

AMENDING AGREEMENT

THIS AMENDING AGREEMENT NUMBER 5 is made as of the 17th day of April, 2015.

B E T W E E N:

LOWER CHURCHILL MANAGEMENT CORPORATION, a body corporate constituted pursuant to the Corporation Act, RSNL 1990, c. C-36, as amended, 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 -

SRO CONSULTING SERVICES INC., a body incorporated under the laws of the Province of Newfoundland and Labrador and having its head office in the City of St. John's in the Province of Newfoundland and Labrador (hereinafter referred to as "**Consultant**") of the second part.

WHEREAS an Agreement Number LC-PM-058 entitled Professional Services (hereinafter called the "Agreement") dated the 16th day of March, 2011 was entered into between Company and Consultant;

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. Appendix A – Scope of Work and Compensation, Section 3.4 – Personnel Table 1 to the Agreement is hereby deleted, and Table 1 below is substituted therefore.

Table 1

Name	Classification	Day Rate	Effective Date
Scott O'Brien	Project Manager – Muskrat Falls Generation	\$1,594.39	20-April-2015

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.

LOWER CHURCHILL MANAGEMENT CORPORATION

SRO CONSULTING SERVICES INC.

Per: Paul Kennedy
Title: CONTROLLER (PM)

Per: [Signature]
Title: President

Per: John R. Keon
Title: DEPUTY GENERAL PM

John R. Power, GENERAL PM