FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. ***Name and Address of Company***

Alterra Power Corp. ("**Alterra**")
Suite 600, 888 Dunsmuir Street
Vancouver, BC V6C 3K4

ITEM 2. ***Date of Material Change***

November 30, 2016

ITEM 3. ***News Release***

News release relating to the material change described herein was disseminated on December 1, 2016 via Canada Newswire.

ITEM 4. ***Summary of Material Change***

Alterra announced that its 66.6% wholly-owned subsidiary HS Orka hf ("HS Orka") has received positive results from the arbitration concerning the validity of a power purchase agreement ("PPA") between HS Orka and Norðurál Helguvík ehf ("Norðurál").

ITEM 5. ***Full Description of Material Change***

Alterra announced that its 66.6% wholly-owned subsidiary HS Orka has received positive results from the arbitration concerning the validity of a PPA between HS Orka and Norðurál.

The arbitration panel determined that the PPA lapsed due to certain circumstances, and therefore is at an end. The panel further determined that the ending of the PPA was not due to any fault on the part of HS Orka, and all counterclaims advanced by Norðurál in the arbitration have been denied.

ITEM 5.2. ***Disclosure of Restructuring Transactions***

Not applicable.

ITEM 6. ***Reliance on Subsection 7.1(2) of National Instrument 51-102***

Not applicable.

ITEM 7. ***Omitted Information***

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. ***Executive Officer***

Shannon D. Webber, General Counsel
604-669-4999

ITEM 9. ***Date of Report***

December 8, 2016