

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

RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Articles of the Corporation are hereby amended to:
 - (a) create an additional class of shares (“**Class A Shares**”) as set out in the proposed articles of amendment attached hereto as Schedule A (the “**Articles of Amendment**”); and
 - (b) amend and restate the rights, privileges, restrictions and conditions attaching to the common shares of the Corporation as set out in the Articles of Amendment.
2. any officer or director of the Corporation is authorized and directed on behalf of the Corporation to deliver the 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

Schedule A