**RAM POWER, CORP.**
**Material Change Report**
**FILED PURSUANT TO NATIONAL INSTRUMENT 51-102**

**Item 1 Name and Address of Company**

Ram Power, Corp. ("**Ram Power**")
9460 Double R Blvd., Suite 200
Reno, Nevada 89521

**Item 2 Date of Material Change**

July 2, 2013.

**Item 3 News Release**

A press release describing the material change was issued by Ram Power on July 2, 2013 through Marketwired and also filed on SEDAR.

**Item 4 Summary of Material Change**

Ram Power announced it had reached an agreement with its San Jacinto-Tizate Project lenders syndicate (the "**Lenders**") to amend certain provisions of the Phase II Credit Agreement for the San Jacinto-Tizate Project to extend the date for conversion from a construction loan to a term loan.

**Item 5 Full Description of Material Change**

Ram Power reached an agreement with the Lenders, led by the International Finance Corporation, to amend the Phase II Credit Agreement for the San Jacinto-Tizate Project. The amendment extends the date for conversion of the construction loan to a term loan from June 29, 2013 to July 31, 2013. This amendment provides for sufficient time for Ram Power and the Lenders to modify and obtain credit committee approvals for certain conditions precedent for the conversion.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Further information regarding the matters described in this report may be obtained from Steven Scott, Director of Investor Relations, who is knowledgeable about the details of the material change and may be contacted at sscott@ram-power.com or (775) 398-3711.

**Item 9 Date of Report**

July 2, 2013.