

**Brookfield**

Brookfield Renewable Energy Group  
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January 29<sup>th</sup>, 2015

The Ottawa River Power Corporation  
283 Pembroke Street West  
P.O. Box 1087  
Pembroke, ON K8A 6Y6

Attention: Denis Montgomery, President

**RE: Extension of Term of Power Purchase Agreement**

Dear Mr. Montgomery,

The Ottawa River Power Corporation ("ORPC") and Brookfield Energy Marketing LP ("BEM LP") are parties to a Power Purchase Agreement dated July 25, 2009 (the "PPA"). As contemplated in section 5(b) of the PPA, the parties have the right to extend the term of the PPA on mutual consent for a further period of five (5) years to November 30, 2020.

Further to our recent discussions relating to the foregoing, this letter will confirm that the ORPC and BEMLP hereby agree as follows:

1. Conditional upon the approval of the Ontario Energy Board (the "OEB"), BEM LP and ORPC hereby agree to extend the Term of the PPA to November 30, 2020.
2. Within ten (10) business days following the execution of this letter agreement, ORPC shall submit a request in writing to the OEB requesting approval of the extension of the PPA.
3. In the event the OEB approval is not received prior to September 30, 2015, BEM LP shall have the option to terminate this letter agreement and the extension of the PPA.

Except as set forth above, no other amendments are being made to the PPA and all other terms and conditions set forth therein are hereby confirmed in their entirety.

If the foregoing is acceptable, please execute below and return by email and an original by mail or courier.

Yours truly,



Vincent Francoeur  
Chief Operating Officer

Agreed and Accepted this 5 day of <sup>Feb</sup> January 2015.

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The Ottawa River Power Corporation

By: Denis Montgomery  
Name: Denis Montgomery  
Title: President.