

**ONTARIO POWER GENERATION INC.,
in its capacity as manager of
FAIR HYDRO TRUST**

OFFICER'S CERTIFICATE

I, Ken Hartwick, am Chief Financial Officer and Senior Vice President of Ontario Power Generation Inc., acting not in its individual capacity but solely as manager of Fair Hydro Trust, a trust established under the laws of the Province of Ontario (the “**Issuer**”). I understand Hunton & Williams LLP has been asked to render an opinion (the “**Opinion**”) pursuant to Section 13(j)(ii) of the Agency Agreement dated February 6, 2018 (the “**Agency Agreement**”) among the Issuer, Ontario Power Generation Inc., 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 and in connection with rendering that Opinion, Hunton & Williams LLP will rely on this Certificate. Defined terms used herein, but not otherwise defined shall have the meanings set forth in the Agency Agreement.

With regard to the foregoing, on behalf of the Issuer, I certify that:

1. I am familiar with the business of the Issuer.
2. The Issuer (i) is not and does not hold itself out as being engaged primarily, nor does it propose to engage primarily, in the business of investing, reinvesting or trading in Securities, (ii) is not engaged in, and does not propose to engage in, the business of issuing Redeemable Securities, Face-Amount Certificates of the Installment Type or Periodic Payment Plan Certificates and had and has no such securities or certificates outstanding and (iii) is primarily engaged in one or more of the following businesses: (a) purchasing or otherwise acquiring Investment Interests as defined in the Ontario Fair Hydro Act, 2017 (the “Act”), including the right and interest to impose, invoice, collect, receive and recover the Clean Energy Adjustment from Specified Consumers as each are defined in the Act, and (b) selling or otherwise issuing notes or similar instruments secured by the purchased or otherwise acquired Investment Interests.
3. As used in this certificate, the following terms shall have the following meanings:

“Face-Amount Certificate of the Installment Type” means any certificate, investment contract, or other Security that represents an obligation on the part of its issuer to pay a stated or determinable sum or sums at a fixed or determinable date or dates more than 24 months after the date of issuance, in consideration of the payment of periodic installments of a stated or determinable amount.

“Periodic Payment Plan Certificate” means

(A) any certificate, investment contract, or other security providing for a series of periodic payments by the holder, and representing an undivided interest in certain specified securities or in a unit or fund of securities purchased wholly or partly with the proceeds of such payments, and

(B) any security the issuer of which is also issuing securities of the character described in clause (A) and the holder of which has substantially the same rights and privileges as those which holders of securities of the character described in said clause (A) have upon completing the periodic payments for which such securities provide.

“Redeemable Security” means any security, other than short-term paper, under the terms of which the holder, upon its presentation to the issuer or to a person designated by the issuer, is entitled (whether absolutely or only out of surplus) to receive approximately his proportionate share of the issuer’s current net assets, or the cash equivalent thereof.

Signature Page to Follow

IN WITNESS WHEREOF, I have executed this certificate this 9th day of February, 2018.

ONTARIO POWER GENERATION INC., not in its individual capacity but solely as manager of **FAIR HYDRO TRUST**

By: 

Name: Ken Hartwick

Title: Chief Financial Officer and Senior Vice President

[Signature page to Back-Up Certificate]