MLT AIKINS

WESTERN CANADA'S LAW FIRM

February 9, 2018

To the Parties Listed on Schedule "A"

Dear Sirs/Mesdames:

Re: Fair Hydro Trust – Private Placement Issuance of 3.357% Senior Notes due May 15, 2033, Series 2018-1

We have acted as local counsel in the Provinces of Manitoba and Saskatchewan (together, the "**Provinces**") to Fair Hydro Trust (the "**Issuer**") in connection with the issue and sale by the Issuer of C$500,000,000 aggregate principal amount of 3.357% Senior Notes due May 15, 2033, Series 2018-1 (the "**Senior Notes**") pursuant to an agency agreement (the "**Agency Agreement**") dated February 6, 2018 between the Issuer, Ontario Power Generation Inc. and CIBC World Markets Inc., RBC Dominion Securities Inc., Goldman Sachs Canada Inc., BMO Nesbitt Burns Inc., Scotia Capital Inc., National Bank Financial Inc., TD Securities Inc., Morgan Stanley Canada Limited, HSBC Securities (Canada) Inc., Laurentian Bank Securities Inc., Desjardins Securities Inc. and Casgrain & Company Limited (collectively, the "**Agents**").

This opinion is being provided at the request of the Issuer pursuant to section 13(j)(i) of the Agency Agreement.

As local counsel for the Issuer in the Provinces, we have reviewed to the extent considered necessary for the purpose of providing this opinion, but have not participated in the preparation of:

(a) the Agency Agreement;

(b) the confidential shelf offering memorandum dated as of January 22, 2018 (together with the documents and exhibits included or incorporated by reference therein, including a final term sheet dated February 6, 2018, the "**Offering Memorandum**");

(c) the trust indenture (the "**Master Trust Indenture**") dated as of December 21, 2017 between the Issuer and BNY Trust Company of Canada (the "**Trustee**");

(d) the term senior series 2018-1 supplemental indenture dated as of February 9, 2018 between the Issuer and the Trustee (the "**Supplemental Indenture**", and together with the Master Trust Indenture, the "**Indenture**"); and

(e) the form of global certificate representing the Senior Notes appended to the Supplemental Indenture.

Where any reference is made in this opinion to an act to be performed by or for or on behalf of or a right or obligation of the Issuer, such reference shall be construed and applied for all purposes as if it referred to an act to be performed by or a right or obligation of Computershare Trust Company of Canada (the "**Issuer Trustee**") for and on behalf and in its capacity as trustee of the Issuer and, where any reference is made in this opinion to an act to be performed by or for or on behalf of or a right or obligation of the Issuer Trustee, such reference shall be construed and applied for all purposes as if it referred to an act to be performed by or for or on behalf of or a right or obligation of the Issuer Trustee in its capacity as trustee of the Issuer.

For the purposes of this opinion, "**Securities Laws**" means, collectively, the applicable securities laws of the Provinces and the respective regulations and rules made under those securities laws together with all applicable blanket orders and rulings of the securities commissions of the Provinces and all discretionary orders or rulings, if any, of such securities commission made in connection with the transactions contemplated by the Agency Agreement.

In connection with the opinions hereinafter expressed, we have examined such statutes, public records, public officials and originals, copies or facsimiles of such other agreements, instruments, certificates and documents as we have deemed necessary or advisable as a basis for the opinions expressed herein. We have, without independent investigation or verification, assumed the genuineness of all signatures on, the legal capacity at all relevant times of any individual signing and the authenticity and completeness of all documents and instruments submitted to us as originals, the conformity to originals of all documents submitted to us as certified, telecopied, electronically transmitted or photostatic copies or facsimiles thereof and the authenticity of such copies and facsimiles.

For the purposes of the opinions contained herein, we have assumed the following:

(a) that as of the date hereof, each of the Agents, in discharging its duties pursuant to the Agency Agreement, has complied with the relevant provisions thereof;

(b) the representations, acknowledgements and agreements stated in the Offering Memorandum are deemed to have been made by each purchaser of the Senior Notes resident in the Provinces that is purchasing the Senior Notes are true, correct and accurate in all respects (which representations, acknowledgements and agreements we have relied upon without independent investigation);

(c) other than the Offering Memorandum, no "offering memorandum" within the meaning of Securities Laws has been delivered to any purchaser or prospective purchaser of the Senior Notes resident in the Provinces;

(d) that the Offering Memorandum was delivered to each purchaser resident in the Provinces at or before the time when the purchaser agreed to purchase the Senior Notes;

(e) no "material change" within the meaning of Securities Laws and no change in the terms and conditions of the offering as described in the Offering Memorandum, in either case requiring an amendment to the Offering Memorandum, has occurred;

(f) no order, ruling or decree of any court or regulatory authority having jurisdiction having the effect of ceasing, restricting or suspending trading in the Senior Notes by any person or company in the Provinces is in effect, and no proceedings for that purpose have been instituted or are pending or contemplated;

(g) the Issuer is not engaged in and does not hold itself out as engaging in the business of trading securities; and

(h) in expressing the opinions in paragraph 5 below we have, without independent investigation or verification, assumed that the Issuer has no property or assets in the Provinces and is formed under the laws of the Province of Ontario.

We express no opinion except with respect to the laws of the Provinces and the federal laws of Canada applicable therein.

Based upon the foregoing and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. The offering, issuance, sale and delivery of the Senior Notes by the Issuer to purchasers in the Provinces in accordance with the Agency Agreement is exempt from the prospectus requirements of Securities Laws, and no prospectus or any documents must be filed, proceedings taken or approvals, permits, consents or authorizations of regulatory authorities obtained under Securities Laws by the Issuer to permit the offer, issue and sale of Senior Notes, other than (a) the filing of a report of exempt distribution on Form 45-106F1, as prescribed by National Instrument 45-106 – *Prospectus Exemptions*, prepared in accordance with applicable securities laws, together with payment of any applicable fees, and (b) the filing of a copy of the Offering Memorandum, with securities regulatory authorities, where required.

2. No prospectus is required and no other documents are required to be filed, proceedings taken, or approvals, permits, consents or authorizations of regulatory authorities obtained under Securities Laws to permit a holder of Senior Notes resident in the Province of Manitoba to trade the Senior Notes in the Province of Manitoba, either through registrants or dealers registered under applicable laws who comply with Securities Laws or in circumstances where there is an exemption from the registration requirements of Securities Laws, provided that the trade is not a "control distribution" as such term is defined in National Instrument 45-102 – *Resale of Securities* ("**NI 45-102**").

3. No prospectus is required and no other documents are required to be filed, proceedings taken, or approvals, permits, consents or authorizations of regulatory authorities obtained under Securities Laws to permit a holder of Senior Notes resident in the Province of Saskatchewan to trade the Senior Notes in the Province of Saskatchewan, either through registrants or dealers registered under applicable laws who comply with Securities Laws or in circumstances where there is an exemption from the registration requirements of Securities Laws, provided that:

(a) the Issuer is, and has been, a reporting issuer in a jurisdiction of Canada for the four months immediately preceding the trade;

(b) at the time of the trade, at least four months have elapsed from the date of this letter;

(c) the certificates representing the Senior Notes, if any, carry the legend required by Section 2.5(2)3(ii) of NI 45-102, or if the Senior Notes are entered into a direct registration or other electronic book-entry system, or if the purchaser of Senior Notes did not directly receive a certificate representing the Senior Notes, the Purchaser received a written notice containing the legend restriction notation set out in Section 2.5(2)3(ii) of NI 45-102;

(d) the trade is not a "control distribution" within the meaning of NI 45-102;

(e) no unusual effort is made to prepare the market or to create a demand for the Notes that are the subject of the trade;

(f) no extraordinary commission or consideration is paid to a person or company in respect of the trade; and

(g) if the holder of Senior Notes is an "insider" or "officer" of the Issuer (within the meaning of applicable securities laws), the holder has no reasonable grounds to believe that the Issuer is in default of securities legislation.

4. The statements in the Offering Memorandum under the heading "Statutory Rights of Action" in respect of the Provinces constitute a fair summary of the statutory rights of action for rescission or damages applicable under Securities Laws and the Offering Memorandum contains a description of the statutory rights of action for rescission or damages required by Securities Laws.

5. No registration, recording, or filing of the Indenture in the Provinces is required to preserve or protect the validity or enforceability of the Indenture or the Senior Notes.

This opinion is given to the addressees hereof in connection with the transactions contemplated by the Agency Agreement and is not to be relied upon for any other purposes or by any other party, nor is it to be quoted from or made public in any way, without our prior written consent.

Yours truly,

MLT Aikins LLP

SCHEDULE A

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