

**RESOLUTION OF THE SHAREHOLDER  
OF  
ONTARIO POWER GENERATION INC.  
(the “Corporation”)**

**RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the Articles of the Corporation are amended to create an additional class of shares (“**Class A Shares**”) which are non-voting, redeemable at the option of the Corporation and valued equivalent to the Common Shares of the Corporation;
2. any officer or director of the Corporation is authorized and directed on behalf of the Corporation to deliver articles of amendment, in duplicate, to the Director under the *Business Corporations Act* (Ontario) and to execute all documents and to take any action which, in the opinion of that person, is necessary or desirable to give effect to this special resolution; and
3. this resolution may be executed and delivered by means of facsimile, portable document format (PDF) or electronic mail and shall be deemed to be an original.

The foregoing special resolution is signed by the sole shareholder of the Corporation pursuant to the *Business Corporations Act* (Ontario) this     day of \_\_\_\_\_, 2017.

**HER MAJESTY THE QUEEN IN RIGHT OF  
ONTARIO, AS REPRESENTED BY THE  
MINISTER OF ENERGY**

By: \_\_\_\_\_  
Glenn Thibeault  
Minister of Energy