

<b>LOWER CHURCHILL PROJECT</b>	<b>CHANGE ORDER Between C&amp;T Enterprises Ltd. and Labrador-Island Link Limited Partnership</b>
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Agreement No:	CT0327-011	CHO No.	CT0327011-0008
Agreement Title:	HVdc Clearing and Access – Section 1 (Block #7 and partial #6)	Rev. No:	0
Company:	Labrador-Island Link Limited Partnership	CHR No.	023
Contractor/Supplier:	C&T Enterprises Ltd.	Date:	9-December-2015
Change Title:	Additional scope, increased Contract Price, revised completion date, additional equipment, additional subcontractor, additional crushing job		

Description of Change:

- 1) Incorporate additional scope on a time-and-materials basis to clear 14.67km long by 10m wide electrode line from approximately Structure S2-547 of the HVdc transmission line in Block 7 south to the grounding site at L'anse Au Diable per Change Request #023. Access trails to be established only as required to facilitate the clearing activities. Work to commence on or about December 7, 2015 with one (1) third party mulcher per item 3 below. The work is expected to be complete on or about December 18, 2015 when the primary scope, the northern right-of-way, will conclude. If not completed by such time, the electrode line clearing may resume in early 2016 and may be supported by equipment previously engaged in the primary scope. Otherwise, equipment will not be diverted from the primary northern right-of-way work front for this new scope.
- 2) Revise Appendix A – Schedule of Price Breakdown of Exhibit 2 – Compensation in its entirety to revise format and to incorporate increased Contract Price.
- 3) Incorporate revised Appendix D – Equipment Rate Schedule of Exhibit 2 – Compensation to incorporate the following third party mulchers from N.R. Kenney Logging Ltd.:

Machine	Make and Model	Attachments	Power Pack	Mobilization		
				Origin	Fee (\$)	Date
Excavator	John Deere 210	Denis Cimaf mulcher	170 hp	Springdale, NL	4,000	16-Aug-15
Excavator	John Deere 210	Denis Cimaf mulcher	170 hp	Westville, NS	9,000	16-Aug-15
Excavator	John Deere 210	Denis Cimaf mulcher	170 hp	Newfoundland	Cost+5%	7-Dec-15

Note: Such mulchers to be provided at the following rates currently in Appendix D of Exhibit 2:

Hourly	Daily	Weekly	Monthly
280	2,800	16,601	66,402

- 4) Incorporate revised Appendix D – Equipment Rate Schedule of Exhibit 2 – Compensation to incorporate reduced total weekly rate (from \$72,331 to \$68,500) for a third crushing equipment in Block 7 as follows:

Job	Change Request		Road Section	Total Estimated Quantity (MT)	Est Work Days	Approx. Start	Approx. End Date
	Number	Date					
1	019	24 Jun 15	km 20 to km 46	22,000	21	3 Jun 15	24 Jul 15
2	021	5 Aug 15	km 46 to km 58	10,000	10	5 Aug 15	31 Aug 15
3	See note below	1 Sep 15	km 58 to km 63	4,200	4	1-Sep-15	25-Sep-15

Note: Contractor requested to proceed per minutes of meeting issued via e-mail on 1-Sep-15.

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- 5) Incorporate revised Exhibit 8 – Subcontractors, Manufacturers, and Material Sources to incorporate N.R. Kenney Logging Ltd. as a subcontractor.
- 6) Incorporate revised Exhibit 9 – Schedule to extend completion date to 31-January-2016.

Except as specifically and expressly stated above, all terms and conditions of the Agreement, including Exhibit 2 – Compensation (including Attachment 1 – Basis of Payment, Appendix A – Schedule of Price Breakdown, Appendix C – Personnel Rate Schedule, and Appendix D – Equipment Rate Schedule) shall remain in full force and effect.

Supporting information that forms part of this Change Order:

- Exhibit 2 – Compensation, Appendix A – Schedule of Price Breakdown (rev 5)
- Exhibit 2 – Compensation, Appendix D – Equipment Rate Schedule (rev 4)
- Exhibit 8 – Subcontractors, Manufacturers, and Material Sources (Rev 2)
- Exhibit 9 – Schedule (Rev 3)

Change Includes: <input checked="" type="checkbox"/> Price	<input checked="" type="checkbox"/> Schedule	Original Contract Price	\$10,065,000.00
Adjustment Type: <input type="checkbox"/> Lump Sum	<input type="checkbox"/> Unit Rate	Previous Change Orders Price	14,490,560.44
<input type="checkbox"/> Fixed Amount	<input checked="" type="checkbox"/> Estimate	Backcharges	0.00
<input checked="" type="checkbox"/> Reimbursable		This Change Order Price	19,444,439.56
		Total Contract Price to Date	<u>\$44,000,000.00</u>

Impact on Control Schedule: None Revised Finished Date: December 31, 2015

This Change Order shall form and be read and construed as an integral part of the above-noted Agreement. The above adjustment to the Contract Price constitutes full compensation (including all impacts costs) to the Contractor/Supplier for the above Change.

**APPROVAL**

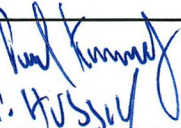
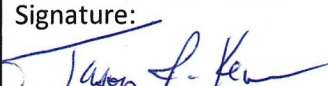
Issued by Company:		Acknowledgement of Contractor/Supplier Receipt: C&T Enterprises Ltd.:  _____ Signature:  _____ Date:
Supply Chain Manager: Pat Hussey		
Signature: 	Date: 11 DEC 2015	
Company Representative Name: Jason Kean		
Signature: 	Date: 11-DEC-2015	

Exhibit 2 – Appendix A  
Schedule of Price Breakdown (Rev 5)  
Agreement Number: CT0327-011

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**EXHIBIT 2 – APPENDIX A**

**SCHEDULE OF PRICE BREAKDOWN**

**Revision 5**

Previous revisions per Change Order #0002 (10-Mar-2015),  
Change Order #0003 (14-Apr-2015), Change Order #0004 (5-Jun-2015),  
and Change Order #0005 (9-Aug-15)

CT0327-011 Exhibit 2							
Appendix A							
Schedule of Price Breakdown							
Revision 5							
		Estimated Quantity		Unit of Measure	Price (CAD)		
		Did Read	Changed to Read		Unit Price	Total	
						Did Read	Changed to Read
1.0	<b>Indirect Costs</b>						
1.1	Mobilization	0	0	Lot	0.00	0.00	0.00
1.2	Demobilization	0	0	Lot	0.00	0.00	0.00
1.3	Accommodation (per person day)	500	500	Per Person Day	130.00	65,000.00	65,000.00
	<b>Subtotal Indirect Costs</b>					65,000.00	65,000.00
2.0	<b>Direct Costs (clearing and access road construction)</b>						
2.1	Unit Rate Work					0.00	0.00
2.2	Daily Rate Work					0.00	0.00
	<b>Subtotal Direct Costs</b>					0.00	0.00
4.0	<b>Time and Material</b>						
4.1	Main right-of-way - total estimated costs	1		Lot		24,322,560.44	43,695,272.00
4.2	Drilling and blasting by Consbec Inc	10,000	8,733	cubic meter	16.00	160,000.00	139,728.00
4.3	5% Mark Up on line item 4.2	10,000	0	cubic meter	0.80	8,000.00	0.00
4.4	Electrode line - total estimated costs					0.00	100,000.00
	<b>Subtotal Time and Material</b>					24,490,560.44	43,935,000.00
	<b>TOTAL ESTIMATED CONTRACT PRICE</b>					24,555,560.44	44,000,000.00
	<b>***Notes:</b>						
	1) See NFLD Hard-Rock "Transmission Line Access Road Blasting Materials Price List August 2014" attached, for third party material supply. Price list is subject to markup in accordance with Exhibit 2 - Compensation, item 4.3.						
	2) See NFLD Hard-Rock quotation dated 17-September-2014 attached, for third party T45 Drill Supplies pricing. Pricing is subject to markup in accordance with Exhibit 2 - Compensation, item 4.3.						

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**EXHIBIT 2 - APPENDIX D**  
**EQUIPMENT RATE SCHEDULE**

**Revision 4**

Previous revisions per Change Order #0002 (10-Mar-2015),  
Change Order #0005 (9-Aug-2015), and Change Order #0006 (26-Nov-15)

**EQUIPMENT RATE SCHEDULE**

**EQUIPMENT RATE SCHEDULE** - Is revised to incorporate Part 1B and to add three mulchers to Part 2 per Note 4 therein.

**Part 1 – Crushing for Road Capping in Block 7 in June / July / August 2015 (km 20 to km 58)**

Equipment Type	Manufacturer and Model Number	Size	Year	Quantity Available	Rate (\$)								
					First Shift				Second Shift				
					Per Hour	Per Day	Per Week	Per Month	Per Hour	Per Day	Per Week	Per Month	
Jaw Crusher	Sandvik QJ331		2013	1			23,715					23,715	
Cone Crusher	Sandvik QH331		2013	1			23,715					23,715	
Excavator	Cat 330DL		2007	1			14,229					14,229	
Loader	Cat 996		2000	1			10,672					10,672	
Total weekly rate per Part 2							72,331					72,331	
Total weekly rate for the capping jobs in Block 7							68,500					68,500	

**Part 1B – Crushing for Road Capping in Block 7 in September 2015 (km 58 to km 63)**

Equipment Type	Manufacturer and Model Number	Size	Year	Quantity Available	Rate (\$)								
					First Shift				Second Shift				
					Per Hour	Per Day	Per Week	Per Month	Per Hour	Per Day	Per Week	Per Month	
Jaw Crusher	Sandvik QJ331		2013	1			23,715					23,715	
Cone Crusher	Sandvik QH331		2013	1			23,715					23,715	
Excavator	Cat 330DL		2007	1			14,229					14,229	
Loader	Cat 996		2000	1			10,672					10,672	
Total weekly rate per Part 2							72,331					72,331	
Total weekly rate for the capping jobs in Block 7							68,500					68,500	

**Part 2 – All Other Work**

Equipment Type	Manufacturer and Model Number	Size	Year	Quantity Available	Rate (\$)							
					First Shift				First Shift			
					Per Hour	Per Day	Per Week	Per Month	Per Hour	Per Day	Per Week	Per Month
Rock Truck	JD 300D	30 Tonne	2006/Newer	7	165	1,650	9,782	39,130	165	1,650	9,782	39,130
Rock Truck	JD 370		2014	2	215	2,150	12,100	48,400	215	2,150	12,100	48,400
Tractor	Cat D8		2010/Newer	2	290	2,900	17,193	68,774	290	2,900	17,193	68,774
Excavator	JD 330		2005	1	200	2,000	11,858	47,430	200	2,000	11,858	47,430
Excavator	Cat 336EL		2013	1	240	2,400	14,229	56,916	240	2,400	14,229	56,916
Excavator – also in Part 1	Cat 330DL		2007	1	240	2,400	14,229	56,916	240	2,400	14,229	56,916
Excavator	JD 350GLC		2012	2	220	2,200	13,043	52,173	220	2,200	13,043	52,173
Excavator	JD 470GLC		2013	1	290	2,900	17,193	68,774	290	2,900	17,193	68,774
Excavator	JD 240		2006	1	180	1,800	10,672	42,687	180	1,800	10,672	42,687
Excavator	JD 200		2009	1	160	160	9,486	37,944	160	160	9,486	37,944
Dump Trucks	Western Star Tandum Tandum		2013	2	\$80	800	4,743	18,972	80	800	4,743	18,972
Dump Trucks	Western Star Tandum		2011	1	80	800	4,743	18,972	80	800	4,743	18,972
Dump Trucks	Sterling Tandum		2008	2	80	800	4,743	18,972	80	800	4,743	18,972
Graders	Cat 140 VHP or Equivalent		2010 Newer	2	185	1,850	10,968	43,873	185	1,850	10,968	43,873
Atlas Copco Drill	FlexiROC T30R		2013	2	260	2,600	17,654	72,540	260	2,600	17,654	72,540
All Terrain Vehicle	BRD BR100 or Equivalent		2000/Newer	2	60	600	3,557	14,229	60	600	3,557	14,229
Boom Truck	National 18127	40 Tonne	2008/Newer	1	185	1,850	10,968	43,873	185	1,850	10,968	43,873
Utility Truck	Ford E450		2001	1	50	500	2,964	11,858	50	500	2,964	11,858
Pickups	Ford 150		2010/Newer	6	25	250	1,482	5,929	25	250	1,482	5,929
Tractor/Float	Talbert	55 Tonne	2013	1	150	1,500	8,893	35,573	150	1,500	8,893	35,573
Jaw Crusher – also in Part 1	Sandvik QJ331		2013	1	400	4,000	23,715	94,860	400	4,000	23,715	94,860
Cone Crusher – also in Part 1	Sandvik QH331		2013	1	400	4,000	23,715	94,860	400	4,000	23,715	94,860
Screen Crusher	Sandvik QA331		2013	1	300	3,000	17,786	71,145	300	3,000	17,786	71,145
Loader – also in Part 1	Cat 996		2000	1	180	1,800	10,672	42,687	180	1,800	10,672	42,687

**Part 2 (continued)**

Equipment Type	Manufacturer and Model Number		Size	Year	Quantity Available	Rate (\$)							
						First Shift				Second Shift			
						Per Hour	Per Day	Per Week	Per Month	Per Hour	Per Day	Per Week	Per Month
Loader/Snow Clearing	Cat 950			2011	1	180	1,800	10,672	42,687	180	1,800	10,672	42,687
Sand Truck with Plow	Ford 550			2010	1	150	1,500	8,893	35,573	150	1,500	8,893	35,573
Survey spread ( per crew) includes GPS, software, truck and ATV					2	110	1,100	7,500	30,700	110	1,100	7,500	30,700
Dozer	D6			1998	1	120	1,200	7,115	28,458	120	1,200	7,115	28,458
Mulcher	Subcontract NLVC LB 210 with 175hp power pack			2007	1	320	3,200	22,400	96,000	320	3,200	22,400	96,000
Mulcher	JD 210 CW Mulching Head			2014	1	260	2,600	15,415	61,659	260	2,600	15,415	61,659
Mulcher	JD 753J			2014	1	280	2,800	16,601	66,402	280	2,800	16,601	66,402
(4) Mulcher	JD 210				3	280	2,800	16,601	66,402	280	2,800	16,601	66,402
Muskeg	Power Traxx Line Crewzer			2006	1	N/A	650	N/A	15,000	N/A	650	N/A	15,000
(1) Light System	Amanda LT 5000						295				295		
(2) Generator	25kw Wacker Neuson				1		295				295		
(2) Portable heater	Frost Fighter 500 btu				1			900			900		
(2) Drill rig, self-propelled	Sandvik DX800				1	315				315			
(2) Drill rig, self-propelled	Atlas Copco T4				1	315				315			
(2) Dozer	Cat D6	To 30 Apr 2105			1	185				185			
		From 1 May 2015			1	120				120			
(3) Truck			5 tonne		1	50	500	2,964	11,858	50	500	2,964	11,858
(3) Forwarder	Tiger Cat 1050				1				36,600				36,600

(1) Added rate(s) in CHO-CT0327011-0002    (2) Added rate(s) in CHO-CT0327011-0004    (3) Added rate(s) in CHO-CT0327011-0005  
 (4) Added rates(s) in CHO-CT0327011-0008: two in August and one in December 2015.

The currency in the above tables is Canadian Dollars.



**Part 3 – Bulk Emulsion Drilling and Blasting System c/o Newfoundland Hard-Rok**

Description	Subcontractor Rates (\$)	Mark-up on Third Party Rates	Note
Bulk emulsion pump truck	15,000.00 per month	5%	1
Operators for pump truck:	40,000.00 per month	5%	2
Bulk emulsion: Dyno Nobel Titan 1000 SD XL	3.25 per kg	5%	3
Tanker: 20,000 kg	3,000.00 per month	5%	4
<p>Notes:</p> <ol style="list-style-type: none"> <li>1) Regular maintenance and service, tires and rims as required by the conditions, fuel, oil and lubes, and mob and de-mob from St. Sophie, Quebec are extra at cost + 5%.</li> <li>2) Two operators to be engaged to ensure that one operator is on site 10 hours per day, day shifts only, on 14-day-on / 14-day-off rotational shifts. Air travel from Ontario to Blanc Sablon included in rate. Local transportation and accommodations is included in rate. Work beyond 10 hours per day or beyond 14 days per shift and additional travel time are extra.</li> <li>3) Delivery to site included in unit price. To be charged by the delivered tanker load rather than as used with the onsite bulk truck.</li> <li>4) A full tanker to be delivered to site at commencement of work and to be replaced with a full tanker as and when required at no extra cost other than monthly charge. Cost of pick-up of the final tanker at the end of the work is extra.</li> <li>5) Newfoundland Hard-Rok to apply a 2.5% regulatory surcharge to its invoices to Contractor.</li> <li>6) Use of Newfoundland Hard-Rok satellite facility new Red Bay is included at no extra cost but is not suitable for winter work. Winter work would require a heated facility, site set-up, road maintenance, and snow clearing.</li> </ol>			

**NOTES** - unchanged

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**EXHIBIT 8**

**SUBCONTRACTORS, MANUFACTURERS AND MATERIAL SOURCES**

**Revision 2**

**Previously revised per Change Order #0006 (26-Nov-2015)**

**a) Subcontractors**

Subcontractors (whether on-Site or off-Site) and the part of the Work that will be subcontracted to them, along with confirmation of whether they are registered to ISO 9001:2008 or an internationally recognized equivalent quality management standard.

Name of Subcontractor	Location of Subcontractor (country of origin)	Services Provided	ISO registered ("YES" or "NO")*	Relative value of the Work	Any other pertinent information
Newfoundland Hard-Rok Inc.	Newfoundland, Canada	Bulk emulsion drilling and blasting system			
N.R. Kenney Logging Ltd.	Westville, Nova Scotia, Canada	Clearing			

**b) Material Suppliers**

Material suppliers and the material that they will supply, along with confirmation of whether they are registered to ISO 9001:2008 or an internationally recognized equivalent quality management standard.

Material Supplied	Name of Supplier	Location of Supplier (country of origin)	ISO registered ("YES" or "NO")*	Relative value of the Work	Any other pertinent information
None					

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**EXHIBIT 9**

**SCHEDULE**

**Revision 3**

Previous revision per Change Order #0003 (14-Apr-2015)  
and Change Order #0005 (9-Aug-2015)

Schedule – Revision 3

Item	Milestones		Date
	Commencement of Mobilization		07-Aug-2014
	Completion of Access Road onto Right of Way (8 km)		30-Sep-2014
Completion of all Work	Per original contract		30-Apr-2015
	Revised per Change Order #0003		30-Sep-2015
	Revised per Change Order #0005		31-Oct-2015
	Revised per this	Planned	31-Dec-2015
	Change Order #0008	If required to complete electrode line	31-Jan-2016