

Amended 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	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. 1100, 311 – 6th Avenue S.W. Calgary, Alberta T2P 3H2	Neither	6,750.00				6,750.00

Certificate

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

Date: ~~January 15, 2015~~ January 19, 2016

WindRiver Power Corporation
Name of the issuer

Brian Bullen, legal counsel, 403-589-4667
Name, title, and telephone number of person signing

- Brian G. Bullen -

Signature

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