

ANNUAL CERTIFICATE

TO: Clay County, Texas (the "County")
RE: Amended and Restated Tax Abatement Agreement between the County and Shannon Wind, LLC (the "Owner") (assignee of Shannon-1 Wind Farm, LLC) dated March 14, 2014, as amended by the Supplemental Road Use Agreement dated December 22, 2014 and further amended by the Amendment to Tax Abatement Agreement dated April 13, 2015 (collectively, the "Tax Abatement Agreement")

I, Jay Sutton, having a business address of 1100 – 888 Dunsmuir Street, Vancouver, British Columbia V6C 3K4 in my capacity as Vice President, Construction & Engineering of the Owner and without personal liability, MAKE OATH AND SAY AS FOLLOWS:

- 1. As of the date hereof, the Owner is in compliance with each applicable term of the Tax Abatement Agreement.
2. The foregoing certifications are made and delivered pursuant to Section 3.6 of the Tax Abatement Agreement.
3. All capitalized terms used but not defined herein have the meanings ascribed to such terms in the Tax Abatement Agreement.

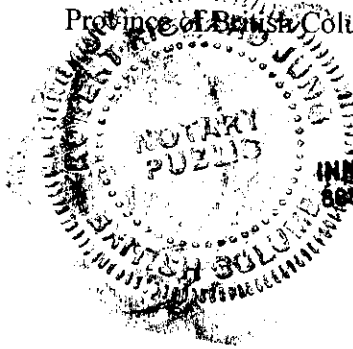
SWORN BEFORE ME by Jay Sutton at the City of Vancouver, in the Province of British Columbia, this 21 day of January, 2020.

[Signature of Robert R. Jung]

A Commissioner for taking Affidavits for the Province of British Columbia

[Signature of Jay Sutton]

Jay Sutton
Vice President, Construction & Engineering
Shannon Wind, LLC



ROBERT R. JUNG
Barrister & Solicitor
INNERGEX RENEWABLE ENERGY INC.
888 DUNSMUIR STREET, SUITE 1100
VANCOUVER, B.C. V6C 3K4
TEL: (604) 633-9990 FAX: (604) 633-9991



Direct Line: 604 633-9990 x2054  
Email: jsutton@innnergex.com

January 21, 2020

BY REGISTERED MAIL

Clay County, Texas  
214 North Main Street  
Henrietta, Texas 76365  
U.S.A.

Attention: County Judge

Dear Sirs/Mesdames:

**Re: Amended and Restated Tax Abatement Agreement between Clay County, Texas and Shannon Wind, LLC (the "Owner") (assignee of Shannon-1 Wind Farm, LLC) dated March 14, 2014, as amended by the Supplemental Road Use Agreement dated December 22, 2014 and further amended by the Amendment to Tax Abatement Agreement dated April 13, 2015 (collectively, the "Tax Abatement Agreement") – Annual Certificate**

Pursuant to section 3.6 of the Tax Abatement Agreement, please find enclosed the Annual Certificate as required.

Yours truly,

**SHANNON WIND, LLC**

Jay Sutton  
Vice President, Construction & Engineering

Encls.