ONTARIO POWER GENERATION INC.
("OPG")

OFFICER'S CERTIFICATE

TO:	Royal Bank of Canada, as Administrative Agent
AND TO:	Royal Bank of Canada and Canadian Imperial Bank of Commerce, as Funding Agents, and Goldman Sachs Bank USA, as a Non-Conduit Purchaser
AND TO:	Fair Hydro Trust ("the **Issuer**")
AND TO:	BNY Trust Company of Canada, in its capacity as indenture trustee (the "**Indenture Trustee**") of the Issuer
AND TO:	Computershare Trust Company of Canada, in its capacity as issuer trustee (the "**Issuer Trustee**") of the Issuer
AND TO:	DBRS Limited and Moody's Investors Service Inc.
AND TO:	Osler, Hoskin & Harcourt LLP
AND TO:	Torys LLP
RE:	C$601,290,000 aggregate principal amount of Floating Rate Variable Funding Senior Notes, Series 2017-1
AND RE:	C$459,810,000 aggregate principal amount of Floating Rate Variable Funding Subordinated Notes, Series 2017-1
AND RE:	C$117,900,000 aggregate principal amount Floating Rate Variable Funding Junior Subordinated Notes, Series 2017-1

The undersigned, Ken Hartwick, the duly appointed Chief Financial officer and Senior Vice President of OPG, hereby certifies for and on behalf of OPG, not in their personal capacity, and without personal liability, and intending that this certificate may be relied on by the addressees hereof without independent inquiry, that:

1. Attached as Schedule A are true and complete copies of the articles of amalgamation and articles of amendment of OPG (the "**Articles**"). The Articles are in full force and effect at this date, have not been amended or waived and neither the directors nor the shareholders of OPG have passed, confirmed or consented to any amendments or variation to the Articles.

2. Attached as Schedule B are true and complete copies of all of the by-laws of OPG (the "**By-laws**") that are in effect on the date hereof. The By-laws are in full force and effect, unamended, at this date and neither the directors nor the shareholders of OPG have passed, confirmed or consented to any resolutions amending or varying the By-laws.

3. Attached as Schedule C are true and complete copies of certain resolutions of the directors of OPG (the "**Authorizing Resolutions**"). Each of the Authorizing Resolutions is in full force and effect, unamended, as of the date hereof.

4. The persons named in the attached Schedule D are, as of the date hereof, certain officers and directors of OPG, holding the positions set forth opposite their respective names and are authorized to execute documents on behalf of OPG. Each signature set forth opposite the name and position of any such officer or director is a true specimen of the signature of such officer or director of OPG.

5. To the best of my knowledge, OPG has not taken any steps to terminate its existence, amalgamate, continue in any other jurisdiction or change its corporate existence in any way since the date of its incorporation/amalgamation. OPG has not received any notice or other communication from any governmental authority or other person indicating that there exists any situation which, unless remedied, could result in the termination of the corporate existence of OPG, nor are we aware of any facts which could form the basis on which such a notice could be sent.

6. To the best of my knowledge, no act or proceeding has been taken by or against OPG in connection with the dissolution, liquidation, winding up, bankruptcy or reorganization of OPG or any arrangement or restructuring in respect of OPG nor has OPG received any notice in respect of any such act or proceeding and no receiver, receiver-manager, monitor, custodian or any similar person has been appointed in respect of OPG or its assets.

7. To the best of my knowledge, as of the date hereof, no court action or proceeding has been instituted, nor has any governmental action been threatened before any court or governmental authority, nor has any order, judgement or decree been issued by any court or governmental authority to set aside, restrain, enjoin or prevent OPG from generally carry out its business as a corporation in Canada.

8. To the best of my knowledge, the Issuer Trustee was engaged by OPG to establish the Trust.

9. To the best of my knowledge, the assumptions of fact described under the heading "Assumptions of Fact" in the Non-Consolidation Opinion prepared by Torys LLP dated as of December 21, 2017 are true and correct as of the date hereof.

[Remainder of page intentionally left blank.]

DATED the ____ day of December, 2017.

____
Name:
Title:

Attachments

Schedule A	–	Articles
Schedule B	–	By-laws
Schedule C	–	Resolutions
Schedule D	–	Certificate of Incumbency

SCHEDULE A

ARTICLES

See attached.

SCHEDULE B

BY-LAWS

See attached.

SCHEDULE C

RESOLUTIONS

See attached.

SCHEDULE D

CERTIFICATE OF INCUMBENCY

I, Ken Hartwick, the Chief Financial Officer of OPG, hereby certify on behalf of OPG, not personally, and without personal liability, that the persons whose names appear below are duly appointed officers and/or directors of OPG who hold the offices indicated and that the true signature of each such person appears below.

Name	Position	Signature
Ken Hartwick	Chief Financial Officer	______________________________
John Lee	Treasurer	______________________________

DATED this _____ day of December, 2017.

____
Name:
Title:

I, John Lee, the Treasurer of OPG hereby certify on behalf of OPG, and not personally, that Ken Hartwick is the duly appointed Chief Financial Officer of OPG and that the signature appearing above is his true signature.

DATED this _____ day of December, 2017.

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Name:
Title: