

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 Chariot Société En Commandite / Axium Chariot Limited Partnership (the "Applicant")	File No: (Board Use Only)	
Address of Head Office c/o Axium Infrastructure Inc. 120 Adelaide Street West, Suite 425 Toronto, Ontario M5H 1T1	Telephone Number 416-955-4861	
	Facsimile Number 514-282-6478	
	E-mail Address jcaceres@axiuminfra.com	
Name of Individual to Contact Mr. Juan Caceres Vice-President and Senior Investment Director Axium Infrastructure Inc. 120 Adelaide Street West, Suite 425 Toronto, Ontario M5H 1T1	Telephone Number 416-955-4861	
	Facsimile Number 514-282-6478	
	E-mail Address jcaceres@axiuminfra.com	

1.1.2 Other Parties to the Transaction or Project

If more than one attach list

Party: Cordelio Power Inc. ("Cordelio")	File No: Board Use Only	
Address of Head Office c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 647-352-9533	
	Facsimile Number N/A	
	E-mail Address legal@cordeliopower.com	
Name of Individual to Contact Mr. Luke Pangman c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 604-418-2040	
	Facsimile Number N/A	
	E-mail Address lpangman@cordeliopower.com	
Party: Owners (the "Project LPs" and together with the general partners of the Project LPs, the "Project Companies") of four wind power and two solar power generation facilities in Ontario (the "Projects"), as follows: <ul style="list-style-type: none"> • Summerhaven Wind, LP and its general partner Strathroy Wind GP, Inc., owner of the Summerhaven Wind Energy Centre • Conestogo Wind, LP and its general partner Conestogo Wind GP, Inc., owner of the Conestogo Wind Energy Centre • Jericho Wind, LP and its general partner Jericho Wind GP, ULC, owner of the Jericho Wind Energy Centre • Varna Wind, LP and its general partner Varna Wind GP, ULC, owner of the Bluewater Wind Energy Centre • Moore Solar, LP and its general partner Moore Solar GP ULC, owner of the St. Clair Solar 1 and St. Clair Solar 2 solar ground-mount generation facilities (the "Moore Solar Energy Centre") • Sombra Solar, LP and its general partner Sombra Solar GP ULC, owner of the St. Clair Solar 3 and St. Clair Solar 4 solar ground-mount generation facilities (the "Sombra Solar Energy Centre") 	File No: Board Use Only	

Address of Head Office c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 647-352-9533	
	Facsimile Number N/A	
	E-mail Address legal@cordeliopower.com	
Name of Individual to Contact Mr. Luke Pangman c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 604-418-2040	
	Facsimile Number N/A	
	E-mail Address lpangman@cordeliopower.com	
Party: Canada Pension Plan Investment Board ("CPPIB")	File No: Board Use Only <div style="background-color: #cccccc; height: 100px;"></div>	
Address of Head Office c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 647-352-9533	
	Facsimile Number N/A	
	E-mail Address legal@cordeliopower.com	
Name of Individual to Contact Mr. Luke Pangman c/o Cordelio AdminCo Inc. 65 Queen Street West, Suite No. 605 Toronto, ON M5H 2M5	Telephone Number 604-418-2040	
	Facsimile Number N/A	
	E-mail Address lpangman@cordeliopower.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>The following are the directors and officers of Axium Chariot Commandite Inc. / Axium Chariot GP Inc., which is the general partner of the Applicant:</p> <p><u>Directors</u> Juan Caceres, Elio Gatto and Stéphane Mailhot</p> <p><u>Officers</u></p> <p>Juan Caceres - President Elio Gatto – Vice-President Stéphane Mailhot - Treasurer Jean Eric Laferrière - Secretary Anick Sivret - Assistant Treasurer</p> <p>Pursuant to the proposed transaction, the Applicant will acquire from CPPIB and related entities 49% of the issued and outstanding shares of Cordelio, which indirectly owns 100% of the Projects through various subsidiaries (the “Proposed Transaction”).</p> <p>The directors of Cordelio are: JoAnne Butler, Peter Busse, Rossitsa Stoyanova, Michael G. Potter and Brian Bentz.</p> <p>The officers of Cordelio are as follows:</p> <p>John Carson – Chief Executive Officer Rob Roberti – Chief Financial Officer Nick Karambelas – Chief Commercial Officer Paul Rapp – Vice President, Development Luke Pangman – General Counsel</p> <p>The list of directors of CPPIB can be accessed by clicking the following link: https://www.cppinvestments.com/about-us/governance/board-of-directors</p> <p>Each of the Project LPs has one limited partner, and one general partner (the “Project GPs”), as listed in section 1.1.2 above. The directors of the Project GPs are John Carson and Nick Karambelas. The officers of the Project GPs are the same as those of Cordelio listed above.</p>	
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 Appendix A for a corporate chart of the pre- and post-closing acquisition structure.</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>Axium Infrastructure Inc. (“Axium”) manages two investment funds with ownership interests in energy infrastructure assets in Ontario – Axium Infrastructure Canada Limited Partnership (“AIC I”) and Axium Infrastructure Canada II Limited Partnership (“AIC II”). AIC I and AIC II have ownership interests in power generation assets in Ontario. These interests are set out in more detail in Appendix “B” hereto. We refer to these entities as the “AIC II Subsidiaries”.</p> <p>The Applicant is a newly-formed special-purpose limited partnership established under the laws of the Province of Québec and as a subsidiary of AIC II and thus indirectly controlled by Axium. Pursuant to the Proposed Transaction, the Applicant will acquire from CPPIB and certain related entities 49% of the issued and outstanding shares of Cordelio, which indirectly through a number of subsidiaries, owns the Projects. As a result of the Proposed Transaction, the Applicant will indirectly own a 49% interest in the Projects, with entities ultimately controlled by CPPIB indirectly owning the remaining 51% interest in the Projects. The Applicant does not operate any business and was formed for the sole purpose of effectuating the Proposed Transaction.</p> <p>The Project LPs as owners of the Projects, and NextEra Energy Canadian Operating Services, Inc. as the operator of the Projects, are licensees under following electricity generation licences (the “Generation Licences”):</p> <p>Summerhaven Wind, LP: EG-2012-0474 Conestogo Wind, LP: EG-2012-0312 Jericho Wind, LP: EG-2014-0215 Varna Wind, LP: EG-2014-0011 Moore Solar, LP: EG-2011-0023 Sombra Solar, LP: EG-2011-0022 NextEra Energy Canadian Operating Services, Inc.: EG-2012-0311</p> <p>Following completion of the Proposed Transaction, NextEra Energy Canadian Operating Services, Inc. will remain as the operator of the Projects.</p> <p>CPPIB is a professional investment management organization that invests around the world in the best interests of the more than 20 million contributors and beneficiaries of the Canada Pension Plan.</p>	
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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 Projects is sold through the IESO-administered market pursuant to FIT contracts (Summerhaven, Conestogo, Jericho and Bluewater Wind Energy Centres) and RESOP contracts (Moore and Sombra Solar Energy Centres). The electricity generated by the Projects flows either to the IESO-controlled grid (Summerhaven, Jericho and Bluewater Wind Energy Centres) or Hydro One Network Inc.’s (“HONI”) distribution system (Conestogo Wind Energy Centre and the Moore and Sombra Solar Energy Centres); therefore, no particular service territory exists for the Projects. The Projects are located as follows (as described in the Generation Licences):</p> <p>Summerhaven Wind Energy Centre: 524 Concession 5 Walpole, Jarvis, Ontario.</p> <p>Conestogo Wind Energy Centre: RR1 Sideroad 17 between Sixteenth and Fourteenth Line, Alma, Ontario.</p> <p>Jericho Wind Energy Centre: 32185 Kerwood Road, Parkhill, Ontario.</p> <p>Bluewater Wind Energy Centre: Centennial Rd and Babylon Line, near Zurich, Ontario</p> <p>Moore Solar Energy Centre: Part of Lot 25, Concession 9, and part of Lot 26, Concession 9, Township of Moore, Ontario</p> <p>Sombra Solar Energy Centre: North half of Lot 1, Concession 10, North half of Lot 1, Concession 11, West half of North half, Township of Sombra, Ontario</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 contracts. These facilities operate in various locations in Ontario as set out in Appendix “B” attached hereto.</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>In 2019, the Project LPs had annual sales through the IAM of \$178 million from 1,105 MWh of generation.</p> <p>Axiom and its affiliates had annual sales through the IAM in the fiscal year of 2019 of \$499.1 million on a gross basis and \$274.2 million on a net basis from 2,565,805 MWh production on a gross basis and 1,036,206 MWh 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>See Section 1.3.1 above for a list of all of the Generation Licences issued to the Project LPs.</p> <p>Please refer to Appendix B for Board licences held by affiliates of the Applicants.</p>	
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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 indirectly owned by AIC I and AIC II in Ontario prior to the completion of the Proposed Transaction is approximately 1,025 MW_{AC} or a weighted average (owned) capacity of approximately 625 MW_{AC} when adjusted for the fractional ownership interests held by AIC I and AIC II.</p> <p>The total generation capacity for the Project LPs in Ontario is 396.2 MW_{AC}.</p>	
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 2019 the total annual Ontario energy demand was 135.1 TWh (or 135,100,000 MWh).</p> <p>The output from the generation facilities indirectly owned by AIC I and AIC II in Ontario in 2019 was 2,508,404 MWh on a gross basis and 978,805 MWh on a net basis. This represents 1.86% and 0.72%, respectively, of total annual Ontario energy demand in 2019.</p> <p>The output from the Projects 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>As described in Section 1.3.1 above, pursuant to the Proposed Transaction, the Applicant will acquire 49% of the issued and outstanding shares of Cordelio, which indirectly owns the Projects through various subsidiaries.</p> <p>The Projects are operating, transmission-connected wind energy facilities (Summerhaven, Jericho and Bluewater Wind Energy Centres) and distribution-connected wind and solar energy facilities (Conestogo Wind Energy Centre and the Moore and Sombra Solar Energy Centres) located in Ontario and operate under FIT contracts and RESOP contracts as noted above. The locations of the Projects are as described in Section 1.3.2 above. In each case, the transmission or distribution line and associated facilities, as applicable, owned by the Project LPs are constructed and operating and connect to a point of interconnection at a Hydro One Networks Inc. ("HONI") transmission line or distribution line, as applicable. The Summerhaven, Jericho and Bluewater Energy Centres each received leave to construct its transmission system from the Board (Case Nos. EB-2011-0027, EB-2013-0361 and EB-2012-0442, respectively). The Board also granted leave to construct additional shared transmission facilities through which the Jericho Wind Energy Centre connects to its point of interconnection (Case Nos. EB-2013-0040 and EB-2013-0041). The Projects' transmission and distribution lines transmit or distribute electricity solely for the purpose of conveying it into the IESO-controlled grid. The Proposed Transaction does not involve any proposed new transmission or distribution systems or new generation facilities.</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 total generation capacity for the facilities indirectly owned by AIC I and AIC II in Ontario after the completion of the Proposed Transaction is approximately 1,421.2 MW_{AC} or a weighted average (owned) capacity of approximately 819.1 MW_{AC} when adjusted for the fractional ownership interests held by AIC I and AIC II.</p> <p>The total generation capacity for the Project LPs in Ontario after the completion of the Proposed Transaction will remain unchanged at 396.2 MW_{AC}.</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 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 anticipated in MWh production of the generation facilities indirectly owned by AIC I and AIC II in Ontario after completion of the Proposed Transaction will represent only nominal increase of the percentage of the Annual Primary Demand set out in Section 1.4.2 above.</p> <p>After completion of the Proposed Transaction, the output from the Projects continues to represent 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>The Proposed Transaction will have no impact on competition. The Proposed Transaction is a purchase and sale of an indirect equity interest in the Projects, as described in Section 1.3.1 above, and will not affect the existing operations of the Projects. The Projects make use of available capacity on HONI's transmission system (Summerhaven, Jericho and Bluewater Wind Energy Centres) and distribution system (Conestogo Wind Energy Centre and the Moore and Sombra Solar Energy Centres) and have no impact on competition. The Projects are subject to contracts through the IESO's FIT and RESOP programs. All power produced by the Projects is sold through the IESO-administered market and that will continue after completion of the Proposed Transaction. Electricity generated by the Projects flows directly to HONI's transmission or distribution systems who manages the subsequent flow to the IESO-controlled grid and does not impact customer choice regarding generation, energy wholesalers or energy 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>Confirmed.</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 and its Electricity Sector Affiliates and the Project Companies are in compliance and will continue to be in compliance after completion of the Proposed Transaction with all licence and code requirements.</p>	
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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.

2.1 Effect on Competition

2.1.2	Describe whether the proposed generation output will be primarily offered into the IAM, sold via bilateral contracts, or for own use.	
2.1.3	Provide a description of the generation including fuel source, technology used, maximum capacity output, typical number of hours of operation in a year, and peaking versus base-load character.	
2.1.4	Provide details on whether the generation facility is expected to sign a “must run” contract with the IESO.	
2.1.5	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.	

2.2 System Reliability

Section 2.2 must be completed by applicants who are claiming that the proposed transaction or project is required for system reliability under section 82(2)(b) of the Act.

2.2.1	Provide reasons why the proposal is required to maintain the reliability of the transmission or distribution system. Provide supporting studies.	
2.2.2	Discuss the effect of the proposal on the adequacy (ability of supply to meet demand) of supply in the relevant control area or distribution region, citing effects on capacity plus reserve levels in comparison to load forecasts.	
2.2.3	Discuss the effect of the proposal on the security (ability of supply to respond to system contingencies) of supply.	
2.2.4	Provide a copy of the IESO Preliminary System Impact Assessment Report, if completed, and the IESO Final System Impact Assessment Report, if completed. If the IESO is not conducting a System Impact Assessment Report, please explain.	

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	Provide a description of the transmission or distribution system being acquired or constructed. Please see the response to section 1.5.1 above.	
3.1.2	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. The generation facilities owned by the Applicant’s Electricity Sector Affiliates will not be connected to the transmission systems or distribution systems owned by the Project Companies.	

3.1.4	<p>Provide details on whether the generation facilities are expected to sign a “must run” contract with the IESO.</p> <p>The Projects do not have nor are expected to sign “must run” contracts with the IESO. The Projects are renewable generation facilities that are governed by FIT contracts and RESOP contracts, as described above.</p>	
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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

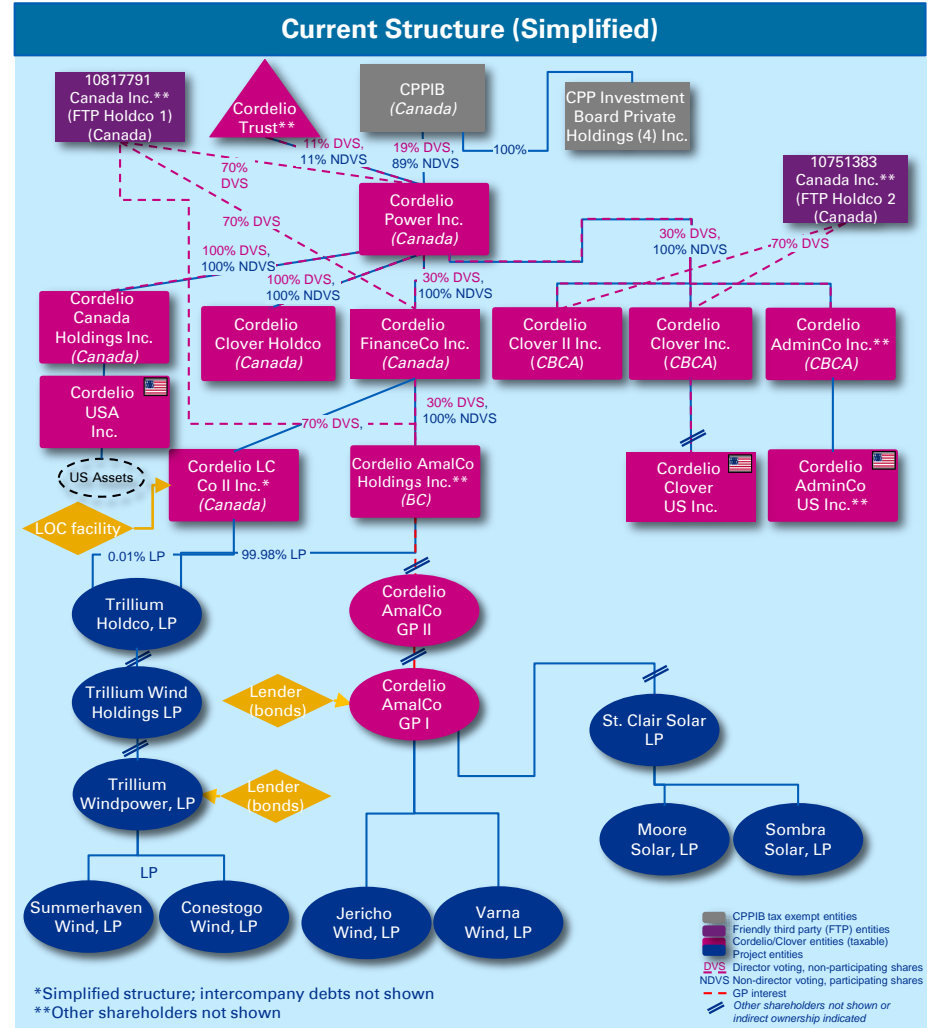
Telephone:	416-481-1967
Toll Free Number:	1-888-632-6273
Fax:	416-440-7656
Website:	http://www.oeb.gov.on.ca
Board Secretary's e-mail address:	boardsec@oeb.gov.on.ca

Current Structure

Current Structure (Simplified)

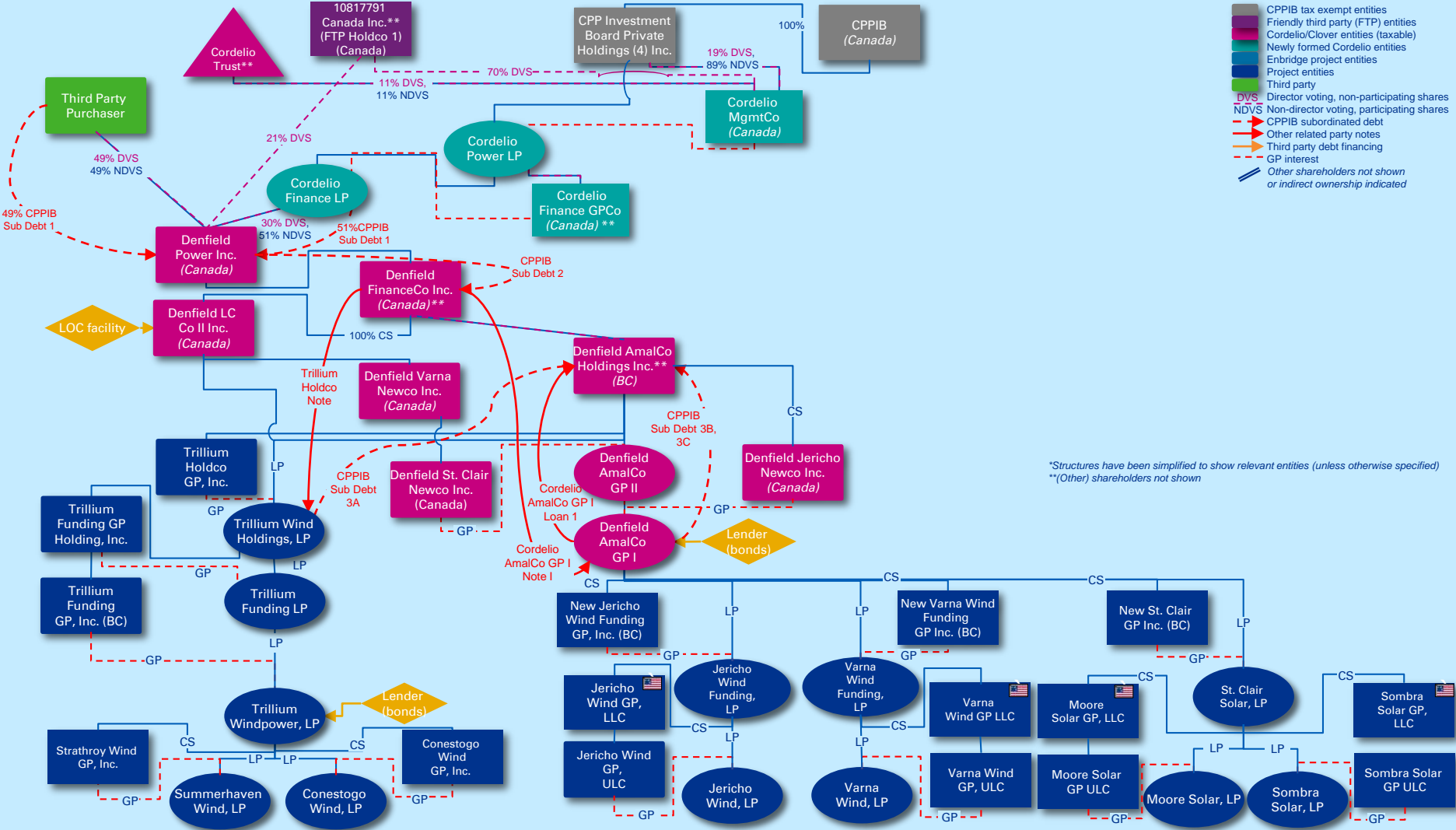
Current Structure

- The following diagram depicts the current (simplified) structure of the Wind and Solar Portfolio held directly and indirectly by Cordelio Power Inc. ("**Cordelio Power**").
- Prior to completing the Proposed Transaction (defined below), Cordelio Power will transfer certain excluded assets to Cordelio MgmtCo and/or Cordelio Finance LP (defined below).
- Prior to closing, Cordelio Power Inc. will amend its legal name to Denfield Power Inc. ("**Denfield Power**").



Project Chariot - Proposed Structure After Immediate Post-Closing Steps

Proposed Structure After Closing



Appendix "B"

I. LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AXIUM INFRASTRUCTURE CANADA II LIMITED PARTNERSHIP (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	Axiom Solar 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	Axiom Solar Orillia 3 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 Line 13N, Hawkestone, Ontario.
Infinity Solar	Axiom Infinity Solar LP	EG-2017-0329	Dec 19, 2017	December 31, 2034	<ol style="list-style-type: none"> 1. The ownership and operation of Brockville 1 Solar generation facility with an installed capacity of 10 MW located at 12 Centennial Road, Brockville, Ontario. 2. The ownership and operation of Brockville 2 Solar generation facility with an installed capacity of 9 MW located at 5061 County Road 29, Brockville, Ontario. 3. The ownership and operation of Burritts Rapids Solar generation facility with an installed capacity of 7 MW located at Part of 4639 Donnelly Rd., Merrickville, Ontario. 4. The ownership of Liskeard 1 generation facility¹ with an installed capacity of 10 MW located at 704137 Rockley Road, Temiskaming Shores, Ontario. 5. The ownership of Liskeard 3 generation facility² with an installed capacity of 10 MW located at 704137 Rockley Road, Temiskaming Shores, Ontario. 6. The ownership of Liskeard 4 generation facility³ with an installed capacity of 10 MW located at 704137 Rockley Road, Temiskaming Shores, Ontario. 7. The ownership and operation of Mississippi Mills generation facility with an installed capacity of 10 MW and located at 419 Concession Road 12 S, Pakenham, Ontario. 8. The ownership and operation of William Rutley generation facility with an installed capacity of 10 MW and located at 15041 Colonial Drive, Ingleside, Ontario.

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Solarlights PV Projects	CityLight LP	EG-2014-329	Nov 06, 2014	November 5, 2034	Owner and operator of City Light solar generation facility with an installed capacity of 10 MW located at 13845 Gibault Road, Chesterville, Ontario
Solarlights PV Projects	FotoLight LP	EG-2014-0054	May 01, 2014	Apr 30, 2034	Owner and operator of Foto Light solar generation facility with an installed capacity of 10 MW located at 512 Chuckery Hill Road, Prince Edward, Ontario
Solarlights PV Projects	DiscoveryLight LP	EG-2014-0164	Nov 26, 2014	Jun 18, 2034	Owner and operator of Discovery Light solar generation facility with an installed capacity of 10 MW located at 2125 Durham Road 15, Beaverton, Ontario
Aurora Solar	Aurora Smiths Falls 1 Limited Partnership	EG-2013-0387	December 23, 2013	March 27, 2034	The owner and operator of Aurora Smiths Falls 1 with an installed capacity of 6 MW located at 57 Eric Hutcheson Road, Smiths Falls, Ontario
Aurora Solar	Aurora Smiths Falls 2 Limited Partnership	EG-2012-0483	April 11, 2013	April 10, 2033	The ownership and operator of Aurora Smiths Falls 2 with an installed capacity of 10 MW located at 582 Buttermilk Hill Road, RR1, Drummond/North Elmsley, Ontario.
Aurora Solar	Aurora Smiths Falls 3 Limited Partnership	EG-2013-0388 Aurora	December 23, 2013	March 27, 2034	The owner and operator of Aurora Smiths Falls 3 with an installed capacity of 6.5 MW located at 537 Armstrong Road, Smiths Falls, Ontario.
Aurora Solar	Aurora Smiths Falls 4 Limited Partnership	EG-2013-0389	March 20, 2014	March 19, 2034	The owner and operator of Aurora Smiths Falls 4 with an installed capacity of 10 MW located at 319 Drummond Con 1, Perth, Ontario.
Aurora Solar	Aurora Smiths Falls 5 Limited Partnership	EG-2012-0484	March 14, 2013	March 13, 2033	The ownership and operator of Aurora Smiths Falls 5 with an installed capacity of 10 MW located at 1058 Armstrong Road, Drummond/North Elmsley, Ontario.
Aurora Solar	Aurora Smiths Falls 6 Limited Partnership	EG-2012-0485	March 14, 2013	March 13, 2033	The ownership and operator of Aurora Smiths Falls 6 with an installed capacity of 10 MW located at 872 South Elmsley Townline Road, Rideau Lakes, Ontario.
Aurora Solar	Aurora Waubauskene 3 Limited Partnership	EG-2012-0480	April 18, 2013	April 17, 2033	The ownership and operator of Aurora Waubauskene 3 with an installed capacity of 10 MW located at 1216 Wood Road, RR1, Wyebridge, Ontario.
Aurora Solar	Aurora Waubauskene 4 Limited Partnership	EG-2012-0481	May 23, 2013	May 22, 2033	The ownership and operator of Aurora Waubauskene 4 with an installed capacity of 8 MW located at 1952 Irish Line, Coldwater, Ontario.
Aurora Solar	Aurora Waubauskene 5 Limited Partnership	EG-2012-0482	April 25, 2013	April 24, 2033	The ownership and operator of Aurora Waubauskene 5 with an installed capacity of 3.5 MW located at 1524 Taylor Line, Coldwater, Ontario.

II. LICENCED FACILITIES OWNED BY WHOLLY OWNED SUBSIDIARIES OF AXIUM INFRASTRUCTURE CANADA LIMITED PARTNERSHIP (AIC I)

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
Elmsley Solar PV Facilities	Axiom Solar Elmsley East	EG-2010-0166	July 14, 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

Name of Investment	Licensee	License Number	Issue Date	Expiry Date	Facility
	Limited Partnership				Elmsley, Township of Rideau Lakes, County of Leeds, Ontario.
Elmsley Solar PV Facilities	Axium Solar Elmsley West Limited Partnership	EG-2010-0167	July 14, 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	Axium Solar St. Isidore A Limited Partnership	EG-2010-0164	July 14, 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	Axium Solar St. Isidore B Limited Partnership	EG-2010-0165	July 14, 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.

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

Name of Investment (Axium Website)	Asset Type	License Name	Axium's Ownership	License Number	Issue Date	Expiry Date	Facility
Ontario Wind Farms	Wind	Pointe-Aux-Roches Wind LP.	AIC II: 38.3%, AIC I: 8.3%	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	AIC II: 38.3%, AIC I: 8.3%	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	AIC II: 38.3%, AIC I: 8.3%	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	AIC II: 38.3%, AIC I: 8.3%	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	AIC II: 38.3%, AIC I: 8.3%	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
Brockville and Beckwith Solar PV Facilities	Solar	Beckwith Solar Inc	AIC II: 38.3%, AIC I: 8.3%	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%	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.

Name of Investment (Axiom Website)	Asset Type	License Name	Axiom's Ownership	License Number	Issue Date	Expiry Date	Facility
Borealis Solar PV Projects	Solar	Met Axiom Solar Midhurst 3 Limited Partnership	AIC II: 50%	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 Axiom Solar Midhurst 6 Limited Partnership	AIC II: 50%		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: 50%	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 Axiom Solar Adelaide 1 Limited Partnership	AIC II: 50%			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 Axiom Solar Breen 2 Limited Partnership	AIC II: 50%	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 Axiom Solar Midhurst 4 Limited Partnership	AIC II: 50%	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.
Borealis Solar PV Projects	Solar	Met Axiom Solar Orillia 1 Limited Partnership	AIC II: 50%	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 Axiom Solar Orillia 2 Limited Partnership	AIC II: 50%	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.

Name of Investment (Axium Website)	Asset Type	License Name	Axium's Ownership	License Number	Issue Date	Expiry Date	Facility
Ontario Wind Farms	Wind	AIM SOP Phase I LP, by its Partner AIM SOP Phase I GP Inc. (SOP)	AIC II: 38.3%, AIC I: 8.3%		05-May-08	04-May-28	<ol style="list-style-type: none"> <li data-bbox="1291 305 1997 467">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. <li data-bbox="1291 483 1997 613">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. <li data-bbox="1291 630 1997 873">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. <li data-bbox="1291 889 1997 1036">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.

Name of Investment (Axiom Website)	Asset Type	License Name	Axiom's Ownership	License Number	Issue Date	Expiry Date	Facility
Ontario Wind Farms	Wind	AIM Harrow Wind Farm GP Inc. on behalf of AIM Harrow Wind Farm LP (SOP)	AIC II: 38.3%, AIC I: 8.3%	EG-2008-0100	23-Jul-08	22-Jul-28	<p>The Licence authorizes the Licensee only in respect to the following:</p> <ol style="list-style-type: none"> 1. Harrow I Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <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 2. Harrow II Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <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 3. Harrow III Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex, Ontario: <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 4. Harrow IV Wind Farm, owned and operated by the Licensee in the Municipality of the Town of Essex, County of Essex: <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

Name of Investment (Axium Website)	Asset Type	License Name	Axium's Ownership	License Number	Issue Date	Expiry Date	Facility
ABW Solar PV Facilities	Solar	ABW Solar General Partnership	AIC II: 31.1%	EG-2011-0030	17-Oct- 13	10-May- 31	<ol style="list-style-type: none"> 1. 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. 2. Ownership and operation of Belmont Solar 1 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario. 3. Ownership and operation of Belmont Solar 2 at Part of the South half of Lot 3, Concession 6, Central Elgin, Elgin County, Ontario. 4. Ownership and operation of Walpole Solar 1 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario. 5. Ownership and operation of Walpole Solar 2 at Lots 2 and 3, Concession 12, Hagersville/Nanticoke, Haldimand County, Ontario.