

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 7, 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 7, 2004.

Item 4 Summary of Material Change

On October 7, 2004, Jake Epp, Chairman of Ontario Power Generation announced the appointment of five new Board members, Gary Kugler, David J. MacMillan, Marie C. Rounding, William (Bill) Sheffield and David G. Unruh. Mr. Epp also accepted the resignation of Kathryn Bouey from the Board of Directors.

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 7, 2004

New Board Members at Ontario Power Generation

[Toronto]: Jake Epp, Chairman of Ontario Power Generation today announced the appointment of five new members to the company's Board of Directors.

"I am pleased to welcome the new members to our Board," said Epp. "Collectively, these new Board members are seasoned business professionals who have knowledge and experience in restructuring large business enterprises, managing capital intensive businesses, the nuclear industry, regulatory affairs and government affairs."

New members of the Board:

Gary Kugler - retired Sr. Vice President of Atomic Energy of Canada, Limited

David J. MacMillan - Non-Executive Director of Killingholme Power Limit

Marie C. Rounding - recently the President and Chief Executive Officer of the Canadian Gas Association. Also served as Chair of the Ontario Energy Board

William (Bill) Sheffield - recently the Chief Executive Officer from SAPPI Fine Papers.

David G. Unruh - Vice Chairman and Director of Westcoast Inc., a Duke Energy Company

In welcoming the new members, Epp confirmed that current Board members C. Ian Ross and James F. Hankinson were re-elected.

"I would like to thank Kathryn Bouey for her valuable efforts and counsel during her term on the Board," said Epp. "I will be making further announcements about additional Board members shortly."

These Board changes continue the building process needed to strengthen the organization. The Board will focus on providing stewardship to the company as well as supporting the government with respect to the strategic direction of OPG.

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.

Additional biographical information in accompanying backgrounder.

Backgrounder

October 7, 2004

Information on New Board Members to Ontario Power Generation

Gary Kugler

Dr. Gary Kugler recently retired from Atomic Energy of Canada, Limited (AECL), where as Senior Vice President, Nuclear Products and Services. He was responsible for delivering major nuclear projects and providing operating station support services to CANDU utilities world-wide. During his 34 years with the AECL, he also held various technical, project management, business development positions. Gary holds a B.Sc. and Ph.D. in nuclear physics from McMaster University.

David J. MacMillan

David MacMillan is non-executive director of Killingholme Power, and has extensive international experience in power projects and financing. He is also a former Vice President and Regional Director of Finance for International Generating Company (InterGen). David holds a B.A. and a M.A. of Economics from McGill University.

Marie C. Rounding

Marie Rounding is the former President and Chief Executive Officer of the Canadian Gas Association (CGA) and served as Chair of the Ontario Energy Board (OEB) from 1992 to 1998. She has extensive background in regulatory and administrative law, and as a leading regulator was involved in the deregulation of the natural gas markets and the early restructuring of the electricity sector in Ontario. Marie is a graduate of Western University of Ontario and Osgoode Law School.

William (Bill) Sheffield

William Sheffield, is the former Chief Executive Officer of Sappi Fine Paper plc., and a former Executive Vice President of International Operations and Corporate Development at Abitibi Consolidated. He has experience in operating large international industries. He also spent 17 years with Stelco. Bill has a B.Sc. in Chemistry from Carleton University, an M.B.A. from McMaster University and completed the Advanced Management Program at INSEAD School of Business, France.

David G. Unruh

David Unruh is Vice Chairman and Director of Westcoast Energy Inc., a Duke Energy company, where he has been involved in natural gas and electricity delivery and trading. Prior to joining Westcoast, David practiced business law in Winnipeg, Manitoba. He has a L.L.B. from the University of Manitoba and an honorary Certified General Accountant degree.