

2017-002248

Klamath County, Oregon



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Chiloquin Solar LLC
c/o Damien R. Hall, Esq.
Ball Janik LLP
101 SW Main Street, Suite 1100
Portland, OR 97204

MEMORANDUM OF LEASE

DATED:

BETWEEN: Peter M. Bourdet and Linda Long, as tenants by the entirety ("Landlord")

P.O. Box 803
Chiloquin, OR 97624

AND: Chiloquin Solar LLC, an Oregon limited liability company ("Tenant")

140 Foundry Street, Unit A
Baden, Ontario, N3A 2P7
Canada

Landlord and Tenant are parties to a Lease dated 3-2-, 2017, pertaining to certain parcels of land located in Klamath County, Oregon, containing approximately seventy (70) acres of land, more particularly described on the attached Exhibit A (the "Property"). The Lease term ends twenty (20) years following the completion of installation of Tenant's solar power equipment on the Property, which installation must occur within eighteen (18) months from the date of the Lease. Tenant has the right to extend the term of the Lease for five (5) successive periods of five (5) years each, subject to the terms and conditions of the Lease. During the Term of the Lease, prior to selling any portion of the approximately 106 acre parcel owned by Landlord containing the Property, Landlord shall first offer Tenant the right to purchase on such terms as are mutually agreeable to Landlord and Tenant. Reference is made to the Lease for the specific terms and conditions of the Lease. The purpose of this Memorandum is to give public notice of the Lease, and this Memorandum does not modify or amend the Lease in any respect.

Landlord:

Peter M. Bourdet
Peter M. Bourdet, as tenants by the entirety
Linda Long
Linda Long, as tenants by the entirety

Tenant:

Chiloquin Solar LLC, an Oregon limited liability company

By: Saturn Power Corporation,
a Delaware corporation

Its: Manager

Douglas Wagner

By: Douglas Wagner

Its: President

Date: Feb 23, 2017

STATE OF Oregon)
County of Klamath) ss.

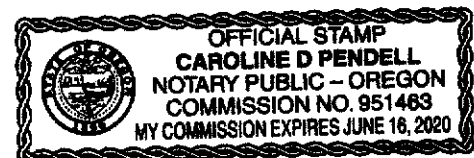
This instrument was acknowledged before me on March 2, 2017, by
Peter M. Bourdet.

Caroline D. Pendell
Notary Public for Klamath Tribes
My commission Expires: June 16, 2020

STATE OF Oregon)
County of Klamath) ss.

This instrument was acknowledged before me on March 2, 2017, by
Linda Long.

Caroline D. Pendell
Notary Public for Klamath Tribes
My commission Expires: June 16, 2020



STATE OF Michigan)
County of St Clair) ss.

On February 23, 2017, before me personally appeared Douglas Wayne, who being duly sworn, stated that he/she is the President of Saturn Power Corporation, acting in its capacity as Manager of Chiloquin Solar LLC, an Oregon limited liability company, and acknowledged the foregoing instrument to be the voluntary act and deed of the limited liability company.

Cassandra DeAnda
Notary Public for Michigan
My Commission Expires: 10/10/2022

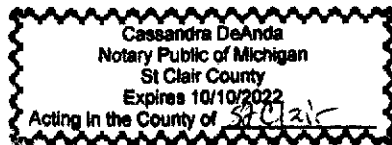


EXHIBIT A

LEASE AREA DESCRIPTION

A Parcel of land being a portion of Parcel 3 of Major Land Partition 7-85, situated in the S 1/2 of the NE1/4, and the NE1/4 of the SE1/4 of Section 22, Township 34 South, Range 07 East of the Willamette Meridian, Klamath County, Oregon, Being more particularly described as follows:

Commencing at the East 1/4 corner of said Section 22; thence North 00°09'57" West, 1325.67 feet to the North line of the S1/2 of the NE1/4; thence, along said North line, North 89°58'33" West, 353.90 feet to the westerly Right-of-Way line of the Union Pacific Rail Road and the TRUE POINT OF BEGINNING; thence continuing along said westerly Right-of-Way line, along the arc of a 1507.69 foot radius curve to the left, through a central angle of 20°05'41" (the long chord of which bears South 10°06'06" West, 526.07 feet) an arc distance of 528.78 feet to a point of spiral; thence continuing along said westerly Right-of-Way line, along a spiral to the left, the long chord of which bears South 02°58'05" East, 187.29 feet; thence continuing along said westerly Right-of-Way line, North 84°25'48" East, 25.00 feet to a point of spiral; thence, continuing along said westerly Right-of-Way line, along a spiral to the left, the long chord of which bears South 07°45'07" East, 272.90 feet; thence, continuing along said westerly Right-of-Way line, South 08°56'42" East, 687.97 feet, to the North line of Tract 1314, Pine Ridge Ranches, a duly recorded subdivision on file at the Klamath County Clerk's Office; thence along said North line of said Tract 1314, North 89°52'22" West, 1955.97 feet; thence, leaving said North line, North 00°10'59" West, 1648.99 feet, to the North line of S1/2 of the NE1/4 line; thence along said North line, South 89°58'33" East, 1875.15 feet to the true point of beginning.

Basis of Bearings is Grid North of the Oregon Coordinate Reference System, Bend- Klamath Falls Zone.

Containing 70.10 Acres, more or less.