Montreal, April 24, 2018

To the Parties Listed on Schedule "A"

Dear Sirs/Mesdames:

Re: Fair Hydro Trust
Private Placement Issuance of 3.52% Senior Notes due May 15, 2038, Series 2018-2
Our file: 123048-01956

We have acted as local counsel in the province of Québec (the "**Province**") to Fair Hydro Trust (the "**Issuer**") in connection with the issue and sale by the Issuer of C$400,000,000 aggregate principal amount of 3.52% Senior Notes due May 15, 2038, Series 2018-2 (the "**Senior Notes**") pursuant to an agency agreement (the "**Agency Agreement**") dated April 19, 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 counsel for the Issuer in the Province, 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 April 19, 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 2018-2 supplemental indenture dated as of April 24, 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.

We have not assisted in the preparation of any of the documents examined by us and have not reviewed or examined any other documents except as described herein. No opinion is expressed as to the accuracy, completeness or fairness of such other agreements nor are we opining as to whether such other agreements comply as to content with the requirements of the *Securities Act* (Québec) (the "**Québec Act**") or the rules, regulations, policy statements or orders thereunder.

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 Québec Act, as amended, and the regulations, rules, blanket orders, published policies, decisions, notices and instruments of the *Autorité des marchés financiers* or, where applicable, the *Tribunal administratif des marchés financiers* made or issued thereunder.

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) the legal capacity of all individuals, the genuineness of all signatures on, and the currency, authenticity and completeness of, all documents submitted to us as original documents, and the conformity to authentic original documents of all documents submitted to us as notarial, certified, photostatic or similarly reproduced copies of such original documents;

(b) 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 and that each of the Agents are duly registered under the Securities Laws as of the date hereof and has complied with all laws applicable to such Agent, including any limitations on its activities because of the category in which the Agent is registered;

(c) the representations, acknowledgements and agreements stated in the Offering Memorandum and deemed to have been made by each purchaser of the Senior Notes resident in the Province 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) and, in particular, that each Purchaser is an “accredited investor” as defined in *Regulation 45-106 respecting Prospectus Exemptions* (National Instrument 45-106 – *Prospectus Exemptions* of the Canadian Securities Administrators) (“**NI 45–106**”) and is resident in the Province and that any trade to such Purchaser is subject to the laws of the Province;

(d) 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 Province;

(e) at the time of any distribution of or trade in the Senior Notes, 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 Province is in effect, and no proceedings for that purpose have been instituted or are pending or contemplated; and

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

We are solicitors qualified to carry on the practice of law in the Province and we express no opinion as to any laws, or matters governed by any laws, other than the laws of the Province and the federal laws of Canada applicable therein, all as in effect on the date hereof. We can give no assurance that a prospective transaction will not be affected by future amendments to, or by regulations, rules, orders, rulings, policy statements or interpretation notes made or issued pursuant to, applicable laws. The opinions contained herein are given as of the date hereof and we assume no responsibility to update our opinion if applicable laws are, subsequent to the date hereof, amended, revoked, revised or supplemented in any way, which impacts the opinion contained herein or to advise you of any change in any matters set forth herein.

For the purpose of the opinion set forth in paragraph 3 below, we express no opinion on the summary of the contractual rights of action for rescission or damages offered to residents of the Province who purchase Senior Notes.

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 Province 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 the filing of a report of exempt distribution on Form 45-106F1, as prescribed by NI 45-106, prepared in accordance with applicable securities laws, together with payment of any applicable fees.

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 to trade the Senior Notes in the Province, 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 *Regulation 45-102 respecting Resale of Securities* (National Instrument 45-102 – *Resale of Securities* of the Canadian Securities Administrators) (“**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.

3. The statements in the Offering Memorandum under the heading “Statutory Rights of Action” in respect of the Province 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.

4. No registration, recording, or filing of the Indenture in the Province 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 very truly,

LAVERY, DE BILLY

Lavery, de Billy

SCHEDULE A
LIST OF ADDRESSEES

CIBC World Markets Inc.
Brookfield Place
5th Floor, 161 Bay Street
Toronto, Ontario M5J 2S8

RBC Dominion Securities Inc.
Royal Bank Plaza
2nd Floor, 200 Bay Street
Royal Bank Plaza, North Tower
Toronto, Ontario M5J 2W7

Goldman Sachs Canada Inc.
77 King Street West, Suite 3400
Toronto, Ontario M5K 1B7

BMO Nesbitt Burns Inc.
3rd Floor Podium
1 First Canadian Place, 100 King Street West
Toronto, Ontario M5X 1H3

Scotia Capital Inc.
40 King Street West, 68th Floor
Scotia Plaza, P.O. Box 4085, Station "A"
Toronto, Ontario M5W 2X6

National Bank Financial Inc.
1155 Metcalfe, 1st Floor - F511
Montreal, Quebec H3B 4S9

TD Securities Inc.
Ernst & Young Tower, 7th Floor
222 Bay Street
Toronto, Ontario M5K 1A2

Morgan Stanley Canada Limited
181 Bay Street, Suite 3700
Toronto, Ontario M5J 2T3

HSBC Securities (Canada) Inc.
70 York Street, 9th Floor
Toronto, Ontario M5J 1S9

Laurentian Bank Securities Inc.
130 Adelaide St. W, Suite 301
Toronto, ON M5H 3P5

Desjardins Securities Inc.
25 York Street
Toronto, ON M5J 2V5

Casgrain & Company Limited
1200 McGill College Avenue, 21st Floor
Montreal, Quebec H3B 4G7

Fair Hydro Trust
c/o Ontario Power Generation Inc.
700 University Avenue
Toronto, Ontario M5G 1X6

BNY Trust Company of Canada
One York Street
6th Floor
Toronto, Ontario M5J 0B6

Torys LLP
79 Wellington Street West
30th Floor, Box 270
Toronto, Ontario M5K 1N2

Osler, Hoskin & Harcourt LLP
100 King Street West
Suite 6200, P.O. Box 50
Toronto, Ontario M5X 1B8