


OFICINA CONSULAR DEL ECUADOR EN TORONTO



LEGALIZACIÓN DE FIRMA N° 181/2015

Quien suscribe MARIELA SALGUERO, CONSEJERO CONSUL GENERAL en la Ciudad de TORONTO, CANADA, certifica que la firma de CHRISTINA NETTO, MINISTERIO DE SERVICIOS DE GOBIERNO que aparece en este documento original, es la misma que consta en los registros de este Consulado por lo tanto, certifica que es auténtica, a fin de que el indicado documento de fé pública en el Ecuador

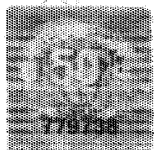
TORONTO, 3 de Diciembre del 2015

  
MARIELA SALGUERO  
CONSEJERO CONSUL GENERAL

Arancel Consular: III 15.8

Valor: US \$ 50,00

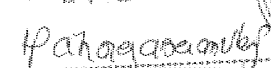
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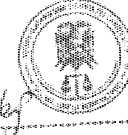


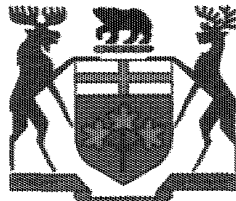
LEGALIZACIÓN DE FIRMA EN OTROS DOCUMENTOS (PERSONAS JURÍDICAS)

RAZÓN: CERTIFICO y doy fé que el documento que antecede es FIEL COPIA DEL ORIGINAL que exhibida se devolvió

Quito a, 27 ENE 2016

  
Dra. Ma. Lorena Bermúdez Pozo  
NOTARIA 42



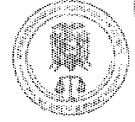


Ontario

MINISTRY OF GOVERNMENT AND CONSUMER

RAZÓN: CERTIFICO y doy fé que el documento que antecede es FIEL COPIA DEL ORIGINAL que exhibida se devolvió

Quito a, 27 ENE 2016



*Lorena Bermúdez Pozo*  
Dra. Ma. Lorena Bermúdez Pozo  
SERVICES NOTARIA 42

I HEREBY CERTIFY AS FOLLOWS:

**SIMON ANTHONY ROMANO**

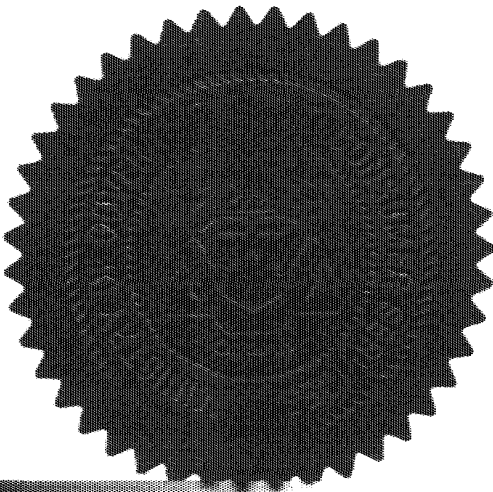
of the Province of Ontario, whose name is subscribed to the attached Instrument, was, at the time of subscribing thereto, a **NOTARY PUBLIC** in and for the Province of Ontario, Canada, duly commissioned and duly authorized by the laws thereof to administer oaths, to take affidavits and to certify the proof of deeds and other instruments in writing to be recorded within the said Province.

I FURTHER CERTIFY THAT I have compared the signature of the said **NOTARY PUBLIC** subscribed to the attached Instrument with the specimen signature of the said **NOTARY PUBLIC** filed in this office and verily believe the said signature to be genuine; and THAT I have compared the impression of the Seal of the said **NOTARY PUBLIC** appearing on the attached Instrument with the specimen of the Seal filed in this office and verily believe the impression of the Seal to be genuine.

IN TESTIMONY WHEREOF I have hereunto set my Hand and affixed the Seal of the Ministry of Government and Consumer Services of the Province of Ontario at the City of Toronto in the said Province this twenty-seventh day of November, A.D. 2015.

*Christina Netto*

for the MINISTER OF GOVERNMENT AND CONSUMER SERVICES



  
CANADA

PROVINCE OF ONTARIO

I, Simon Romano, am a duly appointed Notary Public in and for the Province of Ontario. I reside in the City of Toronto in the Province of Ontario. I certify that the attached, at Exhibit "A", is a document that states it is a power of attorney dated November 25, 2015 and given by Green Bay Power Generation Holding Limited (the "Corporation") appointing Gaston Danilo Cevallos Andrade as an attorney for the Corporation.

DATED November 27, 2015.

  
Simon Romano

A Notary Public in and for  
the Province of Ontario



## POWER OF ATTORNEY


KNOW ALL MEN BY THESE PRESENTS, that Green Bay Power Generation Limited, a corporation duly organized and existing under the laws of Canada and domiciled in Suite 1700, Brunswick Square, 1 Germain Street, Saint John, New Brunswick, E2L 4V1 (the "Company") with this instrument hereby grants a General Power of Attorney in favor of Gaston Danilo Cevallos Andrade (the "Attorney"), resident of Quito, Ecuador, as a true lawful General Attorney-in-Fact of the Company in the Republic of Ecuador and conferring all powers necessary to effect the following on behalf and in the best interests of the Company:

1. To act as the General Attorney-in-Fact of the company in the courts of law in the Republic of Ecuador and other state or private entities therein, with such ample and sufficient powers as to comply with the laws of the Republic of Ecuador.
2. To perform all legal acts and affairs that will take place in the Republic of Ecuador, including without limitation the ability to answer claims and to meet commitments, including those powers contemplated by Article 44 of the Ecuadorian Code of Civil Procedure.
3. To represent the Company, including attending and voting at any shareholder meetings or any meetings of the board of directors of which the Company is a shareholder.

Notwithstanding any of the foregoing, the General Power of Attorney does not apply to matters in which the Attorney may have a conflict of interest or that would create a liability or contingent liability of the Company exceeding US\$50,000, in each case without the prior written consent of the board of directors of the Company (the "Board").

This power of Attorney is effective on July 1, 2015, and expires on June 30, 2017 (the "Expiration Date"). This Power of Attorney shall continue in full force and effect as to each authority, office or agency of the Republic of Ecuador with which this Power of Attorney is filed by the Company, until the earlier of (a) a written revocation thereof has been filed by the Company with such authority, office or agency and (b) the Expiration Date.

The Attorney shall provide immediate written notice the Board of every instance the Attorney files or otherwise submits or presents this Power of Attorney to any authority, office or agency in the Republic of Ecuador.

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|---|-------------|
| RAZON: CERTIFICO y doy fé que el documento que antecede es FIEL COPIA DEL ORIGINAL que exhibida se devolvió |             |
| Quito a,  | 27 JUN 2015 |
|                        |             |
| Dra. Ma. Lorena Bermúdez Pozo<br>NOTARÍA 42   |             |


Executed at New York, NY on November 25, 2013.

GREEN BAY POWER GENERATION  
HOLDING LIMITED

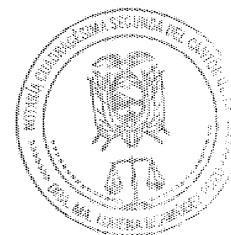
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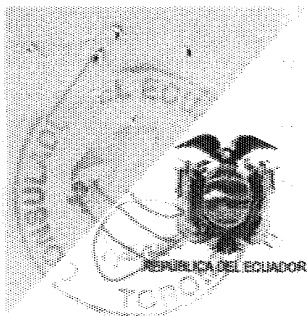
[Signature]  
Authorized Signing Officer

RAZÓN: CERTIFICO y doy fé que el  
documento que antecede es FIEL COPIA  
DEL ORIGINAL que exhibida se devolvió  
Quito a, 27 ENE 2018  
[Signature]  
Dra. Ma. Lorena Bermúdez Pozo  
NOTARÍA 42

 This Power of Attorney is governed by, and will be interpreted and construed in accordance with, the laws of the Province of New Brunswick and the federal laws of Canada applicable therein.

[Signature page follows]






OFICINA CONSULAR DEL ECUADOR EN TORONTO



LEGALIZACIÓN DE FIRMA N° 186/2015

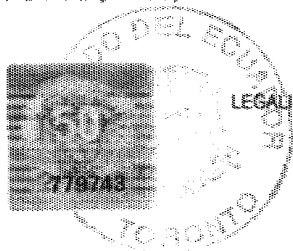
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TORONTO, 3 de Diciembre del 2015

  
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Valor: US \$ 50.00




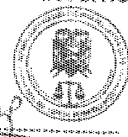
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LEGALIZACIÓN DE FIRMA EN OTROS DOCUMENTOS (PERSONAS JURÍDICAS)

RAZÓN: CERTIFICO y doy fe que el documento que antecede es FIEL COPIA DEL ORIGINAL que exhibida se devolvió

Quito a, 27 ENE 2016

  
Dra. Ma. Lorena Bermúdez Pozo  
NOTARÍA 42





Ontario

MINISTRY OF GOVERNMENT AND CONSUMER SERVICES

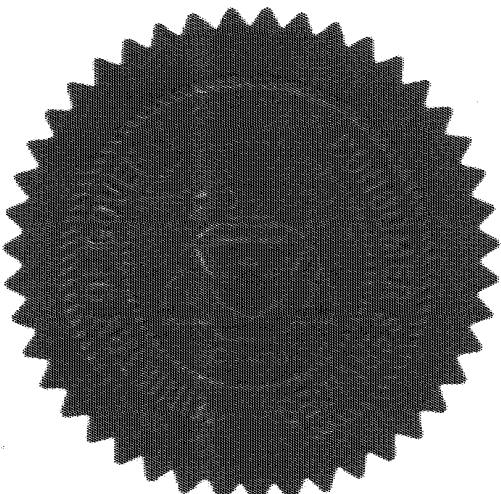
I HEREBY CERTIFY AS FOLLOWS:

**SIMON ANTHONY ROMANO**

of the Province of Ontario, whose name is subscribed to the attached Instrument, was, at the time of subscribing thereto, a **NOTARY PUBLIC** in and for the Province of Ontario, Canada, duly commissioned and duly authorized by the laws thereof to administer oaths, to take affidavits and to certify the proof of deeds and other instruments in writing to be recorded within the said Province.

I FURTHER CERTIFY THAT I have compared the signature of the said **NOTARY PUBLIC** subscribed to the attached Instrument with the specimen signature of the said **NOTARY PUBLIC** filed in this office and verily believe the said signature to be genuine; and THAT I have compared the impression of the Seal of the said **NOTARY PUBLIC** appearing on the attached Instrument with the specimen of the Seal filed in this office and verily believe the impression of the Seal to be genuine.

IN TESTIMONY WHEREOF I have hereunto set my Hand and affixed the Seal of the Ministry of Government and Consumer Services of the Province of Ontario at the City of Toronto in the said Province this twenty-seventh day of November, A.D. 2015.



*Christina Netto*

for the MINISTER OF GOVERNMENT AND CONSUMER SERVICES

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Quito a, 27 ENE 2016

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Dra. Ma. Lorena Bermúdez Pozo  
NOTARIA 42





CANADA

PROVINCE OF ONTARIO

I, Simon Romano, am a duly appointed Notary Public in and for the Province of Ontario. I reside in the City of Toronto in the Province of Ontario. I certify that the attached, at Exhibit "A", is a certificate of status of Green Bay Power Generation Holding Limited issued on November 13, 2015.

DATED November 27, 2015.

  
Simon Romano

A Notary Public in and for  
the Province of Ontario



CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT  
CERTIFICATE



CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS COMMERCIALES  
CERTIFICAT

I HEREBY CERTIFY that according to the records under the  
*Business Corporations Act*,

JE CERTIFIE par la présente que d'après les livres en vertu de la *Loi*  
*sur les corporations commerciales*,

**Green Bay Power Generation Holding Limited**  
(#664368)

was incorporated (or continued under this Act) on the 8th day of June,  
2012.

a été constituée en corporation (ou prorogée en vertu de la présente *Loi*)  
le 8ème jour de juin 2012.

I CERTIFY FURTHER that according to the said records the above ☒  
corporation has not been dissolved.

JE CERTIFIE ÉGALEMENT que d'après lesdits livres, la corporation  
ci-dessus n'a pas été dissoute.

I CERTIFY FURTHER that according to the said records a Certificate of  
Dissolution was issued on the ☐

JE CERTIFIE ÉGALEMENT que d'après lesdits livres, un certificat de  
dissolution a été délivré le ☐

I CERTIFY FURTHER that according to the said records a Notice of  
Satisfaction pertaining to the proposed continuance of the corporation to  
another jurisdiction was issued on the ☐

JE CERTIFIE ÉGALEMENT que d'après lesdits livres, un avis de  
satisfaction concernant la prorogation proposée de la corporation vers  
un autre territoire a été émis le ☐

CERTIFIED under my hand at Fredericton, New Brunswick

RAZÓN: CERTIFICO y doy fé que el  
documento que antecede es FIEL COPIA  
DEL ORIGINAL que exhibida se devolvió

Quito a, 2 / ENE 2016

*Lorená Bermúdez Pozo*  
Dra. Ma. Lorená Bermúdez Pozo  
NOTARIA 42

 Deputy Director  
Directeur adjoint



2015 11 13  
Year/Année - Month/Mois - Day/Jour