



CONSULADO GENERAL DEL ECUADOR EN TORONTO

LEGALIZACIÓN DE FIRMA N° 18/2014

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, 5 de Febrero del 2014

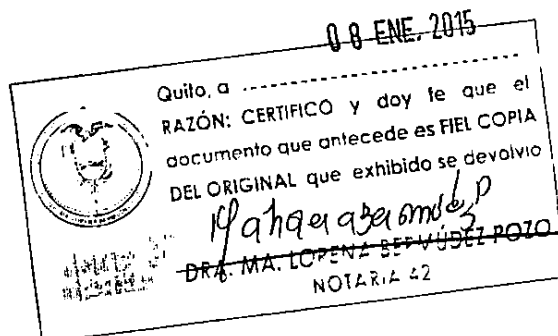
  
MARIELA SALGUERO  
CONSEJERO CONSUL GENERAL

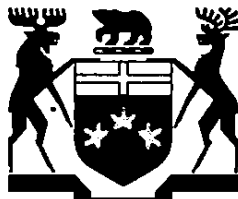
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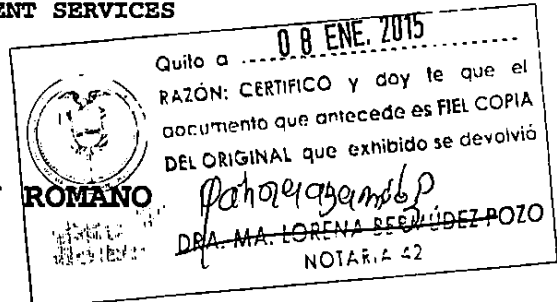


Ontario

MINISTRY OF GOVERNMENT SERVICES

I HEREBY CERTIFY AS FOLLOWS:

**SIMON ANTHONY ROMANO**



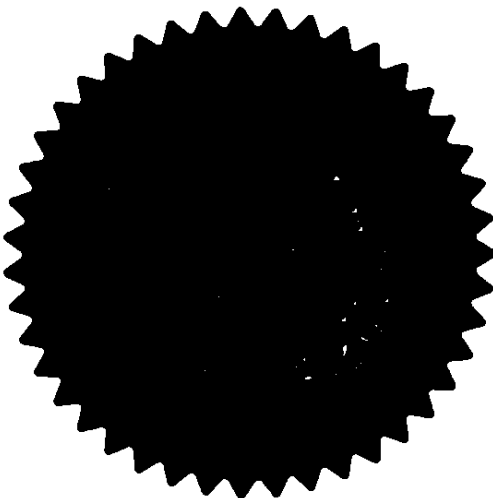
of the Province of Ontario, whose name is subscribed to the attached Instrument, was, at the time of subscribing thereto, a **NOTARY PUBLIC** in and for the Province of Ontario, Canada, duly commissioned and duly authorized by the laws thereof to administer oaths, to take affidavits and to certify the 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 Services of the Province of Ontario at the City of Toronto in the said Province this fourth day of February, A.D. 2014.

*Cristina Netto*

for the MINISTER OF GOVERNMENT 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 January 30, 2014 and given by Green Bay Power Generation Holding Limited (the "Corporation") appointing Gaston Danilo Cevallos Andrade as an attorney for the Corporation.

DATED February 3, 2014.



Simon Romano

A Notary Public in and for  
the Province of Ontario

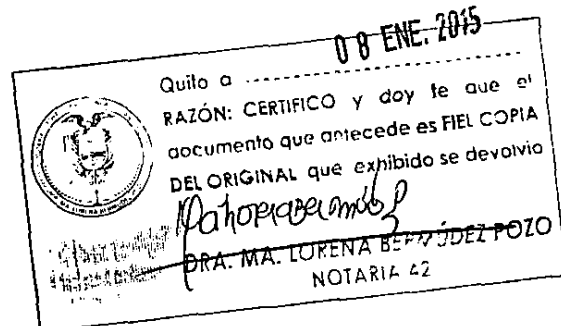
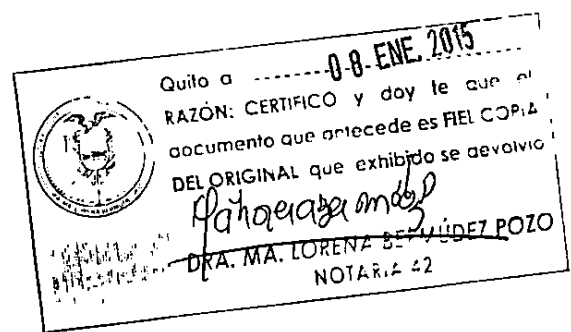


EXHIBIT "A"



**POWER OF ATTORNEY**

Quito: 08 ENE. 2015  
PAZON: CERTIFICO y doy fe a  
documento que antecede es FIEL  
DEL ORIGINAL que exhibido se dejó.

KNOW ALL MEN BY THESE PRESENTS, that Green Bay Power Generation Holding 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.

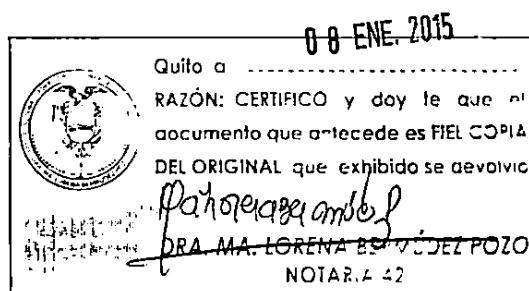
Notwithstanding any of the foregoing, the General Power of Attorney does not apply to matters in which the Attorney may have a conflict of interest or that would create a liability or contingent liability of the Company exceeding US\$10,000, in each case without the prior written consent of the board of directors of the Company (the "**Board**").

This power of Attorney is effective on January 30, 2014, and expires on June 30, 2015 (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.

~~A 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]



Executed at NEW YORK NY on January 30, 2014.

**GREEN BAY POWER GENERATION  
HOLDING LIMITED**

By: 

Authorized Signing Officer

