

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 – Name and Address of Company:

J5 Acquisition Corp.
5 Hazelton Avenue, Suite 300
Toronto, Ontario
M5R 2E1

Item 2 - Date of Material Change:

August 11, 2010

Item 3 – News Release:

The news release attached hereto as Schedule “A” was disseminated over Canada NewsWire on August 11, 2010.

Item 4 – Summary of Material Change:

J5 Acquisition Corp. (“J5”) announced that in connection with its previously announced proposed qualifying transaction with Riverbank Power Corporation (the “Qualifying Transaction”), J5 intends to change its name to “Riverbank Power Inc.” (the “Name Change”) or such other similar name the board of directors of J5 (the “Board”), in its sole discretion, deems appropriate.

In addition, as part of the proposed Qualifying Transaction, J5 intends to amend its articles to effect a consolidation of its common shares on the basis of a ratio within the range of (A) one (1) post consolidation common share for every twenty (20) pre-consolidation common shares (20:1) to (B) one (1) post-consolidation common share for every thirty four (34) pre-consolidation common shares (34:1) (the “Consolidation”).

J5 will seek shareholder approval to effect, among other things, the Name Change, the Consolidation, the Continuance (as defined below) and the implementation a “rolling” stock option plan for the Resulting Issuer (as defined below) at a special meeting of shareholders scheduled for September 3, 2010 (the “Meeting”).

Although it is not a condition precedent to completion of the Qualifying Transaction, in the event the board of directors of the combined company resulting from the Qualifying Transaction (the “Resulting Issuer”) deems it in the best interests of the Resulting Issuer, following the completion of the Qualifying Transaction, the Resulting Issuer may continue from laws of Ontario to the federal laws of Canada (the “Continuance”).

Item 5 – Full Description of Material Change:

5.1 Full Description of Material Change

Further to the press release dated May 17, 2010, J5 announced that in connection with its previously announced proposed Qualifying Transaction, J5 intends to change its name to “Riverbank Power Inc.” or such other similar name the Board, in its sole discretion, deems appropriate.

In addition, as part of the proposed Qualifying Transaction, J5 intends to amend its articles to effect a consolidation of its common shares on the basis of a ratio within the range of (A) one (1) post consolidation common share for every twenty (20) pre-consolidation common shares (20:1) to (B) one (1) post-consolidation common share for every thirty four (34) pre-consolidation common shares (34:1), which ratio is to be selected and implemented by the Board in its sole discretion. J5 currently has 10,000,000 common shares issued and outstanding. After the completion of the Consolidation, J5 will, prior to giving effect to the Qualifying Transaction, have between 294,118 and 500,000 common shares issued and outstanding.

J5 will seek shareholder approval to effect, among other things, the Name Change, the Consolidation, the Continuance and the implementation a “rolling” stock option plan for the Resulting Issuer at a special meeting of shareholders scheduled for September 3, 2010. Further information is available in J5’s management information circular dated August 6, 2010 prepared in respect of the Meeting, which has been filed on J5’s profile on the SEDAR website at www.sedar.com.

At the Meeting, shareholders will also be asked to vote for the election of Ronald Schmeichel, Jordan Kupinsky and Jay Freeman to serve from the close of the Meeting (the “Current Slate”) until the earlier of (i) the close of the next annual meeting of shareholders of J5 and (ii) a date determined by the Current Slate, such date to be (x) no earlier than the time of completion of the Qualifying Transaction and (y) not later than one business day following the date of completion of the Qualifying Transaction (and if no such determination is made by the Current Slate, such determination will be deemed to have been made and the date deemed to be determined shall be one business day following the date of completion of the Qualifying Transaction) (any such determined time (the “Change of Board Time”)) and (B) to vote for the election of John Douglas, Dr. Vince Lamarra, Keith Lord, Hon. David Peterson, Dr. John Boyd, Donald Jessome, Georges Dick, and Jordan Kupinsky as directors of the Resulting Issuer to serve from the Change of Board Time until the close of the next annual meeting of shareholders or until their successors are elected or appointed.

Although it is not a condition precedent to completion of the Qualifying Transaction, in the event the board of directors of the Resulting Issuer deems it in the best interests of the Resulting Issuer, following the completion of the Qualifying Transaction, the Resulting Issuer may continue from laws of Ontario to the federal laws of Canada.

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, execution of the definitive agreement in respect of the Qualifying Transaction, regulatory approvals, TSX Venture Exchange acceptance and shareholder approval of, among other things, the Name Change and the Consolidation. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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:

Ronald D. Schmeichel, Chief Executive Officer, Chief Financial Officer and Secretary
(416) 972-6294

Item 9 – Date of Report:

August 19, 2010

Schedule "A"

J5 Acquisition Corp.

ANNOUNCES PROPOSED NAME CHANGE AND SHARE CONSOLIDATION IN CONNECTION WITH QUALIFYING TRANSACTION

TSX VENTURE EXCHANGE: JV.P

FOR IMMEDIATE RELEASE

Toronto, Ontario – August 11, 2010 – Further to the press release dated May 17, 2010, J5 Acquisition Corp. ("J5") announces that in connection with its previously announced proposed qualifying transaction with Riverbank Power Corporation (the "Qualifying Transaction"), J5 intends to change its name to "Riverbank Power Inc." (the "Name Change") or such other similar name the board of directors of J5 (the "Board"), in its sole discretion, deems appropriate.

In addition, as part of the proposed Qualifying Transaction, J5 intends to amend its articles to effect a consolidation of its common shares on the basis of a ratio within the range of (A) one (1) post consolidation common share for every twenty (20) pre-consolidation common shares (20:1) to (B) one (1) post-consolidation common share for every thirty four (34) pre-consolidation common shares (34:1) (the "Consolidation"), which ratio is to be selected and implemented by the Board in its sole discretion. J5 currently has 10,000,000 common shares issued and outstanding. After the completion of the Consolidation, J5 will, prior to giving effect to the Qualifying Transaction, have between 294,118 and 500,000 common shares issued and outstanding.

J5 will seek shareholder approval to effect, among other things, the Name Change, the Consolidation, the Continuance (as defined below) and the implementation a "rolling" stock option plan for the Resulting Issuer (as defined below) at a special meeting of shareholders scheduled for September 3, 2010 (the "Meeting"). Further information is available in J5's management information circular dated August 6, 2010 (the "Circular") prepared in respect of the Meeting, which has been filed on J5's profile on the SEDAR website at www.sedar.com.

At the Meeting, shareholders will also be asked to vote for the election of Ronald Schmeichel, Jordan Kupinsky and Jay Freeman to serve from the close of the Meeting (the "Current Slate") until the earlier of (i) the close of the next annual meeting of shareholders of J5 and (ii) a date determined by the Current Slate, such date to be (x) no earlier than the time of completion of the Qualifying Transaction and (y) not later than one business day following the date of completion of the Qualifying Transaction (and if no such determination is made by the Current Slate, such determination will be deemed to have been made and the date deemed to be determined shall be one business day following the date of completion of the Qualifying Transaction) (any such determined time (the "Change of Board Time")) and (B) to vote for the election of John Douglas, Dr. Vince Lamarra, Keith Lord, Hon. David Peterson, Dr. John Boyd, Donald Jessome, Georges Dick, and Jordan Kupinsky as directors of the Resulting Issuer to serve from the Change of Board Time until the close of the next annual meeting of shareholders or until their successors are elected or appointed.

Although it is not a condition precedent to completion of the Qualifying Transaction, in the event the board of directors of the combined company resulting from the Qualifying Transaction (the “Resulting Issuer”) deems it in the best interests of the Resulting Issuer, following the completion of the Qualifying Transaction, the Resulting Issuer may continue from laws of Ontario to the federal laws of Canada (the “Continuance”).

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Investors are cautioned that, except as disclosed in the Circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon.

For further information please contact Jordan Kupinsky, Director of J5 at 416-972-6574.

Not for distribution in the United States or through United States wire services.

Investors are cautioned that trading in the securities of a CPC should be considered highly speculative.

J5 is a CPC governed by the policies of the TSX Venture Exchange. J5’s principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.