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**” or the “**Corporation**”)
401 Ryland Street
Reno, Nevada 89502

Item 2 Date of Material Changes

April 4, 2014.

Item 3 News Release

A press release describing the material change was issued by Ram Power on April 7, 2014 through the facilities of Marketwired and concurrently filed on SEDAR with the securities regulatory authorities in each province of Canada.

Item 4 Summary of Material Changes

On April 7, 2014, Ram Power announced that it had entered into a stock purchase agreement with US Geothermal Inc. for the sale of the Company’s Geysers project for US$6,400,000.

Item 5 Full Description of Material Changes

On April 7, 2014, Ram Power announced that it had entered into a stock purchase agreement with US Geothermal Inc. for the sale of the Company’s Geysers project for US$6,400,000. The Company’s subsidiaries involved in the transaction include Western Geopower, Inc., Skyline Geothermal Holdings, Inc., and Etoile Holdings, Inc., which, in turn, includes all membership interests in Mayacamas Energy LLC and Skyline Geothermal LLC. The transaction is expected to close on or before April 30, 2014.

The Ram Power subsidiaries subject to the stock purchase agreement possess the full development interest in the Geysers project. These interests include all geothermal leases (covering 3,809 acres), development design plans, and permits for a proposed 26 net megawatt power plant. Also included is land and geothermal mineral rights ownership of the Mayacamas property purchased by Ram Power in 2010. This property contains 4 of the 5 existing geothermal wells immediately available for production or injection. Finally, the acquisition includes a 50% undivided interest in the geothermal mineral rights relating to the property that contains the 5th existing well also purchased by Ram Power in 2010. The other 50% interest in this property is contained within an acquired leasehold interest.

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

April 9, 2014.