

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VALIDUS POWER CORP., IROQUOIS FALLS POWER CORP., BAY POWER CORP., KAP
POWER CORP., VALIDUS HOSTING INC. AND KINGSTON COGEN GP INC., EACH BY
THEIR COURT APPOINTED RECEIVER AND MANAGER, KSV RESTRUCTURING INC.

AFFIDAVIT OF KATIE PARENT
(sworn December 29, 2023)

I, Katie Parent, of the Town of Newmarket, in the Province of Ontario, MAKE OATH AND
SAY:

1. I am a law clerk with the law firm of Norton Rose Fulbright Canada LLP, lawyers for the KSV Restructuring Inc., in its capacity as the court-appointed Monitor (in such capacity, the "**Monitor**") of Validus Power Corp., Iroquois Falls Power Corp., Bay Power Corp., Kap Power Corp., Validus Hosting Inc., Kingston Cogen GP Inc. (collectively, the "**Companies**") and Kingston Cogen Limited Partnership (together with the Companies, the "**Validus Entities**"), and, as such, have knowledge of the following matters.

2. I make this affidavit in support of a motion by the Monitor for, among other things, approval of a reverse vesting order transaction in respect of certain shares and assets of the Validus Entities (the "**Transaction**"). The relevant documents in connection with this Transaction (the "**Transaction Documents**") are attached as Appendix I to the Monitor's Fourth Report dated December 22, 2023 (the "**Fourth Report**").

3. The Transaction Documents includes a list Continuing Contracts. This list has been updated since the Motion Record was served on December 22, 2023. Attached hereto as **Exhibit "A"** is the updated list of Continuing Contracts.

4. Attached hereto as **Exhibit "B"** is a blackline of the updated list Continuing Contracts to the previous version which was included in the Transaction Documents, attached is Appendix I to the Fourth Report.

SWORN by Katie Parent of the Town of Newmarket, in the Province of Ontario, before me at the City of Toronto, in the Province of Ontario, on December 29, 2023 in accordance with O. Reg. 431/20, Administering Oath or Declaration Remotely.



Commissioner for Taking Affidavits
(or as may be)



KATIE PARENT

Ge Shi, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires June 15, 2025.

THIS IS **EXHIBIT "A"** REFERRED TO IN THE
AFFIDAVIT OF KATIE PARENT, SWORN BEFORE ME
AT THE CITY OF TORONTO, IN THE PROVINCE OF
ONTARIO, ON DECEMBER 29, 2023 IN ACCORDANCE
WITH O. REG. 431/20, ADMINISTERING OATH OR
DECLARATION REMOTELY.



A Commissioner for taking Affidavits (or as may be)

**Ge Shi, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires June 15, 2025.**

PART A

| Contract | Counterparty/ies |
|--|---|
| Bay Power Corp. (North Bay) | |
| <p>Transmission Connection Agreements, including, without limitation:</p> <ul style="list-style-type: none"> • that certain Transmission Connection Agreement dated January 7, 2003, by and between Hydro One Networks Inc. and TransCanada Power L.P.; and • that certain Transmission Connection Agreement dated August 26, 2008, by and between Hydro One Networks Inc. and Epcor Power L.P., as amended, restated and supplemented from time to time, including, without limitation, by way of that certain Amendment Agreement to Transmission Connection Agreement dated July 26, 2010, by and between Hydro One Networks Inc. and Capital Power Income L.P., <p>and both as assigned by that certain Assignment and Assumption Agreement to Transmission Connection Agreements, dated February 10, 2022 (effective May 20, 2021), by and between Hydro One Networks Inc., Atlantic Power Limited Partnership, as assignor, and Bay Power Corp., as assignee.</p> | Hydro One Networks Inc. |
| Energy Market Participant and Capacity Market Participant registration. | Independent Electricity System Operator |
| Participation Agreements , including, without limitation, as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | Independent Electricity System Operator |
| Metering Service Provider Agreement dated March 29, 2023 | Rodan Energy Solutions Inc. |
| Gas Distribution Contracts , including, without limitation, that certain Gas Distribution Contract dated as of November 15, 2021, as amended by the First Amending Agreement dated as of December 15, 2021, and Schedule 1 Northern Gas Distribution Contract dated March 1, 2023 | Enbridge Gas Inc. |
| Access Licence , dated as of May 31, 2021 by and between TransCanada Pipelines Limited and Bay Power Corp. | TransCanada Pipelines Limited |
| Kap Power Corp. (Kapusksing) | |

| Contract | Counterparty/ies |
|--|---|
| <p>Transmission Connection Agreements, including, without limitation, that certain Transmission Connection Agreement dated October 22, 2008 by and between EPCOR Power L.P. and Hydro One Networks Inc., as:</p> <ul style="list-style-type: none"> • amended, restated and supplemented from time to time, including, without limitation, by way of an Amendment Agreement dated July 26, 2010 by and between Hydro One Networks Inc. and Capital Power Income L.P.; and • assigned by way of an Assignment and Assumption Agreement to Transmission Connection Agreement dated February 10, 2022 (effective May 20, 2021) by and between Hydro One Networks Inc., Atlantic Power Limited Partnership, as assignor, and Kap Power Corp., as assignee. | Hydro One Networks Inc. |
| <p>Energy Market Participant and Capacity Market Participant registration.</p> | Independent Electricity System Operator |
| <p>Participation Agreements, including, without limitation:</p> <ul style="list-style-type: none"> • as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | Independent Electricity System Operator |
| <p>Metering Service Provider Agreement dated March 29, 2023</p> | Rodan Energy Solutions Inc. |
| <p>Gas Distribution Contracts</p> | Enbridge Gas Inc. |
| Iroquois Falls Power Corp. (Iroquois Falls) | |
| <p>Gas Distribution Contracts, including, without limitation, that certain Gas Distribution Contract dated as of May 16, 2023, and Schedule 1 Northern Gas Distribution Contract dated July 1, 2023</p> | Enbridge Gas Inc |
| <p>Transmission Connection Agreements, including, without limitation, that certain Transmission Connection Agreement dated October 23, 2002 by and between Hydro One Networks Inc. and Iroquois Falls Power Corp.</p> | Hydro One Networks Inc. |
| <p>Metering Service Provider Agreement dated March 29, 2023</p> | Rodan Energy Solutions Inc. |
| <p>Energy Market Participant and Capacity Market Participant registration.</p> | Independent Electricity System Operator |
| <p>Participation Agreements, including, without limitation:</p> | Independent Electricity System Operator |

| Contract | Counterparty/ies |
|--|---------------------------------------|
| <ul style="list-style-type: none"> • as relates to Capacity Market Obligation Period May 1, 2023 to April 30, 2024 • as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | |
| Comfort Letter providing the Crown permission to the Northland Power Iroquois Falls Partnership / 956978 Ontario Limited for access to shoreline | Ministry of Natural Resources |
| Kingston CoGen Limited Partnership / Kingston CoGen GP Inc. (Kingston) | |
| Firefighting Water Service Agreement dated October 4, 2011 | Bombardier Transportation Canada Inc. |
| Firefighting Water Service Agreement dated March 22, 2013 | Coco Paving Inc. |
| Firefighting Water Service Agreement dated November 17, 2011 | Direct Coil Inc. |
| Metering Service Provider Agreement dated March 29, 2023 | Rodan Energy Solutions Inc. |
| Lease Agreement dated September 28, 2011 between Invista (Canada) Company, as landlord and NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P., as tenant, registered as instrument no. LX36982 and noted below | Invista (Canada) Company |
| Sublease Agreement dated September 28, 2011 between Invista (Canada) Company, as sublandlord and NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P., as subtenant, registered as instrument no. LX37609 and noted below | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Additional Transmission Line] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Process Waste Water] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Pump House Easement to Invista] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Corridor Easement] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Firewater Line] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Intake/Outfall] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Pump House Road Access] | Invista (Canada) Company |

| Contract | Counterparty/ies |
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| Easement Agreement dated September 28, 2011 [Taylor-Kidd Utilities Easement] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Transmission Line] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Stormwater Line] | Invista (Canada) Company |
| Easement Agreement dated September 28, 2011 [Maintenance] | Invista (Canada) Company |
| Wire Crossing Agreement dated June 1, 1995 between Kingston Northern Lights, Inc. and Canadian National Railway Company | Canadian National Railway Company |
| Memorandum of Agreement dated June 10, 2011, as amended, restated and supplemented from time to time, including, without limitation, by way of Amending Agreements dated June 10, 2011 and August 4, 2011 | Invista (Canada) Company |
| Future Supply Agreement dated September 28, 2011 | Invista (Canada) Company |
| Indemnity Agreement dated September 28, 2011 | Invista (Canada) Company |
| Amending Agreement dated June 30, 2011, by and between NPIF Kingston Cogen Corp., Kingston Cogen Limited Partnership and Invista (Canada) Company | Invista (Canada) Company |
| Amending Agreement dated August 4, 2011, by and between NPIF Kingston Cogen Corp., Kingston Cogen Limited Partnership and Invista (Canada) Company | Invista (Canada) Company |
| Gas Distribution Contracts | Enbridge Gas Inc. |
| <p>Transmission Connection Agreements, including, without limitation, that certain Transmission Connection Agreement dated April 17, 2002 by and between Hydro One Networks Inc. and Kingston Gogen Limited Partnership, by its general partner, AES Kingston ULC, as amended, restated and supplemented from time to time, including, without limitation, by way of the following:</p> <ul style="list-style-type: none"> • Amending Agreement to Transmission Connection Agreement dated February 29, 2008, by and between Hydro One Networks Inc. and NPIF Kingston Cogen Corp.; and | Hydro One Networks Inc. |

| Contract | Counterparty/ies |
|---|---|
| <ul style="list-style-type: none"> • Amending Agreement to Transmission Connection Agreement dated July 29, 2010, by and between Hydro One Networks Inc. and NPIF Kingston Cogen Corp. | |
| Energy Market Participant and Capacity Market Participant registration. | Independent Electricity System Operator |
| Participation Agreements , including, without limitation: <ul style="list-style-type: none"> • as relates to Capacity Market Obligation Period May 1, 2023 to April 30, 2024 • as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | Independent Electricity System Operator |
| Multiparty Agreement dated May 5, 2023, between Kinston Cogen GP Inc., Fédération Des Caisses Desjardins Du Québec and Ernestown Windpark Limited Partnership | Fédération Des Caisses Desjardins Du Québec Ernestown Windpark Limited Partnership |

Each contract specified above includes, without limitation, all amendments, restatements, supplements, schedules and attachments thereto.

Easements Schedule

All agreements and contracts granting, providing or evidencing a right or interest of any kind whatsoever in, in respect of or related to any real property in the Province of Ontario where such right or interest is granted to, in favour of and/or benefiting any Purchased Entity and provided same do not materially adversely affect the use and enjoyment of the aforementioned real property or impose any burden or obligation on the Purchased Entity, and, without limitation, each of the following:

| Easement | Counterparty |
|---|--|
| North Bay | |
| <p><i>**Instrument No. unknown**</i> Easement in favour of North Bay Hydro Distribution Ltd over Property 4001 Highway 11 North – City of North Bay, Ontario, agreed to by the registered owner of the property, Bay Power Corp.</p> | North Bay Hydro Distribution Ltd |
| <p>Instrument No. LT332823 Transfer Easement re Transmission Line Easement</p> | Longyear Canada Inc transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332824 Transfer Easement re Transfer of Transmission Line Easement</p> | Garnet Paul Abel to Transcanada Pipelines Limited |
| <p>Instrument No. LT332826 Transfer Easement re Transmission Line Easement</p> | Bradley Charles Beaver and Valerie Lynn Beaver (as joint tenants) transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332885 Transfer Easement re Transmission Line Easement</p> | The Corporation of the City of North Bay transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332902 Transfer Easement re Transmission Line Easement</p> | Lauretta Lucenti (Estate), Florence Grassi (Executrix) and Evelyn Marshall (Executrix) Transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT333337 Transfer Easement re Transmission Line Easement</p> | Christine Sloan Transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT339664</p> | John Fonteine and Johanna Fonteine Transfer to Transcanada Pipelines Limited |

| Easement | Counterparty |
|--|--|
| Transfer Easement re Transmission Line Easement | |
| Instrument No. LT366707 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT336708 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT366709 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT366710 Transfer Easement | Transcanada Pipelines Limited to Transcanada Power Services Ltd |
| Access Licence re Parcel 6543 W&F (PIN 49127-0063(LT)) dated May 14, 2021 | TransCanada Pipelines Limited |
| Unregistered Lease among Bay Power Corp., Validus Power Corp. and Hut 8 Mining Corp. dated October 27, 2021 | With respect to 4001 Hwy 11 North, North Bay, On |
| Kapuskasing | |
| Instrument No. C136268 Transfer Easement registered October 21, 1963 | Charles Donnelly, Violet Donnelly and Northern Ontario Natural Gas Company Limited |
| Instrument No. C388641 Transfer Easement registered September 25, 1989 | Bell Canada |
| Instrument No. C478024 Transfer Easement registered December 5, 1997 | Transcanada Power Services Ltd. |
| Instrument No. C102164 Transfer Easement registered June 17, 1958 | Transcanada Power Services Ltd. |
| Instrument No. C203212 Transfer Easement registered January 2, 1973 | Transcanada Power Services Ltd. |

| Easement | Counterparty |
|---|---|
| Instrument No. C452347 Transfer Easement | |
| Instrument No. C451853 Transfer Easement | |
| Instrument No. C451851 Transfer Easement | |
| Instrument No. C453701 Transfer Easement | |
| Iroquois Falls | |
| No. 332 Parts 1 and 2, Plan 6R-6853 Abitibi River Easement – Grant of Easement (registered as Instrument No. C474890 on August 29, 1997 Instrument No. C521180 registered June 7, 2002 Replaces Schedule “A” in instrument No. C474890) | Minister of Natural Resources for the Province of Ontario (Grantor) in favour of Iroquois Falls Power Corp. (Grantee) |
| Instrument No. C447211 Transfer of Easement registered Dec 29, 1994 Instrument No. C470225 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C447211. | Abitibi-Price and Ontario Clean Water Agency (OWCA) |
| Instrument No. C447212 Transfer of Easement registered Dec 29, 1994 Instrument No. C470226 registered April 17, 1997 | Abitibi-Price |

| Easement | Counterparty |
|--|--|
| Release of obligations contained in Transfer of Easement No. C447212. | |
| Instrument No. C469025 Transfer of Easement registered Feb 28, 1997 Instrument No. C470228 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C469025. | Abitibi-Price |
| Instrument No. C447209 Transfer of Easement registered December 29, 1994 Instrument No. C470223 registered April 17, 1997 Release of obligations in the transfer of easement No. C447209 | Abitibi-Price and Ontario Clean Water Agency |
| Instrument No. C469070 registered February 28, 1997 Instrument No. C470230 Release of obligations in the transfer of easement No. C49070 | Abitibi-Price |
| EC-2015-53C-23 (MTO) Encroachment Permit | Provided by MTO to IFPC |
| 3373-16 (Town of Iroquois Falls) Encroachment Permit | Town of Iroquois Falls |
| Instrument No.C469026 registered February 28, 1997 Transfer of the Twin Falls Road Easement registered February 28, 1997 Instrument No.C470229 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C4690026. | Abitibi-Price |

| Easement | Counterparty |
|--|--|
| Instrument No.C469024 Transfer of the Transmission Line Access Easement registered Feb 28, 1997 Instrument No.C470227 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C469024. | Abitibi-Price |
| Instrument No. C447208 Transfer of Easement registered Dec 29, 1994 Instrument No. C470222 registered April 17, 1997 Agreement amending Transfer of Easement No. C447208. | Abitibi-Price |
| 8200-94-6543 Declaration of Exemption dated October 18, 1994 | Canadian Coast Guard |
| Instrument No. 447210 Abitibi-Price Spur Easement for transmission line registered December 29, 1994 | Abitibi-Price |
| Instrument No. C474890 Grant of Easement no. 332 | The Minister of Natural Resources |
| Other Agreements | |
| License Agreement re Ansonville Transformer Station dated November 13, 1995 | Ontario Hydro |
| Kingston | |
| Instrument No. LX37162 Transfer Easement re Additional Transmission Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37161 Transfer Easement re Process Wastewater Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |

| Easement | Counterparty |
|---|---|
| Instrument No. LX37170 Transfer Easement registered October 4, 2011 re Pump House Easement | NPIF Kingston Cogen Corp (Transferor) to Invista (Canada) Company (Transferee) |
| Instrument No. LX37163 Transfer Easement re Corridor Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37160 Transfer Easement re Firewater Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37169 Transfer Easement re Intake Outfall Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37168 Transfer Easement re Pump House Road Access Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37166 Transfer of Utilities Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37167 Transfer Easement re Transmission Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37165 Transfer Easement re Stormwater Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37164 Transfer Easement re Maintenance registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX80512 Transfer Easement registered February 28, 2018 | Invista (Canada) Company (Transferor) to Hydro One Networks Inc. (Transferee) |
| Instrument No. LX80513 Transfer Easement registered February 28, 2018 | Invista (Canada) Company (Transferor) to Hydro One Networks Inc. (Transferee) |

| Easement | Counterparty |
|---|--|
| Instrument No. LA69824 Transfer Easement re Industrial Railway Spur registered March 6, 1972 | Canadian Industries Limited, as owner and Millhaven Fibres Limited |
| Instrument No. LA208637 Transfer Easement re Electrical Transmission Line registered | |
| Instrument No. LA208644 Transfer Easement re Electrical Transmission Line registered as amended by Instrument No. LX52043 registered November 14, 2013 | Among The Corporation of Loyalist Township and NPIF Kingston Cogen Corp. |
| Instrument No. LA210426 Transfer Easement re Electrical Transmission Line registered June 22, 1995 | |
| Instrument No. LA210734 Transfer Easement re Access Road registered July 5, 1995 | |
| Instrument No. LA210736 Transfer Easement registered July 5, 1995 | |
| Instrument No. LA210738 Transfer Easement registered July 5, 1995 | |
| Instrument No. LA184396 Transfer Easement registered April 30, 1991 | |
| Instrument No. LA58484 Transfer Easement registered September 11, 1970 | |
| Instrument No. LX52894 Notice of Crossing Agreement dated May 24, 2012 and registered January 14, 2014 | Ernestown Windpark L.P. |
| Lease | |
| Instrument No. LX36982 | Invista (Canada) Company, as landlord |

| Easement | Counterparty |
|--|---|
| Notice of Lease registered September 28, 2011 | NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P., as tenant |
| Sublease | |
| Instrument No. LX37609 Application re Sublease registered October 26, 2011 | Invista (Canada) Company, as sublandlord and NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P., as subtenant. |
| Municipal Agreements | |
| Instrument No. BS213742 Site Plan Agreement registered May 4, 2022 | Among the Corporation of the City of North Bay and Bay Power Corp. |
| Instrument No. LA208787 Site Plan Agreement registered February 24, 1995 | In favour of Township of Ernestown |
| Airport Zoning | |
| Instrument No. C366646 Notice of Airport Zoning registered March 23, 1988 | |
| Instrument No. LT135401 registered October 18, 1971 As amended by: Instrument No. LT212097 registered August 28, 1980 Instrument No. LT212098 registered August 28, 1980 Instrument No. LT224812 registered June 21, 1982 Instrument No. LT245558 registered January 31, 1985 | |
| Other Agreements | |
| Instrument No. C385680 Agreement registered July 14, 1989 | TransCanada Pipelines Limited and Bell Canada |

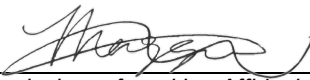
| Easement | Counterparty |
|--|--------------|
| Restrictive Agreements | |
| Instrument No. LT235848z registered October 10, 1983 | |
| Instrument No. LT235849z registered October 10, 1983 | |

Each item specified above includes, without limitation, all underlying agreements and all amendments, restatements, supplements, schedules and attachments thereto.

PART B

Nil

THIS IS **EXHIBIT "B"** REFERRED TO IN THE
AFFIDAVIT OF KATIE PARENT, SWORN BEFORE ME
AT THE CITY OF TORONTO, IN THE PROVINCE OF
ONTARIO, ON DECEMBER 29, 2023 IN ACCORDANCE
WITH O. REG. 431/20, ADMINISTERING OATH OR
DECLARATION REMOTELY.



A Commissioner for taking Affidavits (or as may be)

**Ge Shi, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires June 15, 2025.**

PART A

| Contract | Counterparty/ies |
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| <p>Energy Market Participant and Capacity Market Participant registration.</p> | Independent Electricity System Operator |
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| Kap Power Corp. (Kapusksing) | |
| <p>Transmission Connection Agreements, including, without limitation, that certain Transmission Connection Agreement dated October 22, 2008 by and between EPCOR Power L.P. and Hydro</p> | Hydro One Networks Inc. |

| Contract | Counterparty/ies |
|--|---|
| One Networks Inc., as: <ul style="list-style-type: none"> amended, restated and supplemented from time to time, including, without limitation, by way of an Amendment Agreement dated July 26, 2010 by and between Hydro One Networks Inc. and Capital Power Income L.P.; and assigned by way of an Assignment and Assumption Agreement to Transmission Connection Agreement dated February 10, 2022 (effective May 20, 2021) by and between Hydro One Networks Inc., Atlantic Power Limited Partnership, as assignor, and Kap Power Corp., as assignee. | |
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| Contract | Counterparty/ies |
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| <ul style="list-style-type: none"> as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | |
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| Future Supply Agreement dated September 28, 2011 | Invista (Canada) Company |
| Indemnity Agreement dated September 28, 2011 | Invista (Canada) Company |
| Amending Agreement dated June 30, 2011, by and between NPIF Kingston Cogen Corp., Kingston Cogen Limited Partnership and Invista (Canada) Company | Invista (Canada) Company |
| Amending Agreement dated August 4, 2011, by and between NPIF Kingston Cogen Corp., Kingston Cogen Limited Partnership and Invista (Canada) Company | Invista (Canada) Company |
| Gas Distribution Contracts | Enbridge Gas Inc. |
| Transmission Connection Agreements , including, without limitation, that certain Transmission Connection Agreement dated April 17, 2002 by and between Hydro One Networks Inc. and Kingston Gogen Limited Partnership, by its general partner, AES Kingston ULC, as amended, restated and supplemented from time to time, including, without limitation, by way of the following: <ul style="list-style-type: none"> • Amending Agreement to Transmission Connection Agreement dated February 29, 2008, by and between Hydro One Networks Inc. and NPIF Kingston Cogen Corp.; and • Amending Agreement to Transmission Connection Agreement dated July 29, 2010, by | Hydro One Networks Inc. |

| Contract | Counterparty/ies |
|---|---|
| and between Hydro One Networks Inc. and NPIF Kingston Cogen Corp. | |
| Energy Market Participant and Capacity Market Participant registration. | Independent Electricity System Operator |
| Participation Agreements , including, without limitation: <ul style="list-style-type: none"> • as relates to Capacity Market Obligation Period May 1, 2023 to April 30, 2024 • as relates to Capacity Market Obligation Period May 1, 2024 to April 30, 2025 | Independent Electricity System Operator |
| <u>Multiparty Agreement dated May 5, 2023, between Kinston Cogen GP Inc., Fédération Des Caisses Desjardins Du Québec and Ernestown Windpark Limited Partnership</u> | <u>Fédération Des Caisses Desjardins Du Québec Ernestown Windpark Limited Partnership</u> |

Each contract specified above includes, without limitation, all amendments, restatements, supplements, schedules and attachments thereto.

Easements Schedule

All agreements and contracts granting, providing or evidencing a right or interest of any kind whatsoever in, in respect of or related to any real property in the Province of Ontario where such right or interest is granted to, in favour of and/or benefiting any Purchased Entity and provided same do not materially adversely affect the use and enjoyment of the aforementioned real property or impose any burden or obligation on the Purchased Entity, and, without limitation, each of the following:

| Easement | Counterparty |
|---|--|
| North Bay | |
| <p><i>**Instrument No. unknown**</i></p> <p>Easement in favour of North Bay Hydro Distribution Ltd over Property 4001 Highway 11 North – City of North Bay, Ontario, agreed to by the registered owner of the property, Bay Power Corp.</p> | North Bay Hydro Distribution Ltd |
| <p>Instrument No. LT332823</p> <p>Transfer Easement re Transmission Line Easement</p> | Longyear Canada Inc transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332824</p> <p>Transfer Easement re Transfer of Transmission Line Easement</p> | Garnet Paul Abel to Transcanada Pipelines Limited |
| <p>Instrument No. LT332826</p> <p>Transfer Easement re Transmission Line Easement</p> | Bradley Charles Beaver and Valerie Lynn Beaver (as joint tenants) transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332885</p> <p>Transfer Easement re Transmission Line Easement</p> | The Corporation of the City of North Bay transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT332902</p> <p>Transfer Easement re Transmission Line Easement</p> | Lauretta Lucenti (Estate), Florence Grassi (Executrix) and Evelyn Marshall (Executrix) Transfer to Transcanada Pipelines Limited |
| <p>Instrument No. LT333337</p> <p>Transfer Easement re Transmission Line Easement</p> | Christine Sloan Transfer to Transcanada Pipelines Limited |

| Easement | Counterparty |
|--|--|
| Instrument No. LT339664 Transfer Easement re Transmission Line Easement | John Fontaine and Johanna Fontaine Transfer to Transcanada Pipelines Limited |
| Instrument No. LT366707 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT336708 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT366709 Transfer Easement | Transcanada Pipelines Limited Transfer to Transcanada Power Services Ltd. |
| Instrument No. LT366710 Transfer Easement | Transcanada Pipelines Limited to Transcanada Power Services Ltd |
| Access Licence re Parcel 6543 W&F (PIN 49127-0063(LT)) dated May 14, 2021 | TransCanada Pipelines Limited |
| <u>Unregistered Lease among Bay Power Corp., Validus Power Corp. and Hut 8 Mining Corp. dated October 27, 2021</u> | <u>With respect to 4001 Hwy 11 North, North Bay, On</u> |
| Kapuskasing | |
| Instrument No. C136268 Transfer Easement registered October 21, 1963 | Charles Donnelly, Violet Donnelly and Northern Ontario Natural Gas Company Limited |
| Instrument No. C388641 Transfer Easement registered September 25, 1989 | Bell Canada |
| Instrument No. C478024 Transfer Easement registered December 5, 1997 | Transcanada Power Services Ltd. |
| Instrument No. C102164 Transfer Easement registered June 17, 1958 | Transcanada Power Services Ltd. |
| Instrument No. C203212 | Transcanada Power Services Ltd. |

| Easement | Counterparty |
|---|---|
| Transfer Easement registered January 2, 1973 | |
| Instrument No. C388641 Transfer Easement registered September 25, 1989 | Bell Canada |
| Instrument No. C452347 Transfer Easement | |
| Instrument No. C451853 Transfer Easement | |
| Instrument No. C451851 Transfer Easement | |
| Instrument No. C453701 Transfer Easement | |
| Iroquois Falls | |
| No. 332 Parts 1 and 2, Plan 6R-6853 Abitibi River Easement – Grant of Easement (registered as Instrument No. C474890 on August 29, 1997 Instrument No. C521180 registered June 7, 2002 Replaces Schedule “A” in instrument No. C474890) | Minister of Natural Resources for the Province of Ontario (Grantor) in favour of Iroquois Falls Power Corp. (Grantee) |
| Instrument No. C447211 Transfer of Easement registered Dec 29, 1994 Instrument No. C470225 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C447211. | Abitibi-Price and Ontario Clean Water Agency (OWCA) |
| Instrument No. C447212 | Abitibi-Price |

| Easement | Counterparty |
|---|--|
| Transfer of Easement registered Dec 29, 1994 Instrument No. C470226 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C447212. | |
| Instrument No. C469025 Transfer of Easement registered Feb 28, 1997 Instrument No. C470228 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C469025. | Abitibi-Price |
| Instrument No. C447209 Transfer of Easement registered December 29, 1994 Instrument No. C470223 registered April 17, 1997 Release of obligations in the transfer of easement No. C447209 | Abitibi-Price and Ontario Clean Water Agency |
| <u>Instrument No. C469070 registered February 28, 1997</u> <u>Instrument No. C470230</u> <u>Release of obligations in the transfer of easement No. C49070</u> | <u>Abitibi-Price</u> |
| EC-2015-53C-23 (MTO) Encroachment Permit | Provided by MTO to IFPC |
| 3373-16 (Town of Iroquois Falls) Encroachment Permit | Town of Iroquois Falls |
| Instrument No. C469026 registered February 28, 1997 Transfer of the Twin Falls Road Easement registered February 28, 1997 | Abitibi-Price |

| Easement | Counterparty |
|--|---|
| Instrument No.C470229 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C4690026. | |
| Instrument No.C469024 Transfer of the Transmission Line Access Easement registered Feb 28, 1997 Instrument No.C470227 registered April 17, 1997 Release of obligations contained in Transfer of Easement No. C469024. | Abitibi-Price |
| Instrument No. C447208 Transfer of Easement registered Dec 29, 1994 Instrument No. C470222 registered April 17, 1997 Agreement amending Transfer of Easement No. C447208. | Abitibi-Price |
| 8200-94-6543 Declaration of Exemption dated October 18, 1994 | Canadian Coast Guard |
| Instrument No. 447210 Abitibi-Price Spur Easement for transmission line registered December 29, 1994 | Abitibi-Price |
| Instrument No. C474890 Grant of Easement no. 332 | The Minister of Natural Resources |
| 8200-94-6543 Declaration of Exemption dated October 18, 1994 | Canadian Coast Guard |
| Other Agreements | |
| License Agreement re Ansonville Transformer Station dated November 13, 1995 | Ontario Hydro |
| Kingston | |

| Easement | Counterparty |
|---|--|
| Instrument No. LX37162 Transfer Easement re Additional Transmission Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37161 Transfer Easement re Process Wastewater Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37170 Transfer Easement registered October 4, 2011 re Pump House Easement registered October 4, 2011 | NPIF Kingston Cogen Corp (Transferor) to Invista (Canada) Company (Transferee) |
| Instrument No. LX37163 Transfer Easement re Corridor Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37160 Transfer Easement re Firewater Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37169 Transfer Easement re Intake Outfall Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37168 Transfer Easement re Pump House Road Access Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37166 Transfer of Utilities Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37167 Transfer Easement re Transmission Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37165 Transfer Easement re Stormwater Line Easement registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |
| Instrument No. LX37164 Transfer Easement re Maintenance registered October 4, 2011 | Invista (Canada) Company (Transferor) to NPIF Kingston Cogen Corp (Transferee) |

| Easement | Counterparty |
|--|--|
| Instrument No. LX80512 Transfer Easement registered February 28, 2018 | Invista (Canada) Company (Transferor) to Hydro One Networks Inc. (Transferee) |
| Instrument No. LX80513 Transfer Easement registered February 28, 2018 | Invista (Canada) Company (Transferor) to Hydro One Networks Inc. (Transferee) |
| Instrument No. LA69824 Transfer Easement re Industrial Railway Spur registered March 6, 1972 | Canadian Industries Limited, as owner and Millhaven Fibres Limited |
| Instrument No. LA208637 Transfer Easement re Electrical Transmission Line registered | |
| Instrument No. LA208644 Transfer Easement re Electrical Transmission Line registered as amended by Instrument No. LX52043 registered November 14, 2013 | Among The Corporation of Loyalist Township and NPIF Kingston Cogen Corp. |
| Instrument No. LA210426 Transfer Easement re Electrical Transmission Line registered June 22, 1995 | |
| Instrument No. LA210734 Transfer Easement re Access Road registered July 5, 1995 | |
| Instrument No. LA210736 Transfer Easement registered July 5, 1995 | |
| Instrument No. LA210738 Transfer Easement registered July 5, 1995 | |
| Instrument No. LA184396 Transfer Easement registered April 30, 1991 | |
| Instrument No. LA58484 Transfer Easement registered September 11, 1970 | |

| Easement | Counterparty |
|---|---|
| Instrument No. LA208644 Transfer Easement registered February 15, 1995 | |
| Instrument No. LX52894 Notice of Crossing Agreement dated May 24, 2012 and registered January 14, 2014 | Ernestown Windpark L.P. |
| Lease | |
| Unregistered Lease among Validus Power Corp. and Hut 8 Mining Corp. dated October 27, 2021 | With respect to 4001 Hwy 11 North, North Bay, On |
| Instrument No. LX36982 Notice of Lease registered September 28, 2011 | Invista (Canada) Company, as landlord NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P. , as tenant |
| Sublease | |
| Instrument No. LX37609 Application re Sublease registered October 26, 2011 | Invista (Canada) Company, as sublandlord and NPIF Kingston Cogen Corp. as general partner on behalf of Kingston Cogen L.P. , as subtenant. |
| Municipal Agreements | |
| Instrument No. BS213742 Site Plan Agreement registered May 4, 2022 | Among the Corporation of the City of North Bay and Bay Power Corp. |
| Instrument No. LA208787 Site Plan Agreement registered February 24, 1995 | In favour of Township of Ernestown |
| Airport Zoning | |
| Instrument No. C366646 Notice of Airport Zoning registered March 23, 1988 | |
| Instrument No. LT135401 registered October 18, 1971 As amended by: | |

| Easement | Counterparty |
|---|--|
| Instrument No. LT212097 registered August 28, 1980 Instrument No. LT212098 registered August 28, 1980 Instrument No. LT224812 registered June 21, 1982 Instrument No. LT245558 registered January 31, 1985 | |
| Other Agreements | |
| Instrument No. C385680 Agreement registered July 14, 1989 | TransCanada Pipelines Limited and Bell Canada |
| Restrictive Agreements | |
| Instrument No. LT235848z registered October 10, 1983 | |
| Instrument No. LT235849z registered October 10, 1983 | |

Each ~~contract~~item specified above includes, without limitation, all underlying agreements and all amendments, restatements, supplements, schedules and attachments thereto.

PART B

Nil

Document comparison by Workshare Compare on Thursday, December 28, 2023 5:44:11 PM

| Input: | |
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| Document 1 ID | file://C:\Users\mnoel\AppData\Local\Temp\Workshare\wmtmp1ed74\Project Far North (Validus) - Terms and Conditions - Exhibit 3.1(f) (Continuing Contracts)81.docx |
| Description | Project Far North (Validus) - Terms and Conditions - Exhibit 3.1(f) (Continuing Contracts)81 |
| Document 2 ID | iManage://inventorystory.com/TORYSATWORK/39391174/12 |
| Description | #39391174v12<inventorystory.com> - Project Far North (Validus) - Terms and Conditions - Exhibit 3.1(f) (Continuing Contracts) |
| Rendering set | Firm_Standard |

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| <u>Insertion</u> | |
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| Insertions | 48 |
| Deletions | 10 |
| Moved from | 3 |
| Moved to | 3 |
| Style changes | 0 |
| Format changes | 0 |
| Total changes | 64 |

IN THE MATTER OF THE *COMPANIES' CREDITORS ARRANGEMENT ACT*,
R.S.C. 1985, c. C-36, AS AMENDED

Court File No.: CV-23-00705215-00CL

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT
OF VALIDUS POWER CORP., IROQUOIS FALLS POWER CORP., BAY POWER CORP., KAP
POWER CORP., VALIDUS HOSTING INC. AND KINGSTON COGEN GP INC., EACH BY
THEIR COURT APPOINTED RECEIVER AND MANAGER, KSV RESTRUCTURING INC.

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceeding commenced at TORONTO

**AFFIDAVIT OF KATIE PARENT
(SWORN DECEMBER 29, 2023)**

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