

**Prowind Canada Inc. and Six Nations of the Grand River  
Term Sheet for the Gunn's Hill Wind Farm**

This Term Sheet (the "**Agreement**") is entered into as of December 10, 2013 by Six Nations Elected Council, on behalf of the Six Nations of the Grand River ("**Six Nations**"), and Prowind Canada Inc. ("**Prowind**") and outlines the terms to the proposed relationship between Six Nations and Prowind for the development of the Gunn's Hill Wind Farm (the "**Project**").

The Project is a 10 turbine wind farm located south east of the City of Woodstock, Ontario. A map is attached in Schedule A.

This Agreement is without prejudice to, and does not intend to abrogate or derogate from, the aboriginal or treaty rights of the Six Nations or any of its members and any and all claims of the Six Nations of the Grand River as against Her Majesty the Queen in right of Canada or the Government of Canada and Her Majesty the Queen in right of Ontario or the Government of Ontario, including without limitation the litigation commenced in the Ontario Superior Court of Justice between Six Nations of the Grand River Band as plaintiff and the Attorney General of Canada and Her Majesty the Queen in Right of Ontario as defendants, bearing Court File No. 406/95 issued out of Brantford, Ontario.

Following the execution of this Agreement, the parties will negotiate in good faith to formulate a definitive relationship based on the terms contemplated in this Agreement. The parties acknowledge that the definitive relationship is subject to Six Nations, in its sole determination, receiving community support for the Project through its community engagement process.

The information contained herein is confidential. Both parties will hold and treat it in the strictest confidence. Neither party shall, directly or indirectly, disclose or communicate or permit anyone else to disclose or communicate this Agreement or any of its content or any part thereof to any person, firm or entity without the other party's prior consent.

Both parties agree to work in good faith and cooperate in all aspects of this Agreement.

**Joint Equity Partnership:**

Prowind is inviting the Six Nations to be an Equity Partner in the Project.

<b>Term</b>	<b>Details</b>
Six Nations % ownership	10%
Six Nations capital contribution	Approximately \$1.8 million
Approximate 20 year averaged IRR	10%

The Joint Equity Partnership between Prowind and Six Nations creates the opportunity for additional adder revenue, which will be shared through the Partnership.

**Royalty Default provision:**

In the event that Six Nations is unable to raise sufficient capital or chooses not to enter into the Joint Equity Partnership, Six Nations shall be entitled to participate in a Royalty Agreement.

The Annual Royalty Payment will be paid for the duration of the Feed-In-Tariff (FIT) Contract and for the duration of any extension or renewal thereof.

Term	Details
Annual Royalty Payment	\$1000/MW/year for 20 year term of FIT Contract (\$360,000 in total)

**Unrestricted Opportunities**

Irrespective of Six Nations holding a Joint Equity Partnership interest or Royalty Default position, Prowind agrees to provide the following benefits to the Six Nations.

Term	Details
Educational Funding	As outlined in <i>Gunn's Hill Wind Farm Aboriginal Student Bursary</i> document, attached as Schedule B.
Archaeological Monitor	To support the archaeological monitors where previously undisturbed land will be disturbed during construction.
Post Construction Assessment	Six Nations members to walk with Prowind biologists during the Gunn's Hill Post-construction Bird and Bat Monitoring Program.
Operation and Maintenance Technician	If Six Nations members are interested in working with the turbine manufacturer, Prowind will ensure all resumes are passed to the hiring office and considered for employment.
Construction Opportunities	If Six Nations members are interested in working with the construction contractors, Prowind will ensure all resumes are passed to the hiring offices and considered for employment.
Reporting	Project reports and updates will be provided in a timely manner.

Prowind will provide best efforts to support the Six Nations through this term sheet.

Signed on the  3rd  day of  December , in the year  2013 ;

by Prowind Canada Inc.;

\_\_\_\_\_  
Signature



\_\_\_\_\_  
Name (Print)

and by Six Nations of the Grand River;

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name (Print)

SNCR Resolution: \_\_\_\_\_