



August 8, 2016

## **Pattern Energy Announces US\$239 Million Bought-Deal Public Offering of Class A Common Stock**

SAN FRANCISCO, CALIFORNIA -- (Marketwired) -- 08/08/16 -- Pattern Energy Group Inc. (the "Company" or "Pattern Energy") (NASDAQ:PEGI)(TSX:PEG) today announced that it has entered into an agreement to sell 10,000,000 shares of its Class A common stock, on a bought deal basis, at a price of US\$23.90 per share, for aggregate gross proceeds to the Company of approximately US\$239 million (the "Offering"). The Company intends to use the net proceeds from the Offering to fund potential acquisition opportunities from Pattern Energy Group LP, repayment of the Company's revolving credit facility and general corporate purposes.

The Offering will be made through a syndicate of underwriters (the "Underwriters") led by RBC Capital Markets, BMO Capital Markets and Morgan Stanley. Completion of the Offering is subject to, and conditional upon, the receipt of all necessary approvals, including approval of the Toronto Stock Exchange and the NASDAQ Global Select Market. The Offering is expected to close on or about August 12, 2016.

The Company has also granted the Underwriters an over-allotment option to purchase up to an additional 1,500,000 shares of its Class A common stock solely to cover over-allotments, if any, on the same terms and conditions as the Offering, including the offer price, exercisable at any time, in whole or in part, until 30 days after the date of the execution of the definitive agreement in respect of the Offering. If the over-allotment option is exercised in full, the gross proceeds from the Offering are expected to be approximately US\$274.9 million.

***The offering of securities to which this communication relates is being made in the United States pursuant to an effective shelf registration statement (including a prospectus) filed with the Securities and Exchange Commission (the "SEC") and, in Canada, pursuant to a supplement to the Company's MJDS shelf prospectus filed with Canadian securities regulatory authorities. You can get copies of these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov) and SEDAR at [www.sedar.com](http://www.sedar.com). Alternatively, copies of these documents may be obtained, when available, from RBC Capital Markets, Attn: Equity Syndicate, 200 Vesey Street, 8th Floor, New York, NY 10281, by telephone at (877) 822-4089 or by email at [equityprospectus@rbccm.com](mailto:equityprospectus@rbccm.com); BMO Capital Markets, Attn: Equity Syndicate Department, 3 Times Square, New York, NY 10036, by telephone at (800) 414-3627 or by email at [bmopropectus@bmo.com](mailto:bmopropectus@bmo.com); or Morgan Stanley, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014.***

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### ***About Pattern Energy***

Pattern Energy Group Inc. is an independent power company listed on the NASDAQ Global Select Market and Toronto Stock Exchange. Pattern Energy has a portfolio of 17 wind power facilities, including one it has committed to acquire, with a total owned interest of 2,554 MW in the United States, Canada and Chile that use proven, best-in-class technology. Pattern Energy's wind power facilities generate stable, long-term cash flows in attractive markets and provide a solid foundation for the continued growth of the business.

### ***Cautionary Statement Concerning Forward-Looking Statements***

Certain statements contained in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and "forward-looking information" within the meaning of Canadian securities laws, including statements regarding the proposed offering and use of proceeds thereof. These forward-looking statements represent the Company's expectations or beliefs concerning future events, and it is possible that the results described in this press release will not be achieved. These forward-looking statements are subject to risks, uncertainties and other factors, including conditions to the completion of the Offering, many of which are outside of the Company's control, which could cause actual results to differ materially from the results discussed in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for the Company to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements contained or incorporated by reference in the prospectus supplement filed with the SEC or the supplement to the Company's MJDS shelf prospectus filed with Canadian securities regulatory authorities, the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016. The risk factors and other factors noted in these documents could cause actual events or the Company's actual results to differ materially from those contained in any forward-looking statement.

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