

APPENDIX A

BORROWING NOTICE

To: THE MANITOBA HYDRO-ELECTRIC BOARD (“**Hydro**”)
From: KEEYASK HYDROPOWER LIMITED PARTNERSHIP (the “**Limited Partnership**”)

This **Borrowing Notice** is delivered to you pursuant to Section 3.2 of the Project Financing Agreement dated _____ between the **Limited Partnership**, as borrower, and **Hydro**, as lender (the “**Project Financing Agreement**”). All capitalized terms used in this **Borrowing Notice** and defined in the **Project Financing Agreement** shall have the meanings defined in the **Project Financing Agreement**.

1. The **Limited Partnership** hereby requests an **Advance** as follows:
 - (a) Date of **Advance**: _____
 - (b) Amount of **Advance**: _____
 - (c) **Type of Advance**: _____
 - (d) Payment Instructions: _____

2. The **Limited Partnership** hereby certifies that:
 - (a) all of the representations and warranties of the **Limited Partnership** contained in Section 5.1 of the **Project Financing Agreement** are true and correct in all material respects on and as of the date hereof as though made on and as of the date hereof and except as disclosed in writing to, and accepted in writing by, **Hydro**.
 - (b) all of the covenants of the **Limited Partnership** contained in Article 6 of the **Project Financing Agreement** together with all of the conditions precedent to an **Advance** in Article 4 of the **Project Financing Agreement** have been complied with or met in all materials respects, except as disclosed in writing to, and accepted in writing by, **Hydro**.

- (c) No **Event of Default** has occurred and is continuing on the date hereof nor will any **Event of Default** occur as a result of the aforementioned **Advance**, except as disclosed in writing to, and accepted in writing by **Hydro**.

DATED:

Keeyask Hydropower Limited Partnership, by its General Partner,

Per: _____