REPOWER
ENERGY
DEVELOPMENT
CORPORATION

RELATED PARTY TRANSACTIONS POLICY

I. Objective

Repower Energy Development Corporation (the "Company")'s Related Party Transactions Policy shall establish guidelines to govern Related Party Transactions (RPT) in the manner that will safeguard the interest of the Company, its minority shareholders and other stakeholders.

II. Definition of Terms

A. Related Parties – Natural or juridical entities that have the ability to control, directly or indirectly, through one or more intermediaries or are controlled by, or under common control with the Company, including holding companies, and subsidiaries, or exercise significant influence over the other party in making financial and operational decisions. Associates and individuals owning, directly or indirectly, an interest in the voting power if the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

B. Material Transactions – transactions reaching the set threshold amount as recommended by Management and approved by the Board of Directors.

III. Coverage

This policy covers material transactions between the Company and Related Parties, which include, but are not limited to the Company's subsidiaries, affiliates, associates, directors, officers and employees.

IV. Policy Provision

The Company adopts a policy of full disclosure with regard to related party transactions. The terms and conditions of related party transactions are reported to the Board of Directors to ensure that the transactions with related parties are made at terms equivalent to prevailing market rates and at arm's length basis.

V. Guidelines

A. Management shall present material transactions entered into by the Company with related parties to the Related Party Transactions Committee for review prior to Board approval and Management execution.

B. The Related Party Transactions Committee shall periodically evaluate relations between and among business and counterparties to ensure that related party transactions are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice-versa) are captured.

C. In evaluating RPTs, the Related Party Transactions Committee shall take into account the following:

   i. The related party's relationship to the Company and interest in the transaction;
   ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
   iii. The benefit to the company of the proposed RPT;
   iv. The availability of other sources of comparable products or services; and
   v. An Assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.

D. The Company shall ensure the full disclosure of the details, nature and extent of Material Transactions with related parties in the Company's financial statements, quarterly and annual reports to the SEC and PSE.