

January 5, 2018

HAND DELIVERED

Ministry of Finance
7 Queen's Park Crescent, 7th Floor
Toronto, Ontario M7A 1Y7

Attention: Minister of Finance
Deputy Minister of Finance

Ministry of Energy
Hearst Block 4th Floor, 900 Bay Street
Toronto, Ontario M7A 2E1

Attention: Minister of Energy
Deputy Ministry of Energy

Dear Sirs/Mesdames:

Re: Fair Hydro Plan – Deliveries under Change of Law Process Agreement

Reference is made to the Change of Law Process Agreement dated as of December 21, 2017 between Her Majesty the Queen in Right of Ontario, as represented by the Minister of Energy and the Minister of Finance, and Ontario Power Generation Inc. (the "**Change of Law Process Agreement**"). Capitalized terms used and not defined herein shall have their respective meanings in the Change of Law Process Agreement.

On behalf of Ontario Power Generation Inc. and pursuant to section 2.01(b) of the Change of Law Process Agreement, please find enclosed the following Transaction Documents:

- Form of confidential shelf offering memorandum, including the form of investor presentation attached as Exhibit 1 thereto and the form of term sheet incorporated by reference therein;
- Form of Agency Agreement among, *inter alios*, Fair Hydro Trust, Ontario Power Generation Inc., CIBC World Markets Inc., RBC Dominion Securities Inc. and Goldman Sachs Canada Inc.;
- Form of Term Senior Supplemental Indenture between Fair Hydro Trust and BNY Trust Company of Canada;
- Form of Term Subordinated Supplemental Indenture between Fair Hydro Trust and BNY Trust Company of Canada; and

- Form of Term Junior Subordinated Supplemental Indenture between Fair Hydro Trust and BNY Trust Company of Canada.

Yours truly,

A handwritten signature in black ink, appearing to read 'B. Saulnier', with a long, sweeping horizontal line extending to the right.

Brett Saulnier

Encl.

cc: Rima Ramchandani, *Torys LLP*
John Lee, *Ontario Power Generation Inc.*
Lubna Ladak, *Ontario Power Generation Inc.*
Leslie Wong, *Ontario Power Generation Inc.*

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