

Stikeman Elliott

Stikeman Elliott LLP
Barristers & Solicitors
5300 Commerce Court West
199 Bay Street
Toronto, ON Canada M5L 1B9

Main: 416 869 5500
Fax: 416 947 0866
www.stikeman.com

Daniel Gralnick
Direct: 416-869-5273
Dgralnick@stikeman.com

November 19, 2019
File No.: 131781035

By E-mail: boardsec@oeb.gov.on.ca
By Courier

Ms. Christine E. Long
Registrar and Board Secretary
Ontario Energy Board
2300 Yonge St.
27th Floor, PO Box 2319
Toronto, ON M4P 1E4

EB-30-2019-0083

Dear Ms. Long:

RE: Notice of Proposal under Section 81 Of the *Ontario Energy Board Act, 1998* of Axium Wind II Limited Partnership

We are the lawyers for Axium Wind II Limited Partnership (the "Applicant") in respect of the above-captioned matter.

Please find the enclosed Notice of Proposal pursuant to section 81 of the *Ontario Energy Board Act, 1998* which we are hereby filing on behalf of the Applicant. We kindly ask that the Board provide us with confirmation that the Notice of Proposal has been successfully filed. Should you require any further information, please feel free to contact the undersigned.

Yours truly,

Stikeman Elliott LLP



Daniel Gralnick

DG

Enclosure

cc. Patrick Duffy
Valérie Trudeau

Ontario Energy Board
Preliminary Filing Requirements
For a Notice of Proposal under Sections 80 and 81
Of the *Ontario Energy Board Act, 1998*

INSTRUCTIONS:

This form applies to all applicants who are providing a Notice of Proposal to the Ontario Energy Board (the "Board") under sections 80 and 81 of the Ontario Energy Board Act, 1998 (the "Act"), including parties who are also, as part of the same transaction or project, applying for other orders of the Board such as orders under sections 86 and 92 of the Act.

The Board has established this form under section 13 of the Act. Please note that the Board may require information that is additional or supplementary to the information filed in this form and that the filing of the form does not preclude the applicant from filing additional or supplementary information.

PART I: GENERAL MINIMUM FILING REQUIREMENTS

All applicants must complete and file the information requested in Part I.

1.1 Identification of the Parties

1.1.1 Applicant

| | | |
|--|--|--|
| Name of Applicant Axium Wind II Limited Partnership | File No: (Board Use Only) | |
| Address of Head Office 120 Adelaide Street West Suite 425 Toronto, Ontario M5H 1T1 | Telephone Number (514) 954-3714 | |
| | Facsimile Number | |
| | E-mail Address dchalifoux@axiuminfra.com | |
| Name of Individual to Contact Mr. Dominic Chalifoux 2020 boul Robert-Bourassa Bureau 2500 Montréal, Québec, H3A 2A5 | Telephone Number (514) 954-3714 | |
| | Facsimile Number (514) 282-6478 | |
| | E-mail Address dchalifoux@axiuminfra.com | |

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

| | | |
|--|---|--|
| Name of Other Party MIT Renewables Inc. | Board Use Only | |
| Address of Head Office 66 Wellington Street West Suite 3510, PO Box 306 Toronto, Ontario M5K 1K2 | Telephone Number 1-416-947-3809 | |
| | Facsimile Number 1-416-865-1486 | |
| | E-mail Address t.enowaki@mitsui.com; toraa@dj.mitsui.com | |
| Name of Individual to Contact Makoto Ichikawa | Telephone Number +81-3-3285-4118 | |
| | Facsimile Number +81-3-3285-9795 | |
| | E-mail Address m.ichikawa@mitsui.com | |

1.2 Relationship between Parties to the Transaction or Project

| | |
|-------|---|
| 1.2.1 | <p>Attach a list of the officers, directors and shareholders of each of the parties to the proposed transaction or project.</p> <p><u>Axium Wind II Limited Partnership</u> <i>Unitholders of the Applicant</i></p> <ul style="list-style-type: none"> • Régie de rentes du Mouvement Desjardins (22.5%) • Axium Renewable Energy LP (77.5%) • Axium Wind II GP Inc. (less than 0.01%) <p><i>Directors and Officers</i></p> <ul style="list-style-type: none"> • Dominic Chalifoux, Director and President • Stéphane Mailhot, Director and Treasurer <p><u>MIT Renewables Inc.</u> <i>Shareholder</i></p> <ul style="list-style-type: none"> • Mitsui & Co., Ltd. |
|-------|---|

| | |
|-------|---|
| | <p><i>Directors</i></p> <ul style="list-style-type: none"> • Makoto Saito • Makoto Ichikawa • Takeshi Enowaki <p><i>Officer</i></p> <ul style="list-style-type: none"> • Makoto Saito |
| 1.2.2 | <p>Attach a corporate chart describing the relationship between each of the parties to the proposed transaction or project and each of their respective affiliates.</p> <p>See attached <u>Schedule A</u> for the organizational chart as of the closing date.</p> |

1.3 Description of the Businesses of Each of the Parties

| | |
|-------|--|
| 1.3.1 | <p>Attach a description of the business of each of the parties to the proposed transaction or project, including each of their affiliates licenced under the OEB Act to operate in Ontario for the generation, transmission, distribution, wholesaling or retailing of electricity or providing goods and services to companies licenced under the OEB Act in Ontario ("Electricity Sector Affiliates").</p> <p><u>Axium Wind II Limited Partnership</u> The Applicant is a newly-formed entity indirectly controlled by Axium Infrastructure Inc. ("Axium"). Axium manages dedicated infrastructure funds, including Axium Infrastructure Canada II Limited Partnership ("AIC II"), with infrastructure investments in, among other matters, energy. AIC II has investments in an extensive number of licenced renewable energy generation facilities in Ontario, including certain facilities owned by wholly-owned subsidiaries of AIC II.</p> <p>The Applicant was created for the sole purpose of the purchase of a 30% interest from MIT Renewables Inc. (the "Proposed Transaction") in C2C Power LP and C2C Power GP Inc. ("C2C"). It is to be noted that as of the date hereof, Axium (through Axium Wind Limited Partnership, a vehicle that Axium controls) is already the owner of a 30% interest¹ in C2C and that through the Proposed Transaction, Axium will acquire an additional 30%² interest in C2C.</p> <p><u>MIT Renewables Inc.</u> MIT Renewables Inc. is holding limited partnership units of C2C Power LP and shares in the general partner of C2C Power LP. <u>After the proposed transaction, MIT Renewables Inc. will no longer hold any interest, whether directly or indirectly, in C2C.</u></p> |
| 1.3.2 | <p>Attach a description of the geographic territory served by each of the parties to the proposed transaction or project, including each of their Electricity Sector Affiliates, if applicable, and the geographic location of all existing generation facilities.</p> <p>The power generated by the licensed generation facilities owned by the AIC II Subsidiaries is sold through the IESO-administered market pursuant to FIT and LRP contracts. These facilities operate in various locations in Ontario.</p> <p>See attached <u>Schedule B</u> for a description of the geographic territory serviced by the AIC II Subsidiaries. More specifically, see attached <u>Schedule C</u> for the list of the renewable energy</p> |

¹ Axium Wind Limited Partnership's interests are currently held as follows: 29.88% by Desjardins, 66.58% by entities wholly-owned by Axium and 3.54% by Eaglecrest Super Core Infrastructure Holdco Corp.

² Axium Wind II Limited Partnership's interests will be held as follows: 22.5% by Desjardins and 77.5% by an entity wholly-owned by Axium.

| | |
|-------|--|
| | <p>projects that are owned directly or indirectly by C2C (and that are located in the Province of Ontario).</p> |
| 1.3.3 | <p>Attach a breakdown of the annual sales (in C\$, and in MWh) as of the most recent fiscal year end of the existing generation output among the IESO Administered Markets (“IAM”), bilateral contracts, and local distribution companies.</p> <p>Axiom and its affiliates had annual sales through the IAM in the fiscal year of 2018 of \$488.9 million on a gross basis and \$258.1 million on a net basis from 2,383 GWh production on a gross basis and 1,040 GWh production on a net basis.</p> <p>More specifically, the C2C projects in Ontario had annual sales through the IAM in the fiscal year of 2018 of \$157.1 million on a gross basis and \$36.7 million on a net basis from 1,043 GWh production on a gross basis and 243.2 GWh production on a net basis.</p> |
| 1.3.4 | <p>Attach a list identifying all relevant Board licences and approvals held by the parties to the proposed transaction or project and each of their Electricity Sector Affiliates, and any applications currently before the Board, or forthcoming. Please include all Board file numbers.</p> <p>There are no applications currently before the Board or immediately forthcoming.</p> <p>See attached <u>Schedule B</u> for Board licenses held by affiliates of the Applicant, including with respect to the C2C projects in Ontario.</p> |

1.4 Current Competitive Characteristics of the Market

| 1.4.1 | <p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to the completion of the proposed transaction or project.</p> <p>The total generation capacity for the facilities owned by Axiom and its affiliates in the Province of Ontario prior to the completion of the Proposed Transaction is 1,050 MW on a gross basis and 544 MW on a net basis.</p> <p>With respect specifically to the projects directly or indirectly held by C2C and that are located within the province of Ontario, please see the following table:</p> <table border="1"> <thead> <tr> <th>Facility</th> <th>Type</th> <th>Description</th> <th>Capacity (MWac)</th> <th>C2C Interest (%)</th> <th>PPA Maturity</th> </tr> </thead> <tbody> <tr> <td>Brockville</td> <td>Solar</td> <td>Solar power facility located near Brockville, Ontario.</td> <td>10</td> <td>100</td> <td>2033</td> </tr> <tr> <td>Beckwith</td> <td>Solar</td> <td>Solar power facility located near Ottawa, Ontario.</td> <td>10</td> <td>100</td> <td>2034</td> </tr> <tr> <td>Harrow</td> <td>Wind</td> <td>Wind farm located south of Windsor, Ontario.</td> <td>39.6</td> <td>100</td> <td>2030</td> </tr> <tr> <td>Erieau</td> <td>Wind</td> <td>Wind farm located southeast of Chatham, Ontario.</td> <td>99</td> <td>100</td> <td>2033</td> </tr> <tr> <td>Pointe-aux-Roches</td> <td>Wind</td> <td>Wind farm located near the southern shore of Lake St. Clair, Ontario.</td> <td>48.6</td> <td>100</td> <td>2031</td> </tr> <tr> <td>East Lake</td> <td>Wind</td> <td>Wind facility consisting of 55 turbines located south of Sarnia, Ontario.</td> <td>99</td> <td>100</td> <td>2033</td> </tr> </tbody> </table> | Facility | Type | Description | Capacity (MWac) | C2C Interest (%) | PPA Maturity | Brockville | Solar | Solar power facility located near Brockville, Ontario. | 10 | 100 | 2033 | Beckwith | Solar | Solar power facility located near Ottawa, Ontario. | 10 | 100 | 2034 | Harrow | Wind | Wind farm located south of Windsor, Ontario. | 39.6 | 100 | 2030 | Erieau | Wind | Wind farm located southeast of Chatham, Ontario. | 99 | 100 | 2033 | Pointe-aux-Roches | Wind | Wind farm located near the southern shore of Lake St. Clair, Ontario. | 48.6 | 100 | 2031 | East Lake | Wind | Wind facility consisting of 55 turbines located south of Sarnia, Ontario. | 99 | 100 | 2033 |
|-------------------|---|---|-----------------|------------------|-----------------|------------------|--------------|------------|-------|--|----|-----|------|----------|-------|--|----|-----|------|--------|------|--|------|-----|------|--------|------|--|----|-----|------|-------------------|------|---|------|-----|------|-----------|------|---|----|-----|------|
| Facility | Type | Description | Capacity (MWac) | C2C Interest (%) | PPA Maturity | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Brockville | Solar | Solar power facility located near Brockville, Ontario. | 10 | 100 | 2033 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Beckwith | Solar | Solar power facility located near Ottawa, Ontario. | 10 | 100 | 2034 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Harrow | Wind | Wind farm located south of Windsor, Ontario. | 39.6 | 100 | 2030 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Erieau | Wind | Wind farm located southeast of Chatham, Ontario. | 99 | 100 | 2033 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Pointe-aux-Roches | Wind | Wind farm located near the southern shore of Lake St. Clair, Ontario. | 48.6 | 100 | 2031 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| East Lake | Wind | Wind facility consisting of 55 turbines located south of Sarnia, Ontario. | 99 | 100 | 2033 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | | | | | | |
|-------|--|------|---|--------|-----|------|
| | SOP | Wind | Four separate wind turbine facilities located along the north shore of Lake Erie. | 39.6 | 100 | 2028 |
| | Plateau | Wind | Wind farm located near Shelburne, Ontario. | 27 | 100 | 2032 |
| | TOTAL (Ontario) | | | 373 MW | | |
| 1.4.2 | <p>Describe the generation market share based on actual MWh production as a percent of the Annual Primary Demand, within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, prior to completion of the proposed transaction or project.</p> <p>According to the IESO, in 2018 the total annual Ontario energy demand was 137.4 TWh.</p> <p>The actual GWh production of the generation facilities owned by Axium and its affiliates in Ontario in 2018 was 2,383 GWh on a gross basis and 1,040 GWh on a net basis. This represents 1.7% gross and 0.8% net respectively of the total 2018 Annual Primary Demand.</p> <p>The output from C2C represents a nominal percentage of the Annual Primary Demand.</p> | | | | | |

1.5 Description of the Proposed Transaction or Project and Impact on Competition - General

| | |
|-------|---|
| 1.5.1 | <p>Attach a detailed description of the proposed transaction or project, including geographic locations of proposed new transmission or distribution systems, or new generation facilities.</p> <p>The Applicant intends to purchase from MIT Renewables Inc. a 30% interest in each of C2C Power LP and C2C Power GP Inc.</p> <p>C2C's portfolio consists of 10 wind farms (representing 659 MW of annual power generation capacity) and two solar farms (representing 20 MW). These assets are located across four provinces:</p> <ul style="list-style-type: none"> • Ontario • British Columbia • New Brunswick • Prince Edward Island. <p>See attached <u>Schedule C</u> for the list of renewable energy projects directly or indirectly owned by C2C and that are located in the Province of Ontario.</p> |
| 1.5.2 | <p>Describe the generation capacity (in MW), within the Province of Ontario, of the parties to the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>The projects held directly or indirectly by C2C that are located within the Province of Ontario have in the aggregate a nameplate generation capacity of approximately 373 MW. After completion of the Proposed Transaction, Axium and its affiliates will have a generation capacity of 1,050 MW on a gross basis and 631 MW on a net basis within the Province of Ontario.</p> |
| 1.5.3 | <p>Describe the generation market share based on anticipated MWh production as a percentage of the Annual Primary Demand, within the Province of Ontario, of the parties to</p> |

| | |
|-------|--|
| | <p>the proposed transaction or project, including each of their respective Electricity Sector Affiliates, after the completion of the proposed transaction or project.</p> <p>According to IESO market data, the total electricity consumption for 2018 in the Province of Ontario was 137.4 TWh.</p> <p>The expected GWh production of the generation facilities owned by Axiom and its affiliates in Ontario following the completion of the proposed transaction would be 2,383 GWh on a gross basis and 1,282 GWh on a net basis based on the 2018 figures. This represents 1.7% gross and 0.9% net respectively of the total 2018 Annual Primary Demand.</p> <p>The output from C2C represents a nominal percentage of the Annual Primary Demand.</p> <p>The output from Axiom and its affiliates in the Province of Ontario represents a nominal percentage of the Annual Primary Demand.</p> |
| 1.5.4 | <p>Attach a short description of the impact, if any, of the proposed transaction or project on competition. If there will be no impact on competition, please state the reasons. Cite specifically the impacts of the proposal on customer choice regarding generation, energy wholesalers, and energy retailers.</p> <p>C2C's use of available capacity on the IESO-controlled grid and the Proposed Transaction will have no impact on competition. The Applicant will be supplying energy from C2C pursuant to a power purchase agreement with the IESO. The electricity generated by the projects of C2C in Ontario will flow directly to the IESO-controlled grid and will not impact customer choice regarding generation, wholesalers or retailers.</p> |
| 1.5.5 | <p>Provide confirmation that the proposed transaction or project will have no impact on open access to the transmission or distribution system of the parties or their affiliates. If open access will be affected explain how and why.</p> <p>The Proposed Transaction will not affect open access requirements.</p> |

1.6 Other Information

| | |
|-------|--|
| 1.6.1 | <p>Attach confirmation that the parties to the proposed transaction or project are in compliance with all licence and code requirements, and will continue to be in compliance after completion of the proposed transaction or project.</p> <p>The Applicant confirms that, to the best of its knowledge, it is and will continue to be in compliance with all licence and code requirements.</p> |
|-------|--|

PART II: SECTION 80 OF THE ACT—TRANSMITTERS AND DISTRIBUTORS ACQUIRING AN INTEREST IN GENERATORS OR CONSTRUCTING A GENERATION FACILITY

All applicants filing a Notice of Proposal under section 80 of the Act must complete and file the information requested in Part II.

N/A

PART III: SECTION 81 OF THE ACT—GENERATORS ACQUIRING AN INTEREST IN OR CONSTRUCTING A TRANSMISSION OR DISTRIBUTION SYSTEM

All applicants filing a Notice of Proposal under section 81 of the Act must complete and file the information requested in Part III.

3.1 Effect on Competition

| | |
|-------|---|
| 3.1.1 | <p>Provide a description of the transmission or distribution system being acquired or constructed.</p> <p>The transmission systems that being acquired connect generation facilities to the IESO-controlled grid.</p> |
| 3.1.2 | <p>Provide details on whether the generation facilities owned by the acquiring company are or will be directly connected to the transmission or distribution system being acquired or constructed.</p> <p>The generation facilities are directly connected to the transmission systems being acquired.</p> |
| 3.1.3 | <p>Provide details of whether the generation facility is expected to serve a “load pocket”, or is likely to be “constrained on” due to transmission constraints.</p> <p>None of the generation facilities noted herein is expected to serve a load pocket or is likely to be constrained on due to transmission constraints.</p> |
| 3.1.4 | <p>Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.</p> <p>None of the generation facilities noted herein are expected to sign a must-run contract with the IESO.</p> |

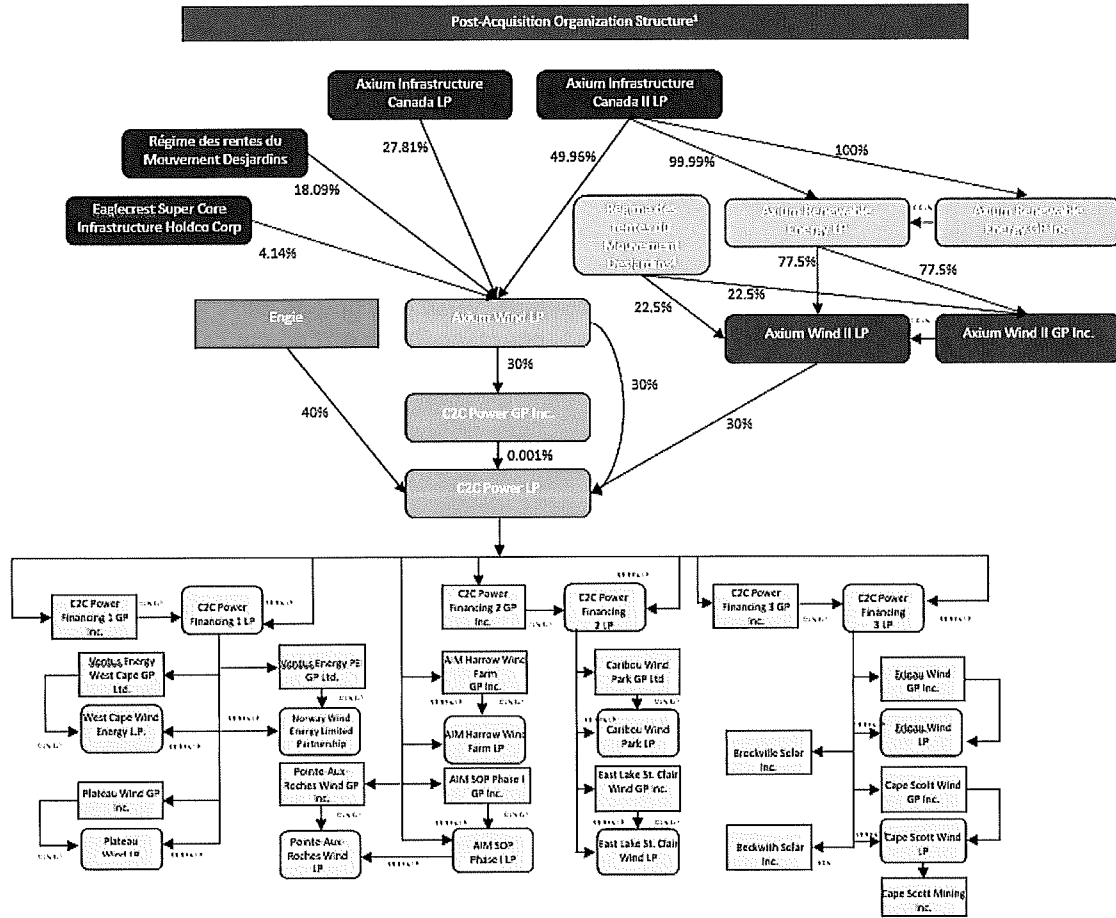
How to Contact the Ontario Energy Board

The Ontario Energy Board is located at:

P.O. Box 2319
2300 Yonge Street, Suite 2701
Toronto, Ontario
M4P 1E4

| | |
|-----------------------------------|--|
| Telephone: | 416-481-1967 |
| Toll Free Number: | 1-888-632-6273 |
| Fax: | 416-440-7656 |
| Website: | http://www.oeb.gov.on.ca |
| Board Secretary's e-mail address: | boardsec@oeb.gov.on.ca |

Schedule A



¹ Percentages reflect the economic shares.

² More precisely, such 22.5% voting interests are held by Régime de rentes du Mouvement Desjardins and a subsidiary of Desjardins Financial Security Life Assurance Company.

Schedule B

See attached.

LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AIC II

| Name of Investment | Licensee | License Number | Issue Date | Expiry Date | Facility |
|------------------------------|---|----------------|--------------|----------------|---|
| Northern Solar PV Facilities | New OSPVF 7 L.P. | EG-2013-0342 | Nov 21, 2013 | Nov 20, 2033 | Owner and operator of Kap with an installed capacity of 6 MW, located at 241 Stevens Road, Kapuskasing, Ontario. |
| Northern Solar PV Facilities | New OSPVF 10 L.P. | EG-2013-0343 | Nov 21, 2013 | Nov 20, 2033 | Owner and operator of Matt with an installed capacity of 10 MW, located at 2 Girard Road, Hearst, Ontario. |
| Northern Solar PV Facilities | New OSPVF 11 L.P. | EG-2013-0344 | Nov 21, 2013 | Nov 20, 2033 | Owner and operator of Ramore with an installed capacity of 8 MW, located at 1370 Highway 572, Ramore, Ontario. |
| Northern Solar PV Facilities | New OSPVF 1 L.P. | EG-2013-0341 | Nov 21, 2013 | Nov 20, 2033 | Owner and operator of Wainwright with an installed capacity of 10 MW, located at 180 Morton Road, Oxdrift, Ontario. |
| Borealis Solar PV Projects | AxiumSolar Ingersol 1 Limited Partnership | EG-2013-0404 | Jan 02, 2014 | March 25, 2034 | Owner and operator of Ingersoll 1 solar generation facility with an installed capacity of 9.5 MW, located at 414744 41st Line RR#3, Ingersoll, Ontario. |
| Borealis Solar PV Projects | AxiumSolar Orillia3 Limited Partnership | EG-2013-0403 | Jan 02, 2014 | March 25, 2034 | Owner and operator of Orillia 3 solar generation facility with an installed capacity of 6.5 MW located at 1599 Line13N, Hawkestone, Ontario. |

LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AIC I

| Name of Investment | Licensee | License Number | Issue Date | Expiry Date | Facility |
|--------------------------------|--|----------------|--------------|---------------|---|
| Elmsley Solar PV Facilities | Axiom Solar Elmsley East Limited Partnership | EG-2010-0166 | July14, 2010 | July 13, 2030 | Owner and operation of Elmsley East solar generation facility with an installed capacity of 10 MW located at Part of Lot 13, Concession 3, Geographic Township of South Elmsley, Township of Rideau Lakes, County of Leeds, Ontario. |
| Elmsley Solar PV Facilities | Axiom Solar Elmsley East Limited Partnership | EG-2010-0167 | July14, 2010 | July 13, 2030 | Owner and operation of Elmsley West solar generation facility with an installed capacity of 10MW, located at Part of Lot 16, Concession 3, Geographic Township of South Elmsley, Township of Rideau Lakes, County of Leeds, Ontario. |
| St-Isidore Solar PV Facilities | AxiomSolar St. Isidore A Limited Partnership | EG-2010-0164 | July14, 2010 | July 13, 2030 | Owner and operation of St. Isidore A solar generation facility with an installed capacity of 10 MW located at Part of Lots 6 and 7, Concession 14, Town of Isidore in the Municipality of the Nation, County of Prescott, Ontario. |
| St-Isidore Solar PV Facilities | AxiomSolar St. Isidore B Limited Partnership | EG-2010-0165 | July14, 2010 | July 13, 2030 | Owner and operation of St. Isidore B solar generation facility with an installed capacity of 10 MW located at South half of Lot 7, Concession 19, Town of St. Isidore in the Municipality of the Nation, County of Prescott, Ontario. |

LICENCED FACILITIES IN WHICH AIC II AND/OR AIC I HAVE INVESTMENTS

| Name of Investment (Axiom Website) | Asset Type | License Name | Axiom's Ownership in investment | Regulatory Contact | License Number | Issue Date | Expiry Date | Facility |
|---|------------|---|---------------------------------|------------------------------|----------------|------------|-------------|--|
| Ontario Wind Farms | Wind | Pointe-Aux-Roches Wind LP. ³ | AIC II: 15%, AIC I: 9.5% | Ansar Gafur (GDF Suez) | EG-2012-0333 | 20-Sep-12 | 19-Sep-32 | Owned and operated by the Licensee, in the Town of Lakeshore, County of Essex, Lake St. Clair to the North, Richardson Side Road to the East, County Road 42 to the South, and East Ruscom Road to the West |
| Ontario Wind Farms | Wind | Plateau Wind LP ⁴ | AIC II: 15%, AIC I: 9.5% | Ansar Gafur (GDF Suez) | EG-2012-0332 | 20-Sep-12 | 19-Sep-32 | The Licence authorizes the Licensee only in respect to the following: Plateau Wind Farm I & II with a nameplate capacity of 18 MW owned and operated by the licensee and located at in the Municipality of Grey-Highlands and the Township of Melancthon, in the area that is generally bounded by Concession Road 3 to the North, 30 Sideroad to the East, Melancthon Township Line and the Melancthon-Artemesia Townline to the South and Highway 10 to the West 2. Plateau Wind Farm III with a nameplate capacity of 9 MW within the area bounded by 240 Sideroad to the North, 6th Line North-East to the East, County Road 21 to the South and 2nd Line Southwest to the West, Township of Melancthon. |
| Brockville and Beckwith Solar PV Facilities | Solar | Brockville Solar Inc ⁵ | AIC II: 15%, AIC I: 9.5% | Ansar Gafur (GDF Suez) | EG-2012-0347 | 04-Oct-12 | 03-Oct-32 | Ownership and operation of Brockville Solar Farm with an installed capacity of 10 MW located at 3551 County Road #27, Brockville, Ontario. |
| Ontario Wind Farms | Wind | East Lake St Clair Wind LP ⁶ | AIC II: 15%, AIC I: 9.5% | Deborah Langelaan (GDF Suez) | EG-2012-0403 | 31-Jan-13 | 30-Jan-33 | Ownership and operation of East Lake St. Clair Wind LP with an installed capacity of 99,000 kW, located at 9501 Bush Line, Chatham Kent, ON. |
| Ontario Wind Farms | Wind | Erieau Wind LP ⁷ | AIC II: 15%, AIC I: 9.5% | Ansar Gafur (GDF Suez) | EG-2012-0404 | 31-Jan-13 | 30-Jan-33 | Ownership and operation of Erieau Wind LP with an installed capacity of 99,000 kW, located at 9461 Pinehurst Line, Chatham Kent, ON |

³ See Schedule C.

⁴ See Schedule C.

⁵ See Schedule C.

⁶ See Schedule C.

⁷ See Schedule C.

| Name of Investment (Axium Website) | Asset Type | License Name | Axium's Ownership in investment | Regulatory Contact | License Number | Issue Date | Expiry Date | Facility |
|---|------------|--|---------------------------------|----------------------------------|----------------|-------------------------|-------------|---|
| Brockville and Beckwith Solar PV Facilities | Solar | Beckwith Solar Inc ⁸ | AIC II: 15%, AIC I: 9.5% | Ansar Gafur (GDF Suez) | EG-2013-0271 | 29-Aug-13 | 28-Aug-33 | Ownership and operation of Beckwith Ground Mount Solar Project with an installed capacity of 10 MW located at 6915 Country Road 29, Almonte, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Midhurst 2 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0238 | 19-Sep-13 | 17-Mar-34 | Owner and operator of Midhurst 2 solar facility with an installed capacity of 3.5 MW located at 1878 Matheson Road, Springwater, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Midhurst 3 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0239 | 19-Sep-13 | 17-Mar-34 | Owner and operation of Midhurst 3 solar facility with an installed capacity of 3.5 MW located at 217 Line 5 North, Oro Station, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Midhurst 6 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | | ¹³ 17-Mar-34 | | Owner and operator of Midhurst 6 solar generation facility with an capacity of 8.5 MW located at 2024 Old Second Road, Barrie, Ontario. |
| K2 Wind Facility | Wind | K2 Wind Ontario Limited Partnership | AIC II: 11.1% | Sergio Gonsales (Pattern Energy) | EG-2013-0439 | 20-Mar-14 | 19-Mar-34 | Owner and operator of K2 Wind Power Project with an installed capacity of 270 MW, located in the Township of Ashfield-Colborne-Wawanosh in Huron County, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Adelaide 1 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | | | 20-Mar-34 | Owner and operator of Adelaide 1 solar generation facility with an capacity of 10 MW located at 2894 Napperton Drive, Strathroy, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Breen 2 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0237 | 19-Sep-13 | 20-Mar-34 | Owner and operator of Breen 2 solar generation facility with an installed capacity of 10 MW located at 6955 Hamilton Road, Putnam, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Midhurst 4 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0240 | 19-Sep-13 | 26-Mar-34 | Owner and operator of Midhurst 4 solar generation facility with an installed capacity of 6.5 MW located between Line 5 N and Line 6 N, southwest of Hwy 11, Oro-Medonte, Ontario. |

⁸ See Schedule C.

| Name of Investment (Axium Website) | Asset Type | License Name | Axium's Ownership in investment | Regulatory Contact | License Number | Issue Date | Expiry Date | Facility |
|------------------------------------|------------|--|---------------------------------|---------------------------------|----------------|------------|-------------|--|
| Borealis Solar PV Projects | Solar | Met Axium Solar Orillia 1 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0235 | 19-Sep-13 | 26-Mar-34 | Owner and operator of Orillia 1 solar generation facility with an installed capacity of 10 MW located at 1599 Line 13, North Hawkestone, Ontario. |
| Borealis Solar PV Projects | Solar | Met Axium Solar Orillia 2 Limited Partnership | AIC II: 50% | Jiteendra Balchandani (MetLife) | EG-2013-0236 | 19-Sep-13 | 26-Mar-34 | Owner and operator of Orillia 2 solar generation facility with an installed capacity of 10 MW located at 2081 Bass Lake Road, Hawkestone, Ontario. |
| Ontario Wind Farms | Wind | AIMSOP Phase I LP, by its Partner AIM SOP Phase I GP Inc. (SOP) ⁹ | AIC II: 15%, AIC I: 9.5% | | | 05-May-08 | 04-May-28 | <p>1. Mohawk Point Wind Farm, owned and operated by the Licencee within the area bounded by Lake Erie to the south, Moulton Bay (Lake Erie) to the east, Moulton Sherbrook Townline Road to the northeast, Rymer Road to the north and Dickhout Road to the west, in the County of Haldimand, Province of Ontario.</p> <p>2. Frogmore Wind Farm, owned and operated by the Licencee within the area bounded by West Quarter Town Line to the east, Norfolk County Road No. 23 to the west, Lakeshore Road to the south, and the First Concession Road to the north, in the County of Norfolk, Province of Ontario.</p> <p>3. Cultus Wind Farm, owned and operated by the Licencee within the area bounded by Norfolk County Road No. 23 to the east, and the northerly extension thereof in a straight line north from the intersection of Norfolk County Road No. 23 and the Lower Side Road, Concession Road 7 to the west, Lakeshore Road to the south, and the northerly boundaries of the properties which abut the northerly limit of Lower Side Road to the north, in the County of Norfolk, Province of Ontario.</p> <p>4. Clear Creek II Wind Farm, owned and operated by the Licencee within the area bounded by Lakeshore Road to the south, 6th Concession Road to the west, the north boundaries of Lots 2, Concession 6 & 7, and the east boundaries of Lots 1, 2 and 16, Concession 7, in the County of Norfolk, Province of Ontario.</p> |
| Ontario Wind Farms | Wind | AIM Harrow Wind Farm GP Inc. on behalf of AIM Harrow Wind | AIC II: 15%, AIC I: 9.5% | Deborah Langelaan (GDF Suez) | EG-2008-0100 | 23-Jul-08 | 22-Jul-28 | <p>The Licence authorizes the Licensee only in respect to the following:</p> <p>1. Harrow I Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex:</p> |

⁹ See Schedule C.

| Name of Investment (Axiom Website) | Asset Type | License Name | Axiom's Ownership in investment | Regulatory Contact | License Number | Issue Date | Expiry Date | Facility |
|------------------------------------|------------|-------------------------------|---------------------------------|---------------------------|----------------|------------|-------------|--|
| | | Farm LP (SOP) ¹⁰ | | | | | | <ul style="list-style-type: none"> •Turbines 1 & 7 - Concession 1, Part Lot 95 •Turbines 2 & 3 — Concession 1, Part Lot 94 •Turbine 4 & 13- Concession 1, Part Lot 92 •Switching Station - Concession 1, Part Lots 93 & 94 <p>2. Harrow II Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex:</p> <ul style="list-style-type: none"> •Turbines 11 & 5 - Concession 1, Part Lots 90 & 91 •Turbine 12 - Concession 1, Part Lots 88 & 89 •Turbine 6 & 15 — Concession 1, Part Lots 84 and 85 •Turbine 14 — Concession 1, Part Lots 85 & 86 <p>3. Harrow III Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex, Ontario:</p> <ul style="list-style-type: none"> •Turbine 23 - Concession 2, Part Lot 2 •Turbine 9 - Concession 2, Part Lot 4 •Turbine 8 - Concession 2, Part Lot 4 •Turbine 10 - Concession 2, Part Lot 5 •Turbine 22 - Concession 2, Part Lot 2 •Turbine 24 - Concession 2, Part Lot 3 <p>4. Harrow IV Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex:</p> <ul style="list-style-type: none"> •Turbines 36, 20 & 34 - Concession 1, Part Lot 75 •Turbines 28 & 29 - Concession GORE, Part Lot 1 •Turbine 30 - Concession GORE, Part Lot 5 |
| ABW Solar PV Facilities | Solar | ABW Solar General Partnership | AIC II: 31.1% | Dominic Chalifoux (Axiom) | EG-2011-0030 | 17-Oct-13 | 10-May-31 | <p>Ownership and operation of Amherstburg Solar 1 at Part of the North half of Lot 7, Concession 2, and part of the South half of Lot 7, Concession 2, Township of Anderton, Ontario.</p> <p>2. Ownership and operation of Belmont Solar 1 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario.</p> <p>3. Ownership and operation of Belmont Solar 2 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario.</p> |

¹⁰ See Schedule C.

| Name of Investment (Axium Website) | Asset Type | License Name | Axlum's Ownership in investment | Regulatory Contact | License Number | Issue Date | Expiry Date | Facility |
|------------------------------------|------------|--------------|---------------------------------|--------------------|----------------|------------|-------------|---|
| | | | | | | | | <p>4.Ownership and operation of Walpole Solar 1 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario.</p> <p>5.Ownership and operation of Walpole Solar 2 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario.</p> |

Schedule C**C2C Projects (in Ontario only)**

| Project | Type |
|---------------------|-------------|
| Harrow | Wind |
| AIM SOP | Wind |
| Plateau | Wind |
| Pointe-aux-Roches | Wind |
| East Lake St. Clair | Wind |
| Erieau | Wind |
| Brockville | Solar |
| Beckwith | Solar |

