



POWER LEAVES CORP. UP TO US\$5,000,000 IN UNITS INDICATIVE TERM SHEET

NOT FOR GENERAL DISTRIBUTION IN THE UNITED STATES

This term sheet (the "Term Sheet") summarizes the principal terms of a proposed offering for up to US\$5 million of units of Power Leaves Corp. to certain qualified subscribers (each such subscriber, an "Investor") pursuant to a brokered private placement. This Term Sheet is for discussion purposes only. This Term Sheet is not intended to represent an "offering memorandum" for purposes of applicable securities legislation. Any investment by the Investor will be in all respects contingent upon and subject to, among other things, satisfactory completion of due diligence and the negotiation of satisfactory documentation.

Issuer:	Power Leaves Corp. (the "Company").
Offering:	Private placement of up to 11,111,111 units of the Company (the "Offered Securities") to raise up to US\$5,000,000 (the "Offering").
Gross Proceeds:	Up to US\$5,000,000.
Issue Price:	US\$0.45 per Offered Security (the "Issue Price").
Offered Securities:	Each Offered Security shall be comprised of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant").
Warrants:	Each Warrant shall be exercisable to acquire one Common Share at a price of US\$0.60 per Common Share (the "Exercise Price") for a period of 24 months from the Closing Date.
Use of Proceeds:	The net proceeds of the Offering will be used for facility build-out and expansion, equipment procurement and general working capital purposes.
Jurisdictions:	The Offered Securities will be offered for sale to purchasers (i) in all provinces of Canada pursuant to available private placement exemptions, (ii) in the United States on a private placement basis pursuant to available exemptions from the registration requirements under the United States Securities Act of 1933, as amended, and (iii) such offshore jurisdictions as may be agreed to by the Company pursuant to available prospectus or registration exemptions in accordance with applicable laws.
Eligibility:	The Offered Securities will not be qualified investments eligible for RRSP, RESP, RRIF, TFSA and DPSP accounts.