

**AMENDING AGREEMENT**

THIS AMENDING AGREEMENT NUMBER 5 is made as of the 14th day of November, 2013

BETWEEN:

NALCOR ENERGY, a body corporate constituted pursuant to the Energy Corporation Act, S.N. 2007, c. E-11.01 and having its head office at the City of St. John's, Province of Newfoundland and Labrador, (hereinafter referred to as "**Company**") of the first part,

- and -

RDO CONSULTING LTD., a body incorporated under the laws of the Province of Newfoundland and Labrador and having its head office in the town of Portugal Cove – St. Philips in the Province of Newfoundland and Labrador (hereinafter referred to as "**Contractor**") of the second part.

WHEREAS an Agreement Number 15538-OB entitled Professional Services (hereinafter called the "Agreement") dated 1st of April 2008 was entered into between Company and Contractor;

AND WHEREAS the parties wish to amend the Agreement as hereinafter set forth in this Amending Agreement.

NOW THEREFORE THIS AMENDING AGREEMENT WITNESSES that, in consideration of the premises and mutual covenants and agreements hereinafter set forth and contained, the parties hereto agree that the Agreement be amended as follows:

1. The expiry to the Agreement, which is currently the 31st of March 2013 is hereby deleted and the Agreement shall be of indeterminate term with termination provisions per section 7.0 of the Agreement.
2. This Amending Agreement shall be effective from the date hereof and shall remain in full force and effect from such date.

3. This Amending Agreement is supplementary to the Agreement and is read with and construed in accordance with the Agreement, as if this Amending Agreement and the Agreement, as amended, constitute one (1) agreement.

4. Except as this Amending Agreement otherwise provides, the Agreement is in all respects ratified and confirmed and all terms, provisions and covenants thereof shall remain in full force and effect.

5. This Amending Agreement shall be binding upon and enure to the benefit of each of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF the Parties hereto have executed and delivered this Amending Agreement as of the day and year first above written.

NALCOR ENERGY

Per: Paul Kennedy for PAT HUSSEY
Title: SUPPLY CHAIN MANAGER

RDO CONSULTING LTD.

Per: _____

Title: _____

Per: [Signature]
Title: General Project Manager