

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Name and Address of Company

TRIBUTE RESOURCES INC. (“Tribute”)
309 Commissioners Road West
Unit E
London ON N6J 1Y4

Item 2 - Date of Material Change

The material change occurred effective December 6, 2013.

Item 3 – News Release

Press Release was issued from London, Ontario, on December 6, 2013.

Item 4 - Summary of Material Change

Tribute announced that Capital Power Corporation has achieved their Commercial Operation Date from the Ontario Power Authority’s Feed-In-Tariff Program for the now operating Nanticoke and Port Dover wind projects.

Item 5.1 - Full Description of Material Change

Tribute announced that Capital Power Corporation (“Capital Power”) has achieved their Commercial Operation Date (“COD”) from the Ontario Power Authority’s (“OPA”) Feed-In-Tariff (“FIT”) Program for the now operating Nanticoke and Port Dover wind projects (the “Project”). As such, Tribute received the fourth and final milestone payment on December 5, 2013 on the sale of the Project to Capital Power. Dover East Wind Limited Partnership (“Dover”), now owned 100% by Tribute, received a payment of \$1,303,992.80 and the Nanticoke Wind Limited Partnership (“Nanticoke”), owned 100% by Tribute, received a net payment in the amount of \$4,412,548.80. On a consolidated basis, Tribute received a gross payment of \$5,716,541.60 from which management bonuses of \$150,000.00 were paid.

Tribute had the option to take this final milestone payment as a lump sum or as a 1.6% gross overriding royalty. Tribute elected to take the payment as a lump sum to allow Tribute to retain the right to purchase up to a 10% equity position in the project. Such right to purchase equity is available to Tribute for up to six months after it received notice of the Project’s COD. Tribute is currently securing financing with respect to exercising this right to purchase.

Item 5.2 – Disclosure for Restructuring Transactions

Not applicable.

Item 6 - Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7 - Omitted Information

Not applicable


Item 8 - Executive Officer

Jennifer Lewis, Chief Financial Officer, (519) 657-2151

Item 9 - Date of Report

DATED this 18th day of December, 2013.

TRIBUTE RESOURCES INC.

Per: 

Jennifer Lewis
Chief Financial Officer