

Power Clouds Inc.

Supplemental Information

July 29, 2016

## Regulation FD Disclosure

Power Clouds Inc. (the “**Company**”) is conducting meetings with third parties in which its Corporate Profile will be presented. The Corporate Profile is furnished as an Exhibit to this Supplemental Report and is incorporated herein by reference.

The furnishing of the information in this Supplemental Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information contained in this Supplemental Report constitutes material investor information that is not otherwise publicly available.

This Supplemental Report and exhibit may contain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, and which involve risks, uncertainties and reflect the Company’s judgment as of the date of this Supplemental Report. Forward-looking statements may relate to, among other things, operating results and are indicated by words or phrases such as “expects,” “should,” “will,” and similar words or phrases. These statements are subject to inherent uncertainties and risks that could cause actual results to differ materially from those anticipated at the date of this Supplemental Report. Investors are cautioned not to rely unduly on forward-looking statements when evaluating the information presented within.

<b>Exhibit</b>	<b>Description</b>
	<a href="#"><u>Corporate Profile</u></a>



**Utility Scale Solar**

# Corporate Profile

Power Clouds Inc. (OTC: PWCL)

July 28, 2016

# Caution Concerning Forward Looking Statements

## DISCLAIMER:

This document contains various remarks that we make about Power Clouds Inc.( “our, “Company” ) future expectations, plans and prospects, including statements within this document and other documents we provide to investors, constitute forward looking statements for purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Words such as “intends” , “believes” , “expects,” “anticipates,” “plans,” “estimates,” “should,” “likely” or similar expressions reflecting something other than historical fact are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Any forward-looking statements represent our views only as of today and should not be relied upon as representing our views as of any subsequent date.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all. Forward-looking statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements.

While we may elect to update these forward- looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our views change. Therefore, you should not rely on these forward-looking statements as representing our views as of any date subsequent to today. In addition, actual results or stockholder values may differ materially from those indicated by these forward- looking statements as a result of various important factors, including, but not limited to, our ability to raise the necessary financing required to acquire the targeted renewable energy power plants listed herein and in other documents, on suitable terms. At this time, we do not have any offer to finance these plants and there is no guarantee that such financing will be agreed on suitable terms, or at all. If the company does not succeed in raising the required financing then the plans outlined herein will be significantly curtailed.

**THIS IS NOT AN OFFER TO BUY OR SELL SECURITIES.**



# Our Vision - The 24/7 Solar Park

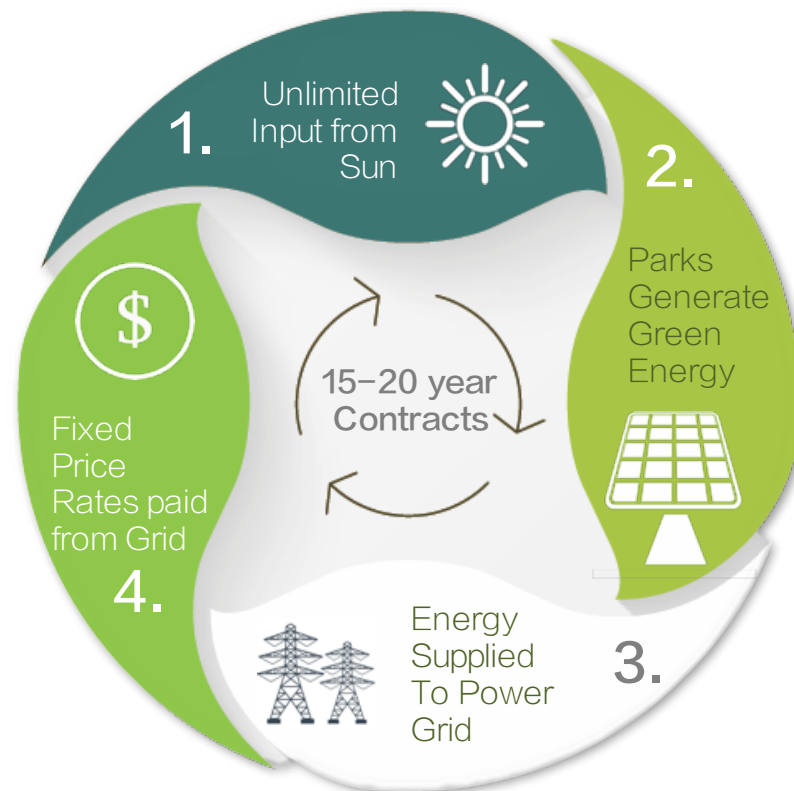
*Power Clouds aims to establish a portfolio of renewable energy power plants across the globe, that combined produce maximum power output 24/7.*



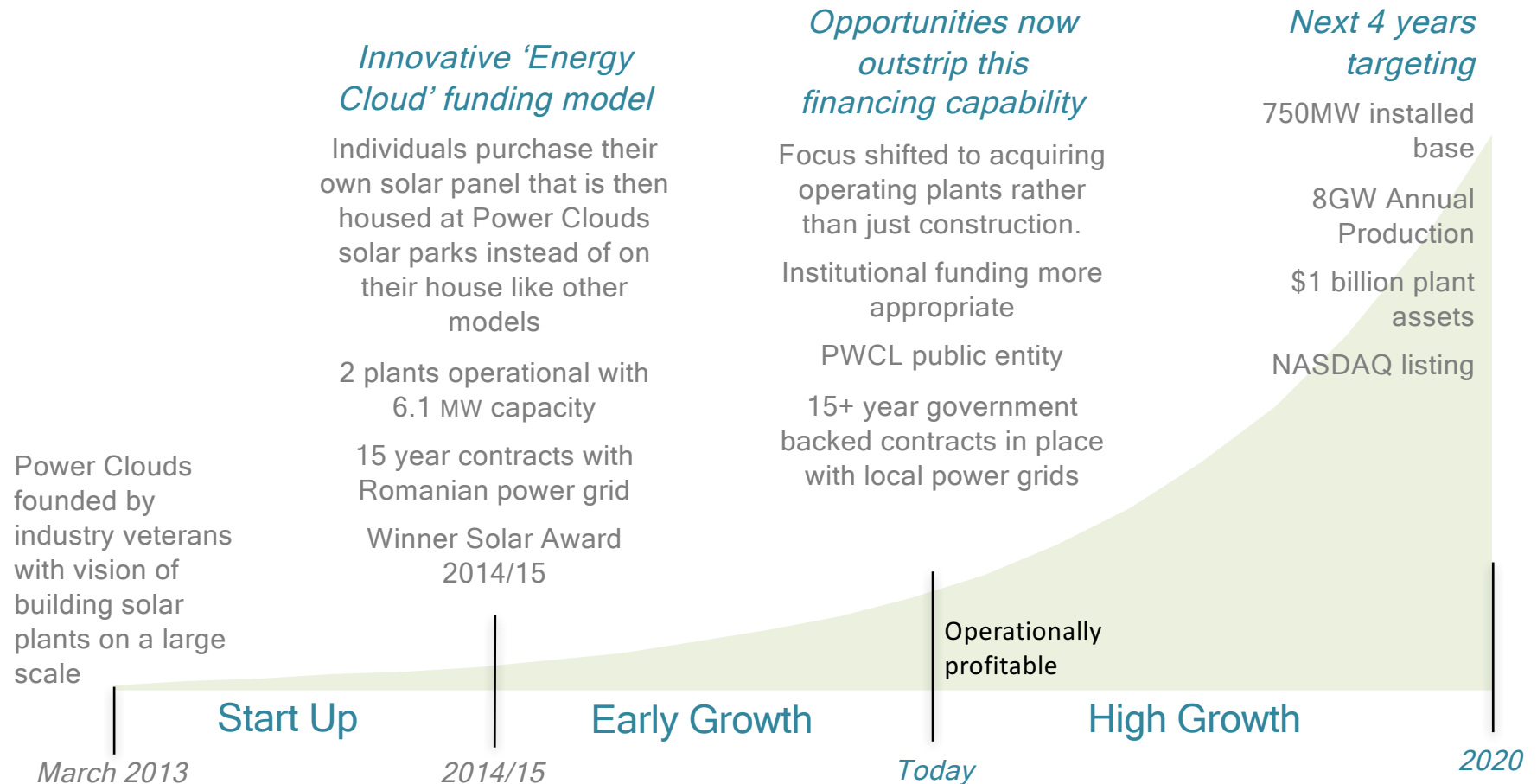
# We acquire long term secured cash flow streams from renewable energy assets

We own and operate utility scale solar parks that connect directly to national power grids on long term contracts.

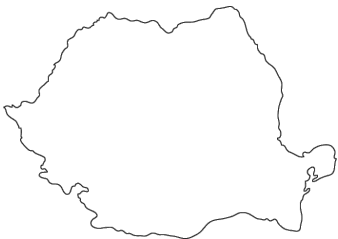
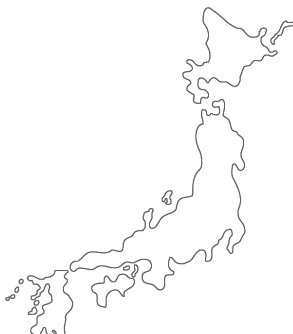

These cash flows are Government guaranteed through incentives.



# The Power Clouds Story – so far



# Current Projects Overview

	 <b>Romania</b>	 <b>Japan</b>	 <b>Italy</b>
<b># Plants</b>	<b>2</b>	<b>1</b>	<b>25</b>
– Live	6.1 MW	–	–
– Development (Q2 2017)	–	1.8 MW*	–
– Pending Acquisitions (LOI)	–	–	36 MW**
<b>Incentive Model</b>	<b>Green Certificates</b>	<b>Feed In Tariff</b>	<b>Feed In Tariff</b>
<b>Incentive years remaining</b>	<b>13</b>	<b>20</b>	<b>15+</b>
<b>Annual Revenues (000s)</b>	<b>\$ 800</b>	<b>\$ 600</b>	<b>\$ 22,000</b>
<b>Plant EBITDA (000s)</b>	<b>\$ 500</b>	<b>\$ 485</b>	<b>\$ 11,000</b>
<b>ADDITIONAL PIPELINE</b>	<b>–</b>	<b>10 MW</b>	<b>50 MW</b>



\* 60% completed and funded

\*\* Already Producing Plants

*Note: New development and acquisition of additional plants is dependent on new funding being received on suitable terms which is not guaranteed*



# Top Tier Advisors

Power Clouds Inc. has retained the following groups to advise on the proposed acquisitions and to lead due diligence and closing activities.



*ORRICK, HERRINGTON & SUTCLIFFE*  
*Legal & Regulatory*

- *Seller Contracts*
- *Financing contracts*
- *Legal due diligence on plants and SPV's*
- *Regulatory advice and compliance*
- *International support network*



*PRICE WATERHOUSE COOPERS*  
*Financial & Tax*

- *Project modelling & audit*
- *Financial due diligence previous 3 years*
- *Tax due diligence*
- *Tax planning*
- *Corporate finance*
- *International support network*



*PROTOS S.p.A*  
*Technical due diligence*

- *Site visits*
- *Red Flag reports*
- *Performance measurement*
- *Desk and physical audit*
- *Regulatory and planning compliance*
- *Performance improvement*



# \$200M Capital for 86MW targeted in Italy

- Acquisition of operational PV solar plants
  - Government backed Fixed Feed in Tariff (FIT) incentive rates + RID retail revenues
  - Government guaranteed
  - No Construction risk
  - All plants have 3+ years operational history
  - 15+ years remaining on incentive
- 12MW – LOI Portfolio 1 expected to close Sep/Oct 2016
  - 24MW – LOI Portfolio 2 for planned close in Q416
  - 50MW – identified pipeline for H2 2016 – Q117

**36MW**  
under LOI

**\$11MM**  
Annual EBITDA  
for LOI Portfolios

**\$44MM**  
annual EBITDA  
for 86MW

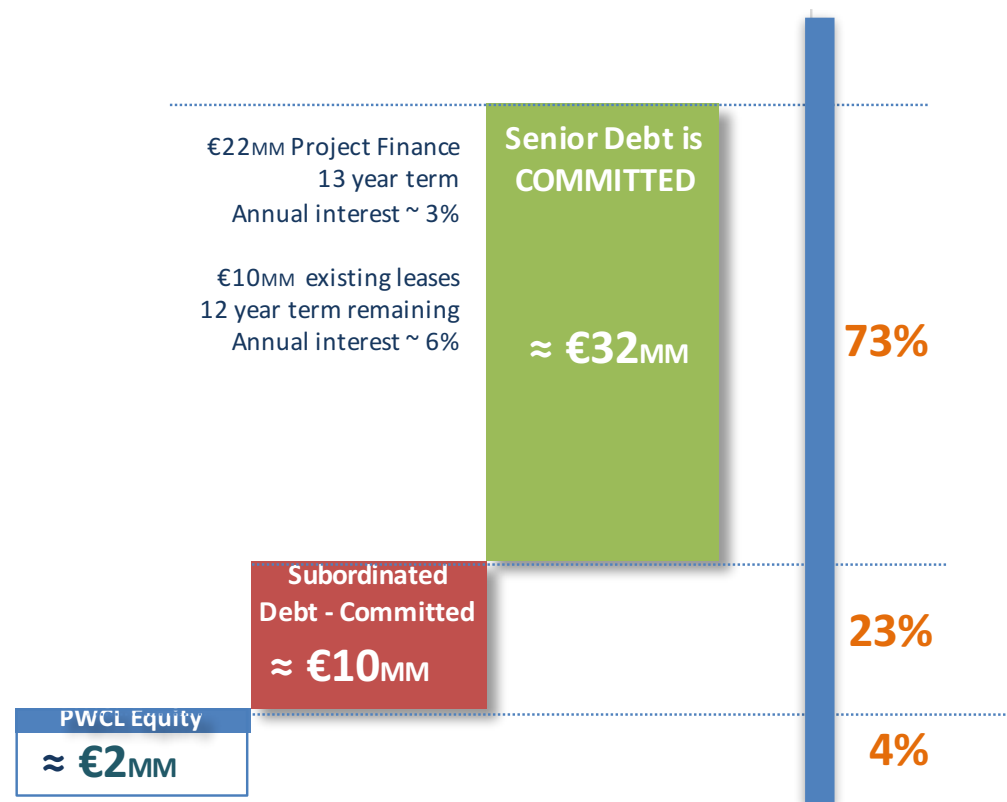
**~\$200M**  
Capital Spend  
for 86MW



# €42 million in financing committed for first 12mw Italy projects – Portfolio 1

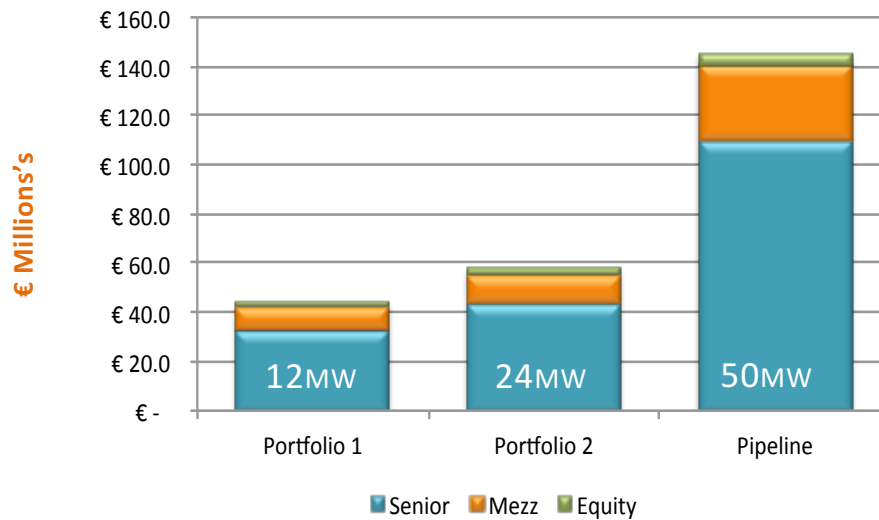
Every \$4 of PWCL equity is matched with \$96 of project specific financing that is paid from project cash flows.

Creates project IRR returns of >22% for PWCL shareholders.

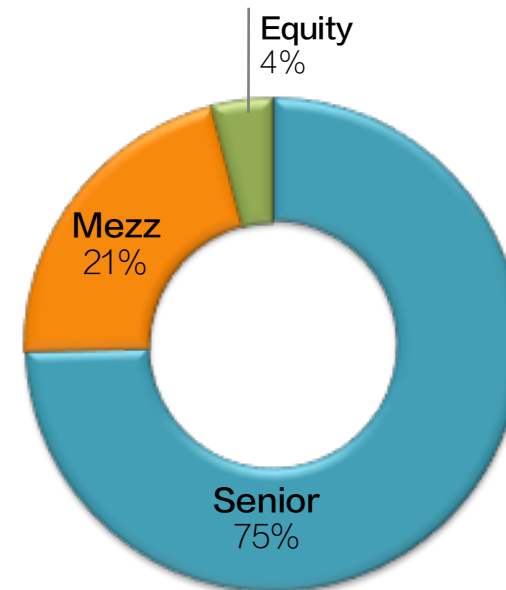


- The Company has completed Term Sheets for the Project Finance and Subordinated debt which is subject to certain closing conditions such as, successful due diligence, final project portfolio profiles, final lender credit committee approval and PWCL providing its equity contribution, among other conditions normal for this type of transaction.
- The Company has yet to complete the equity raise for this project.
- Currently in discussions with the existing lease providers to get consent of assignment in the projects.

# Anticipated Capital structure for Italy 86MW \$200 million requirement



Capital Stack



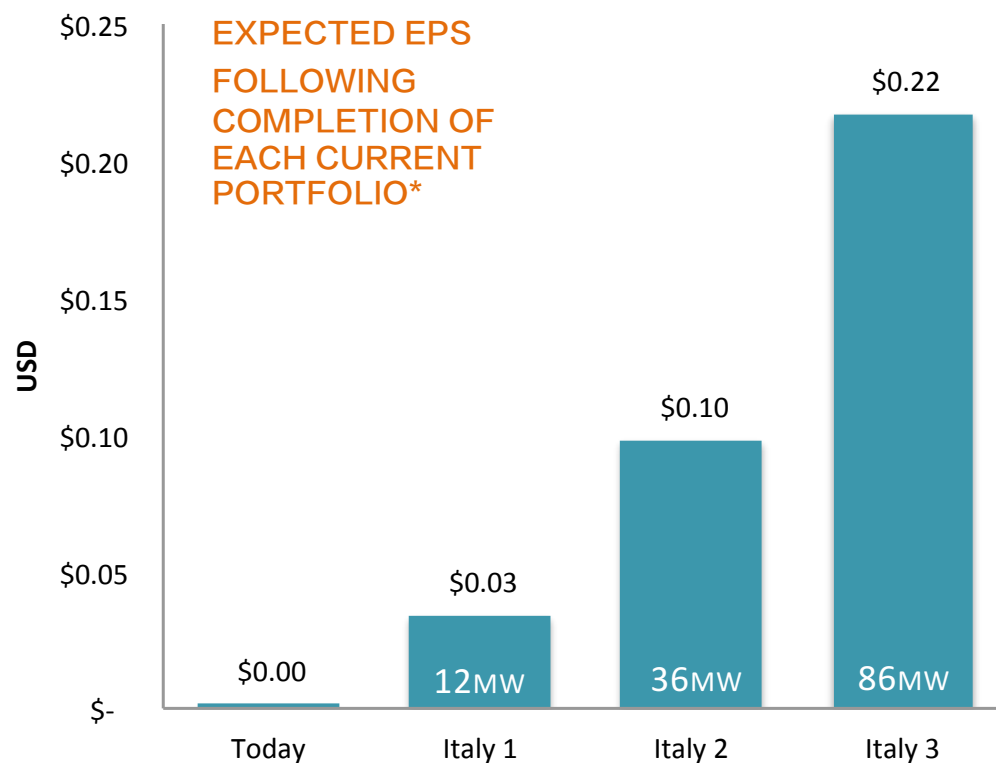
- Senior and project equity terms have been agreed for Portfolio 1.
- PWCL is currently in discussions to raise \$2 million to meet its required equity contribution.
- Financing terms for Portfolio 2 and Pipeline projects have yet to be finalized and is dependent on additional funding being received on suitable terms and therefore cannot be guaranteed to complete in the timeframes outlined, or at all.

*\* Assumes that the same terms as agreed for Italy Portfolio 1 are maintained in subsequent portfolio financings. allocations may change based on portfolio configuration and funding terms.*

Capital



# Expected Return to PWCL Shareholders on completion of 86MW plants in Italy

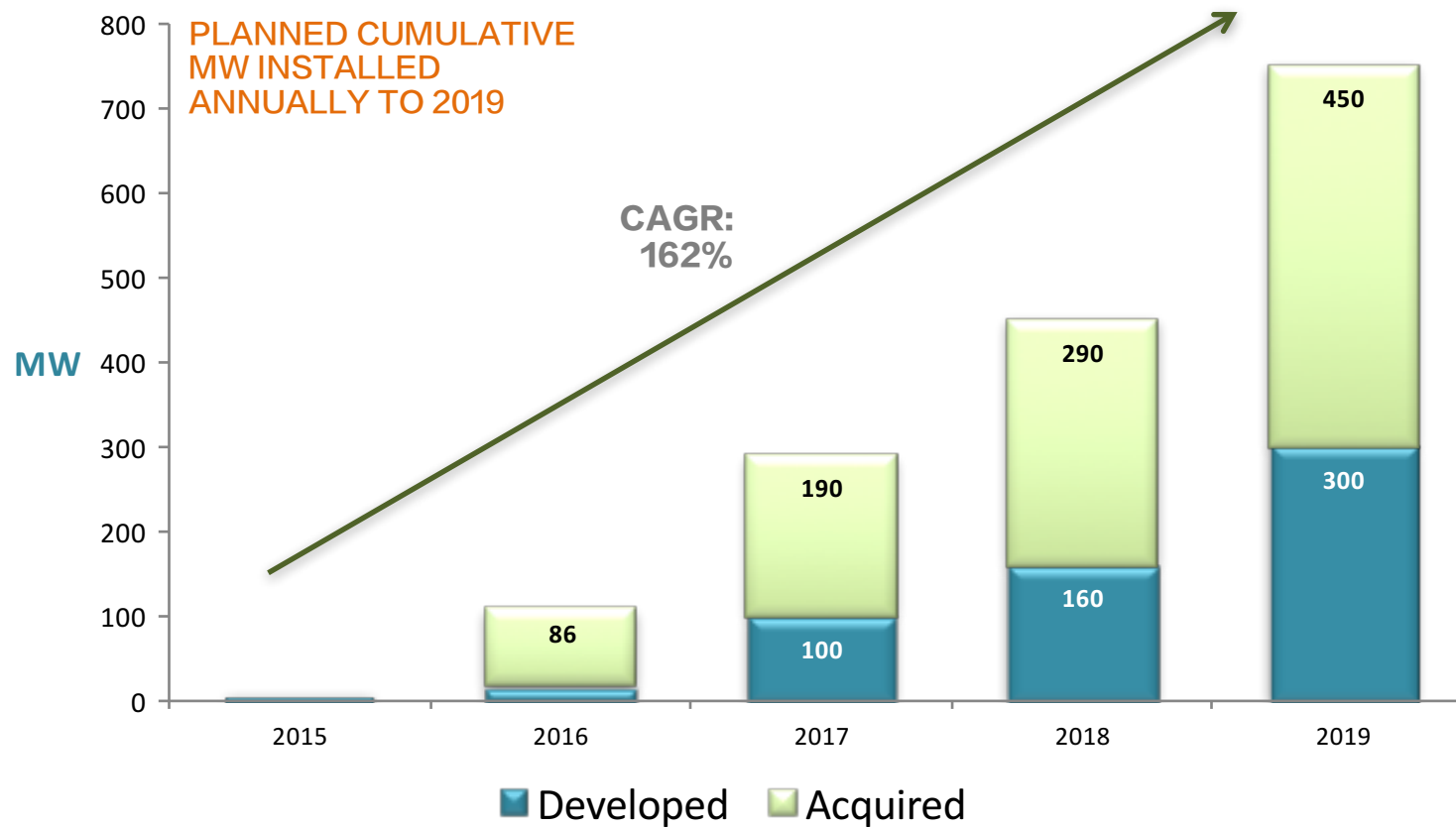


- Each portfolio of PV plants acquired adds immediate positive earnings
- Delivers IRR on PWCL equity of >22% over 15 years
- 36MW due to close in 2016
- additional 50MW expected in Q1 2017



\* Based on fully diluted share position at each completion. Fully diluted position reflects expectation of 120m common shares issued at completion of Italy 3.

# Goal is to reach 750MW over next 4 years\*



\* New construction and acquisition of additional plants is dependent on new funding being received on suitable terms and therefore cannot be guaranteed until such time.

# Global Solar Market Continues to Grow at Pace

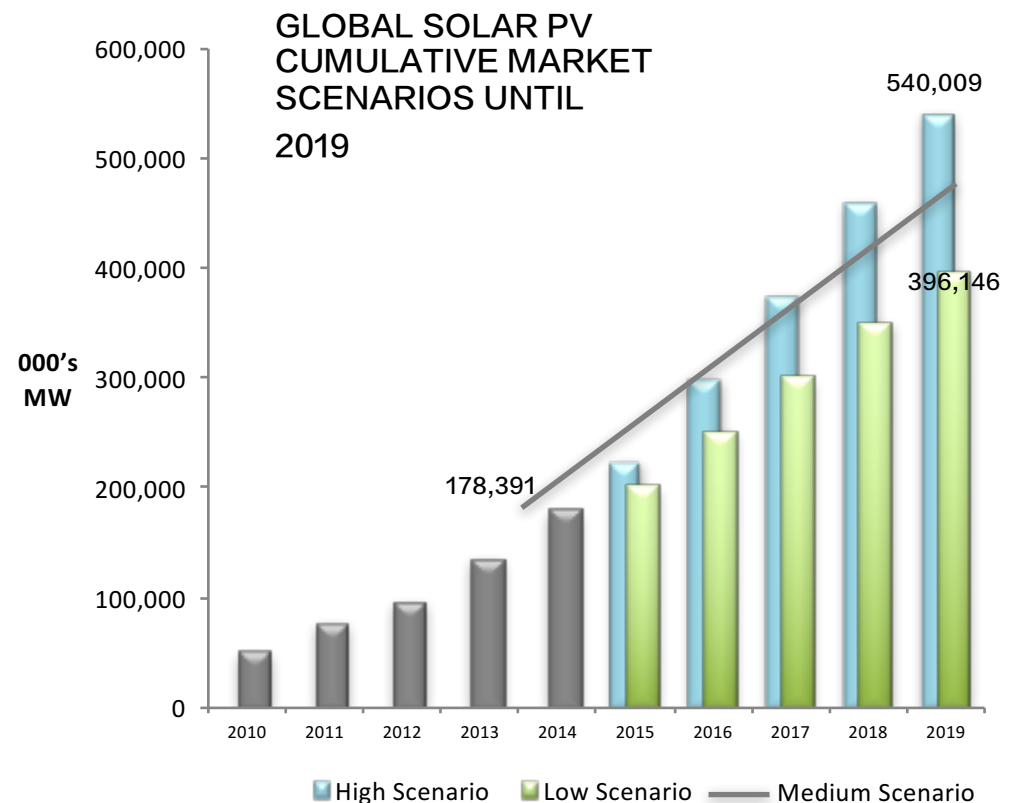
“The global solar photovoltaic (PV) sector experienced a new year of growth in 2014 reaching a cumulative capacity of 178 GW, multiplying the installed capacity by a factor of 100 in only 14 years of development.

Thanks to the massive price declines achieved in recent years and continued in 2014, solar power is now broadly recognized as a cost-competitive, reliable and sustainable energy source.

In fact, based on its technical characteristics, PV can and should be considered a low risk investment for the financial community today.

Market uptake is strongly dependent on a stable and forward-looking regulatory framework that allows for the realization of the full competitive potential of solar power.”

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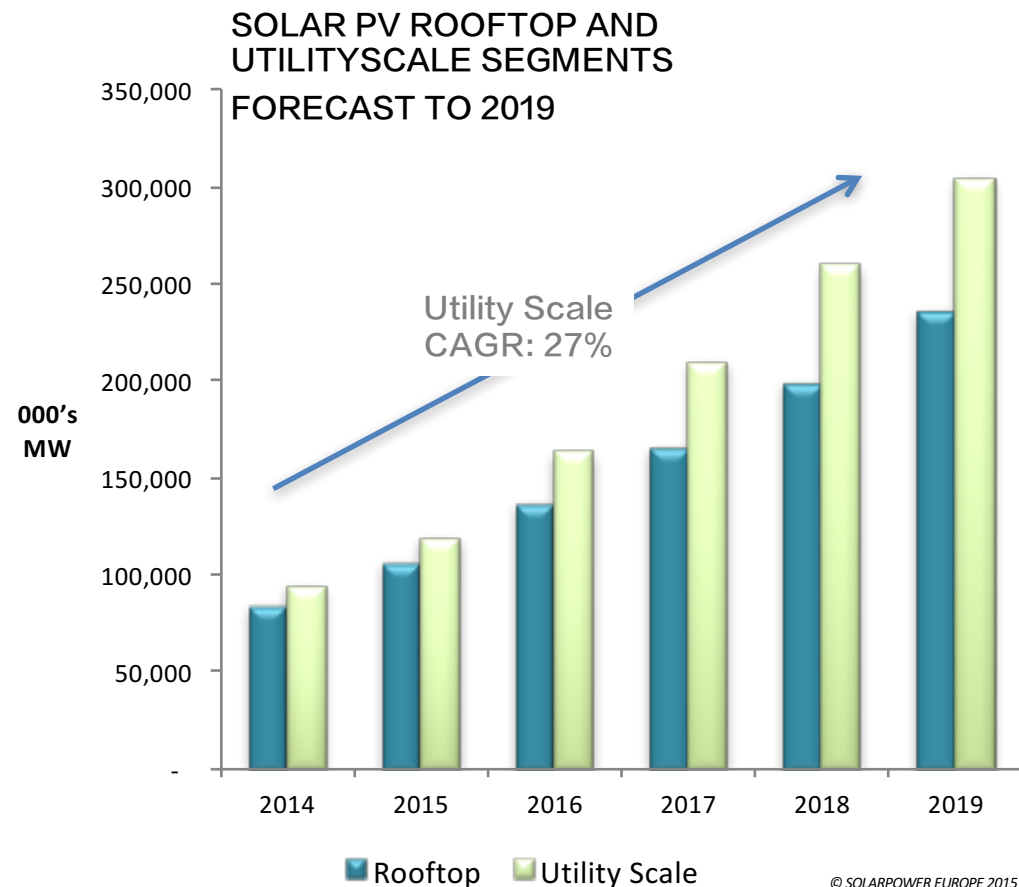
# Utility Scale Solar Outgrowing Rooftop

“Historically PV development has been driven by distributed (rooftop) installations. The panel price decrease and the rise of government feed-in tariff policies have rapidly rebalanced distributed and utility installations.

In 2014, both types of installations were balanced, with around 20 GW added for each.

The respective development of each segment will depend on regulatory choices but looking at current trends the global development of utility scale solar power seems to be favored, driven by its increasing cost-competitiveness.”

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## Utility Scale Solar

**Contact:**

*Vincent Browne*

*Chief Financial Officer*

*Power Clouds Inc.*

[vincent.browne@powercloudsinc.com](mailto:vincent.browne@powercloudsinc.com)

