | | |
|---|---|---|------------------------------------|--|-----------------------------------|
| Full name and address of purchaser and name and telephone number of a contact person | Indicate if the purchaser is an insider (I) of the issuer or a registrant (R) | Number and type of securities purchased | Total purchase price (Canadian \$) | Exemption relied on | Date of distribution (yyyy-mm-dd) |
| Sinclair Street Holdings PO Box 91760 Stn West Vancouver West Vancouver BC V7V 4S1 Contact: Robert Sanderson 778-279-8185 | Neither | 75,000 Units (One Unit includes one Class A Common Share and one dilution warrant) | 112,500.00 | Accredited investor - section 2.3 of NI 45-106 | 2015-12-22 |

Commissions and finder's fees**Item 9: Commissions and finder's fees**

| Full name and address of the person being compensated | Indicate if the person being compensated is an insider (I) of the issuer or a registrant (R) | Compensation paid or to be paid (cash and/or securities) | | | | |
|---|--|--|--------------------------------------|----------------------------------|---|--|
| | | Cash (Canadian \$) | Securities | | | Total dollar value of compensation (Canadian \$) |
| | | | Number and type of securities issued | Price per security (Canadian \$) | Exemption relied on and date of distribution (yyyy-mm-dd) | |
| FirstEnergy Capital Corp. | Neither | 43,236.09 | | | | 43,236.09 |

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

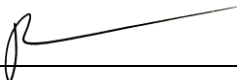
Date: January 15, 2015

WindRiver Power Corporation

Name of the issuer

Brian Bullen, Legal Counsel, 403-589-4667

Name, title, and telephone number of person signing



Signature

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Notice - Collection and use of personal information

The British Columbia Securities Commission collects and uses the personal information required to be included in this report for the administration and enforcement of the *Securities Act*. If you have any questions about the collection and use of this information, contact the British Columbia Securities Commission at the following address:

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2
Telephone: (604) 899-6500
Toll free across Canada: 1-800-373-6393
Facsimile: (604) 899-6581