

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

August 13, 2008

Item 3 News Release

A news release announcing the material change (attached hereto as Appendix 1) was released by OPG and disseminated to all Ontario daily newspapers by Canada News Wire on August 14, 2008. It was also posted to the Canada News Wire website.

Item 4 Summary of Material Change

On August 13, 2008, Standard & Poor's announced that it raised OPG's long-term corporate credit rating to "A-" from "BBB+".

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) 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 and 1-877-592-4008, or Investor Relations at 416-592-6700.

Item 9 Date of Report

August 14, 2008

Appendix 1

August 14, 2008

OPG'S LONG-TERM CORPORATE CREDIT RATING INCREASED TO "A-"

[Toronto]: Ontario Power Generation Inc. ("OPG" or the "Company") today reported that on August 13, 2008, Standard & Poor's (S&P) announced that it raised the long-term corporate credit rating on Ontario Power Generation Inc. (OPG) to "A-" from "BBB+". At the same time, S&P affirmed the "A-2" global scale and "A-1(Low)" Canada scale commercial paper rating on OPG. The outlook is stable.

In its announcement, S&P stated that the upgrade in OPG's long-term rating reflects a "closer relationship between the company and its higher-rated owner, the Province of Ontario (AA/Stable/A-1+); and a slightly stronger stand-alone credit profile, given regulatory support and an expected improvement in cash flow metrics". In addition, it was noted that regulatory oversight by the Ontario Energy Board with respect to establishing regulated prices for OPG's baseload nuclear and baseload hydroelectric assets, a diverse generation portfolio, and cost-competitive position support OPG's strong business risk profile. For more information, refer to the S&P press release of August 13, 2008.

In September 2005, S&P affirmed OPG's long-term corporate credit rating at BBB+ and revised its outlook to "positive" from "developing".

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

For further information, please contact: Investor Relations 416-592-6700
1-866-592-6700
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1-877-592-4008