**SUBMIT BY EMAIL (PDF WITH SIGNATURE) TO CONTRACT MANAGEMENT:**

FIT.Contract@ieso.ca

Capitalized terms not defined herein have the meaning ascribed thereto in the FIT Contract, and for the purposes of FIT Contract versions 3.1, 4.0.2, and 5.0.2, “IESO” refers to the Sponsor.

| Date | <insert date> |
| --- | --- |
| Legal Name of Supplier | <insert legal name of Supplier> |
| FIT Contract Identification # | <insert FIT Contract ID #> (the “FIT Contract”) |
| Contract Date | <insert Contract Date> |
| FIT Contract Version | [ ]  Version 1.3 [ ]  Version 1.5 [ ]  Version 2.1.1 [ ]  Version 3.0.1 [ ]  Version 3.1 [ ]  Version 4.0.2 [ ]  Version 5.0.2 |

**WHEREAS** the Supplier and the IESO are parties to a Feed-In Tariff Contract dated as of the Contract Date, and with the FIT Contract Identification # as set out above (the “**FIT Contract**”);

**AND WHEREAS** the Contract Facility (in the case of FIT Contract versions 1.3 & 1.5) or the Facility (in the case of all other FIT Contract versions), as applicable, has not yet attained Commercial Operation;

**AND WHEREAS** Section 15.6(a) of the FIT Contract versions 1.3 & 1.5, and Section 16.2(a) of all other FIT Contract versions, prohibit a change of Control of the Supplier without the prior written consent of the IESO, which consent may be withheld in the IESO’s sole and absolute discretion;

**AND WHEREAS**, notwithstanding the above, pursuant to Subsection 15.6(b) of the FIT Contract, for FIT Contract versions 1.3 & 1.5, or Subsection 16.2(b) of the FIT Contract, for all other FIT Contract versions, as applicable, provided there is not a Supplier Event of Default that has not been remedied, a change of Control of the Supplier prior to Commercial Operation is permitted without the consent of the IESO under one or more of the following circumstances:

1. the Person that is the direct subject of the transaction giving rise to the change of Control of the Supplier, is not a Special Purpose Entity;
2. each Person Controlling the Supplier following such change of Control is an Affiliate of one or more of the Persons Controlling the Supplier prior to such change of Control; or,
3. the Economic Interest of the Person(s) that Control the Supplier as of the Contract Date is not less than 25% following such change of Control,

**AND WHEREAS** on a date not later than 10 Business Days prior to the date hereof the Supplier was subject to one or more changes of Control;

**THIS NOTICE** is provided by the Supplier pursuant to the requirements of Subsection 15.6(b) of the FIT Contract, for FIT Contract versions 1.3 & 1.5, or Subsection 16.2(b) of the FIT Contract, for all other FIT Contract versions, as applicable.

Schedule “A” attached hereto sets out the description of each change of Control and the date thereof.

Schedule “B” attached hereto sets out the names of each and every Person that Controls the Supplier as at the date hereof and the nature of such Control.

Schedule “C” attached hereto sets out the names of each and every Person that hold a direct or indirect beneficial ownership interest in the Supplier equal to or exceeding 10% of the total beneficial ownership interest, together with a description of the of the nature of such interest and the percentage held.

The Supplier represents and warrants that all of the information in this Prescribed Form – Notice of Pre-COD Change of Control is complete, true and accurate, and there is no material information omitted from this Prescribed Form – Notice of Pre-COD Change of Control that makes the information contained herein misleading or inaccurate.

The Supplier acknowledges and agrees that this Notice is being delivered to the IESO solely for the purposes of the FIT Contract. It does not constitute a notice for any other purpose, including, without limitation, to meet an obligation to provide notice to the System Operator pursuant to the IESO Market Rules.

| Supplier: <insert legal name of Supplier> |
| --- |
| Signature: |
| Name:       |
| Title:       |
| I have the authority to bind the Supplier. |
| Dated this       day of       , 20   |

**SCHEDULE “A”**

| **Description of Each Change of Control** | **Date of Each Change of Control** |
| --- | --- |
| <insert a decription of each change of Control> | <insert the respective date of each change of Control> |

**SCHEDULE “B”**

| **All Person(s) that Control the Supplier** | **Description of the Nature of Control (for each Person)** |
| --- | --- |
| <insert all Person(s) that Control the Supplier> | <insert a description of the nature of Control for each Person> |

**SCHEDULE “C”**

| **Person(s) having a Direct or Indirect Beneficial Ownership Interest in the Supplier exceeding 10%** | **Percentage Held (%)** | **Description of Ownership Interest** |
| --- | --- | --- |
| <insert all Person(s) that have a Direct or Indirect Ownership Interest in the Supplier exceeding 10%> | <% held> | <insert a description of the Ownership Interest> |