

TERM SHEET
POWERBILL UTILITY BILLING SOLUTIONS
ISSUANCE OF NON-CONVERTIBLE SUBORDINATED DEBENTURE.

Issuer:	Powerbill Utility Billing Solutions (the " Powerbill ").
Offering:	Private placement offering of secured subordinated non-convertible debentures (the " Debentures ") of Powerbill to be issued pursuant to an exemption from the prospectus requirements of applicable securities legislation (the " Offering ").
Offering Price:	CAD\$1,000 per Debenture. (\$5,000 Minimum)
Offering Size:	CAD\$1,000,000 in principal amount of Debentures.
Use of Proceeds:	The proceeds of the Offering will be used to fund prudential payments required by AESO, ATCO, Enmax, Fortis and any other energy provider (the " Providers ") used by Powerbill. The prudential payments are held by the Providers in escrow accounts as cash and cannot be used for anything besides a deposit by the Providers. The prudential payments are guaranteed by the Providers.
Maturity Date:	The Debentures will mature on (the " Maturity Date ").
Security & Rank:	The Debentures will be secured by a subordinated security interest (subordinate to all existing and future senior indebtedness of Powerbill) on all of the present and after-acquired personal property of Powerbill.
Interest:	<p>The principal and any accrued and unpaid interest amount will bear interest at (i) 8% per annum for the period from the Closing Date up to and including the Maturity Date, calculated annually, not in advance. Interest payments will be satisfied by cash or bank draft.</p> <p>Interest shall be due and payable on a monthly basis with the first payment being due on [May 1, 2018] and the last payment being due on the earlier of: (i) the Maturity Date; and (ii) if applicable, the Prepayment Date (each, an "Interest Payment Date").</p> <p>If any Interest Payment Date is a Saturday, a Sunday or a statutory holiday in Calgary, Alberta, the Interest shall be paid on the next succeeding day that is not a Saturday, a Sunday or a statutory holiday in Calgary, Alberta.</p>
Prepayment:	<p>Powerbill may, at its option, subject to providing not more than sixty (60) and not less than thirty (30) days' prior written notice, redeem the Debentures, in whole by paying to the holders a redemption price (the "Prepayment Amount") equal to the sum of the following: (i) the outstanding principal amount, (ii) accrued and unpaid interest, if any, up to and including the date set for redemption, and (iii) a prepayment premium (the "Prepayment Premium") of</p> <ul style="list-style-type: none">• 5.0% of par value, if the debentures are redeemed in year three following the Closing Date;• 3.0% of par value, if the debentures are redeemed in year four following the Closing Date;
Hold Period:	The Debentures will be subject to a statutory hold period in Canada of four (4) months and one (1) day after the Closing Date.
Closing Date:	May 15, 2018 (the " Closing Date ").

For more information please email at: Investors@powerbill.ca