

**FORM 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Ontario Power Generation Inc. ("OPG")  
700 University Ave.  
Toronto, Ontario  
M5G 1X6

**Item 2 Date of Material Change**

October 13, 2004

**Item 3 News Release**

A news release reporting the material change (attached hereto as Appendix 1) was released by OPG and disseminated to the financial press by Canada News Wire on October 13, 2004.

**Item 4 Summary of Material Change**

On October 13, 2004, Jake Epp, Chairman of Ontario Power Generation announced the appointment of two new Board members, Donald Hintz and Corbin A. McNeill Jr.

**Item 5 Full Description of Material Change**

The material change is described in the attached press release which is hereby incorporated by reference herein.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

No significant facts remain confidential in, and no information has been omitted from, this report.

**Item 8 Executive Officer**

For further information, please contact Media Relations at 416-592-4008.

**Item 9 Date of Report**

October 14, 2004

## Appendix 1

October 13, 2004

### **Ontario Power Generation Welcomes Additional Board Members**

[Toronto]: Jake Epp, Chairman of Ontario Power Generation (OPG) today announced the election of Donald Hintz, retired President of Entergy Corporation and Corbin A. McNeill, Jr., retired Chairman and Co-Chief Executive Officer of Exelon Corporation, to the company's Board of Directors.

"Increasing nuclear operating expertise on the OPG board was one of the themes of both the Manley Report – 'Transforming Ontario's Power Generation Company' and the 'Report of the Pickering "A" Review Panel'. These individuals collectively bring many years of nuclear management and operating experience to our Board," said Epp.

**Donald Hintz** is the retired President of Entergy Corporation, where he was responsible for Entergy's 30,000 megawatts of generating assets, including 10 nuclear plants. Prior to his appointment as President he spent seven years as President and CEO of Entergy Operations Inc. Here he oversaw the improvement of Entergy's nuclear operations to top quartile performance. Hintz has a Bachelor of Science in Chemical Engineering from the University of Wisconsin, and has completed the Utility Executive Program and the Advanced Management Program at the University of Michigan and the Harvard Business School, respectively.

**Corbin A. McNeill Jr.** is the retired Chairman and Co-Chief Executive Officer of Exelon Corporation, which was formed by the merger of PECO Energy and Unicom Corp. At PECO, he had been Chairman, President and CEO, having joined PECO in 1988 as Executive Vice-President, Nuclear. Prior to PECO, he oversaw nuclear operations at the Public Service Electric and Gas Company and the New York Power Authority. McNeill has a Bachelor of Science degree from the U.S. Naval Academy and has completed the Executive Management Program at the University of California (Berkeley).

"These additions continue to strengthen the Board as it focuses on providing the company with stewardship, while supporting the government with respect to the strategic direction of OPG," said Epp.

Ontario Power Generation Inc. is an Ontario-based company, whose principal business is the generation and sale of electricity in Ontario and to interconnected markets. Our focus is on the risk-managed production and sale of electricity from our generation assets, while operating in a safe, open and environmentally responsible manner.