



Transeastern Power Trust

Management's Discussion & Analysis

**For the three months ended
March 31, 2017**

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2017

BASIS OF PRESENTATION

This Management's Discussion and Analysis ("MD&A") of Transeastern Power Trust ("Transeastern" of the "Trust") is dated as of May 29, 2017 and should be read in conjunction with the unaudited condensed interim consolidated financial statements and related notes as at and for the three-month periods ended March 31, 2017 and March 31, 2016. The unaudited condensed interim consolidated financial statements should also be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016, together with the notes thereto. The above referenced filings have been prepared in accordance with IFRS. The above referenced filings have been prepared in accordance with IFRS.

Reference should also be made to the Trust's filings with Canadian securities regulatory authorities, which are available at www.sedar.com. This MD&A is the responsibility of management. The board of directors (the "Board") of Transeastern Power Administrator Inc. (the "Administrator"), the administrator of the Trust, carries out its responsibility for the review and disclosure both directly and through its audit committee.

All amounts are expressed in Canadian dollars (\$) unless otherwise stated. References to Transeastern or the Trust in this MD&A refer to the Trust and its controlled subsidiaries taken as a whole.

TRUST OVERVIEW

Transeastern is an unincorporated open-ended limited purpose trust established under the laws of the Province of Ontario that, through its subsidiaries, generates and sells electricity to licensed electricity buyers in Romania through its portfolio of a 17 MW operational wind project (the "Wind Project"), hydro-electric generation facilities comprised of run-of-river hydroelectric power plants with total capacity of over 4.4 MW (the "Hydro Projects") and two photovoltaic solar power production plants with a total capacity of over 16 MWp (the "Solar Projects" and, together with the Hydro Projects and the Wind Project, the "Projects"). All of Transeastern's Projects are located in Romania.

Transeastern directly and indirectly owns all of the membership rights of Transeastern Power Coöperatief U.A. ("Netherlands Parent"), which owns all of the issued and outstanding shares of Transeastern Power B.V. ("Netherlands Holdco" and, together with the Netherlands Parent, the "Netherlands Subsidiaries"). The Netherlands Subsidiaries jointly own, directly or indirectly, 100% of the Romanian subsidiaries which hold the Projects.

TSX Trust Company, trustee of Transeastern, has delegated most of its powers and duties relating to the operations and governance of Transeastern to the Administrator pursuant to an Administrative Services Agreement dated February 4, 2014. All of the shares of the Administrator are owned by Transeastern Management Inc. (the "Administrator Shareholder"), all of the shares of which are owned by Mr. Eadie, the Chief Executive Officer and Mr. Sood, the Chairman of the Administrator, and are subject to the terms of a unanimous shareholders agreement dated May 28, 2014.

Transeastern qualifies as a "mutual fund trust" and not a "SIFT trust" each as defined in the Income Tax Act (Canada) (the "Tax Act") in accordance with the restrictions set forth in the Trust Indenture dated February 4, 2014. The Administrator is responsible for monitoring Transeastern's investments and holdings of property to ensure Transeastern is not at any time a "SIFT trust" and does not hold any "non-portfolio property" as defined in the Tax Act.

The principal head and registered office of each of the Trust, the Administrator, the Administrator Shareholder and the Trust's Canadian subsidiaries are located at Suite 1800, 181 Bay Street, Toronto, Ontario. References to the Trust herein include reference to the applicable subsidiary where appropriate.

HIGHLIGHTS

- Produced 19,570 MWh of energy for the quarter ended March 31, 2017 generating revenue of \$2,779,970, with \$790,804 from the sale of electricity and \$1,989,166 from the sale of green certificates ("GCs").
- Earned operating margin (revenues less operating expenses) of \$2,001,405 for the quarter, an increase of 218% over the operating margin of \$628,059 for the first quarter of 2016 (see reconciliation of operating margin under "Non-GAAP Measures").
- Incurred a net loss of \$3,833,821 during the quarter (2016: loss of \$553,354) with basic and diluted loss of \$0.08 per unit in the capital of the Trust ("Unit") (2016: loss of \$0.02 per Unit).
- The Trust closed a \$3.8 million secured debt facility on January 20, 2017 and repaid the Sprott debt facility early through a combination of net proceeds from the secured debt facility and the issuance of a one year \$1.47 million unsecured convertible promissory note that bears interest at a rate of 5%.
- During the quarter, the Trust completed a cost rationalization exercise across its Romanian operations that management believes will result in a reduction of annual costs of approximately \$300,000 and improved operating performance of the Trust's hydroelectric assets.

OUTLOOK

The Trust's goals for the remainder of 2017 are to:

- optimize and improve the performance of its current renewable energy portfolio; and
- pursue new acquisitions that are accretive to the Trust and add income generating assets.

REVIEW OF OPERATIONS

Selected Financial Information

The selected financial information in the table below has been derived from the unaudited condensed interim consolidated financial statements as at and for the three month periods ended March 31, 2017 and March 31, 2016.

| | Three months ended | |
|--|--------------------|-------------------|
| | March 31, 2017 | March 31, 2016 |
| | \$ | \$ |
| Revenue | 2,779,970 | 1,306,036 |
| Operating margin ¹ | 2,001,405 | 628,059 |
| Operating expense | 2,442,999 | 2,177,642 |
| Depreciation | 981,788 | 719,471 |
| Other expenses (income) | 4,493,924 | (267,227) |
| Deferred income tax expense | 123,132 | 51,025 |
| Net loss for the Period | 3,833,821 | 553,354 |
| Comprehensive Loss (income) for the Period | 5,648,747 | (1,190,693) |
| Basic and Diluted Loss per share | (0.08) | (0.02) |
| | As at | |
| | March 31, 2017 | December 31, 2016 |
| | \$ | \$ |
| Total assets | 74,574,813 | 75,592,306 |
| Total liabilities | 80,100,671 | 77,184,223 |
| Equity/(Deficit) | (5,525,858) | (1,591,917) |

Note:

⁽¹⁾ Operating margin is a non-GAAP measure calculated by deducting direct operating expenses from revenues. See “Non-GAAP Measures” section for a reconciliation to IFRS figures.

Hydro Projects

The three Hydro Projects are comprised of 10 hydroelectric run-of-river plants in Romania totaling over 4.1 MW of installed power. The Hydro Projects have installed power capacities as follows:

| Hydro Project | Capacity |
|---------------|----------|
| Rott | 1.657 MW |
| Zagra | 0.733 MW |
| Suha | 2.02 MW |

All information provided on the Hydro Projects in this section is as at March 31, 2017 unless otherwise indicated.

Rott

The Rott project is a cascade of two run-of-river generating plants located on the Little Cugir River, approximately 58 km west of Sibiu in the Șureanu Mountains of Romania's Parâng Range in the Southern Carpathians. The Cugir River originates as two tributaries, Raul Mic, or "Little River" and Raul Mare, or "Big River" before their confluence at the town of Cugir in Alba County. The Cugir River then flows north to its confluence with Mureș River. The project develops the hydraulic potential of the Little River (Raul Mic).

| Project Name | Operational Construction Status | Turbine Type | Years of Historical Hydrological Data Available | In-Take Height (mdMN) | Gross Drop (Δh) | Installed Flow (m ³ /s) | Capacity Power (MW) | Pipe (m) | Pipe Diameter (mm) | GCs Available/ MW |
|----------------|---------------------------------|--------------|---|-----------------------|-----------------|------------------------------------|---------------------|----------|--------------------|-------------------|
| <i>ROTT</i> | | | | | | | 1.657 | | | 3.00 |
| <i>Plant 1</i> | Completed in June 2012 | Pelton | 63 | 513.0 | 122.5 | 0.98 | .928 | 3635 | 800 | |
| <i>Plant 2</i> | Completed in June 2012 | Pelton | 63 | 412.0 | 99.5 | 0.98 | .729 | 3845 | 800 | |

Note:

- (1) As a recipient of EU funding, 1.04 of every three GCs are not directly received by Rott until EU funding amount of €1,800,000 is repaid. The value attributed to each GC is based on the formula: 1.04 x yearly production x (the median of the floor and ceiling GC prices taking into account inflation). After repayment of the EU funding, the 1.04 GCs shall be available to Rott. Additionally, by law, 0.96 GC were restricted from trading until March 31, 2017, resulting in one GC being received and immediately tradable of every three GCs awarded.

Rott was fully operational during the quarter, subject to hydrology, and production for the plants was 1,174 MWh for the three months ended March 31, 2017 compared to 466 MWh for the three months ended March 31, 2016.

Zagra

The Zagra project is located in the Rodna Mountains, Bistrita County, on the Zagra River. The Zagra River flows south from Rodna Mountains until its confluence with the Somesul Mare River.

| Project Name | Operational Construction Status | Turbine Type | Years of Historical Hydrological Data Available | In-Take Height (mdMN) | Gross Drop (Δh) | Installed Flow (m ³ /s) | Capacity Power (MW) | Pipe (m) | Pipe Diameter (mm) | GCs Available MW |
|----------------|---------------------------------|--------------|---|-----------------------|-----------------|------------------------------------|---------------------|----------|--------------------|------------------|
| <i>ZAGRA</i> | | | | | | | 1.430 | | | 2.3 |
| <i>Zagra 1</i> | Completed in April 2014 | Pelton | 45 | 880.0 | 126.0 | 0.42 | .450 | 3027 | 600 | |
| <i>Zagra 2</i> | Completed in April 2014 | Pelton | 45 | 754.9 | 74.0 | 0.600 | .310 | 2383 | 700 | |

Zagra was fully operational during the quarter, subject to hydrology, and produced 548 MWh for the three months ended March 31, 2017 compared to 852 MWh for the three months ended March 31, 2016.

Suha

The Suha Project is located in the Dorna Mountains, Suceava County, on the Suha Mare River and Suha Mica River. Both the Suha Mare River and the Suha Mica River flow east toward the Moldova River.

| Project Name | Operational Construction Status | Turbine Type | In-Take Height (mdMN) | Gross Drop (Δh) | Installed Flow (m^3/s) | Capacity Power (MW) | Pipe (m) | Pipe Diameter (mm) | GCs Available MW |
|---------------------|--|---------------------|------------------------------|---|--|----------------------------|-----------------|---------------------------|-------------------------|
| <i>SUHA</i> | | | | | | 2.021 | | | 2.00 |
| <i>Suha Mare</i> | Completed in September 2014 | Francis | 688.0 | 47.0 | 0.800 | .289 | 2040 | 1000 | |
| <i>Valeni</i> | Completed in September 2014 | Pelton | 640.0 | 119.0 | 0.600 | .233 | 8300 | 600 | |
| <i>Poiana</i> | Completed in September 2014 | Francis | 520.0 | 73.0 | 1.100 | .565 | 6405 | 1000 | |
| <i>Maleni</i> | Completed in September 2014 | Francis | 446.0 | 42.5 | 0.850 | .249 | 4525 | 1000 | |
| <i>Gainesti</i> | Completed in December 2014 | Francis | 519.0 | 80.0 | 1.050 | .122 | 7366 | 1000 | |
| <i>Slatina</i> | Completed in October 2014 | Pelton | 438.0 | 70.0 | 0.230 | .563 | 2590 | 600 | |

Suha was fully operational during the quarter, subject to hydrology and pending permit approvals for Slatina and Gainesti power plants, and produced 215 MWh for the three months ended March 31, 2017 compared to 152 MWh for the three months ended March 31, 2016.

Hydro Projects Capital Improvements

Subject to ongoing capital maintenance, Transeastern does not foresee any further significant capital expenditures on the Hydro Projects in the near term.

Solar Projects

SC Power L.I.V.E. One SA (“Power LIVE”) and SC Corabia Solar SRL (“Corabia”) are under full-service long-term operational and maintenance contracts with Renovatio Asset Management, one of the largest private renewable energy asset managers in Europe. Renovatio Asset Management specializes in the management, operation and maintenance services for wind farms and photovoltaic power plants. Renovatio Asset Management is a part of the Renovatio Group and an affiliate of the vendor of the Solar Projects and is the pioneer of renewable energy in Romania having built the first solar park in Romania and developed, built and now manages more than 330MW of wind and 80MW of solar production facilities. In Romania, Renovatio Group is the joint venture partner of EDP Renewables, the largest renewable energy company in the world. Renovatio Group owns over 400 MW of renewable power production facilities in partnership with EDP Renewables.

Power LIVE

The solar photovoltaic plant owned by Power LIVE is a ground-mounted photovoltaic plant located in Gogosaru village, Izvoru, Giurgiu County (Romania).

| Project Name | Operational Construction Status | Installed Capacity (MWp) | Panel Supplier | Panel Type | No. of Panels | Inverter Type | No. of Inverters | No. of Transformers | Land Area (sqm) | GCs Available MW |
|---------------------|--|---------------------------------|-----------------------|------------------------------|----------------------|----------------------|-------------------------|----------------------------|------------------------|-------------------------|
| Power LIVE | Completed in March 2013 | 9.6 | REC | Polycrystalline REC 240Wp | 40,026 | SMA SC800CP-XT | 10 | 10 | 300,000 | 6 ⁽¹⁾ |

Note:

⁽¹⁾ By law, two GCs will be restricted from trading until January 1, 2025, resulting in four GCs being received and immediately tradable.

Power LIVE was fully operational and produced 2,575 MWh for the three months ended March 31, 2017 compared to 2,094 MWh for the three months ended March 31, 2016.

Corabia

The solar photovoltaic plant owned by Corabia is a ground-mounted photovoltaic plant located in Corabia Municipality, Olt County, Romania.

| Project Name | Operational Construction Status | Installed Capacity (MWp) | Panel Supplier | Panel Type | No. of Panels | Inverter Type | No. of Inverters | No. of Transformers | Land Area (sqm) | GCs Available MW |
|---------------------|--|---------------------------------|-----------------------|---|----------------------|----------------------|-------------------------|----------------------------|------------------------|-------------------------|
| Corabia | Completed in February 2013 | 7 | REC | Polycrystalline REC 240PE and REC 250PE | 28,602 | SMA SC500CP | 14 | 7 | 210,000 | 6 ⁽¹⁾ |

Note:

⁽¹⁾ By law, two GCs will be restricted from trading until January 1, 2025, resulting in four GCs being received and immediately tradable.

Corabia was fully operational and produced 1,829 MWh for the three months ended March 31, 2017 compared to 1,623 MWh for the three months ended March 31, 2016.

Wind Project

Baia Wind

The Wind Project is located in Baia village, Tulcea County, Romania. The Wind Project was developed in three stages and commissioned from January 2011 through until March 2012.

| Project Name | Operational Construction Status | Installed Capacity (MW) | Wind Turbine Supplier | Turbine Type | No. of Turbines | Land Area (sqm) | GCs Available/ MW |
|---------------------|--|--------------------------------|------------------------------|---------------------|------------------------------------|------------------------|--------------------------|
| Baia | Jan 2011 - March 2012 | 17 | Vestas | Vestas V90 | 7 (3x V90 3.0 MW + 4 x V90 2.0 MW) | 210,000 | See below table |

Green certificate accreditation for Baia is as follows:

| Park | Installed capacity (MW) | Restricted GCs (GC/MWh) | Tradable GCs (GC/Mwh) | Total No. of GCs available/ MWh |
|------------------------|------------------------------------|------------------------------------|----------------------------------|--|
| Baia 1 | 2 | 1 | 1 | 2 |
| Baia 2 | 5 | 0.35 | 1 | 1.35 |
| Baia 4 | 10 | 1 | 1 | 2 |
| TOTAL Baia Wind | 17 | | | |

Baia was fully operational and produced 13,229 MWh for the three months ended March 31, 2017 compared to 11,945 MWh for the three months ended March 31, 2016.

SUMMARY OF QUARTERLY RESULTS

Given that the Trust acquired the Wind Project in September 2016 and the Solar Projects in July 2015, a comparison of operations between the periods set-out below is not relevant as it is difficult to compare operations over different parts of the year due to the seasonal nature of the respective Projects and the timing of the acquisitions. The following table provides the available summary financial data for the Trust's completed quarters:

| | Three months ended | | | | | | | |
|--|-----------------------------------|-----------------------------------|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|------------------------------------|-----------------------------------|
| | Mar. 31, 2017 (\$) | Dec. 31, 2016 (\$) | Sept. 30, 2016 (\$) | Jun. 30, 2016 (\$) | Mar. 31, 2016 (\$) | Dec. 31, 2015 (\$) | Sept. 30, 2015 (\$) | Jun. 30, 2015 (\$) |
| Revenue | | | | | | | | |
| Electricity | 790,804 | 748,986 | 578,302 | 483,020 | 324,188 | 264,635 | 220,371 | 180,815 |
| Green Certificates Revenue | 1,989,166 2,779,970 | 1,752,786 2,501,772 | 1,955,862 2,534,164 | 1,872,287 2,355,307 | 981,848 1,306,036 | 847,189 1,111,824 | 1,320,378 1,540,749 | 324,257 505,072 |
| Operating Expenses | 2,442,999 | 3,429,593 | 1,974,660 | 958,665 | 2,177,642 | 1,502,097 | 3,355,084 | 1,182,846 |
| Other Expenses (Income) | 4,293,924 | 18,805,904 | 1,053,563 | 327,424 | (267,227) | 3,939,870 | 1,939,823 | 1,669,181 |
| Tax recovery (expense) | 123,132 | (2,131,208) | 41,965 | 95,248 | 51,025 | (104,999) | 53,543 | (8,407) |
| Net Income (Loss) for the period | (3,833,821) | (21,864,923) | (452,094) | 1,164,466 | (553,354) | (4,435,142) | (3,700,615) | (2,355,362) |
| Total Comprehensiv e Income/(Loss) | (3,933,941) | (13,251,416) | (1,706,490) | (4,000,266) | 1,190,693 | (5,516,614) | (1,262,796) | (2,333,759) |
| Basic & Diluted Income (Loss) per Unit | (0.08) | (0.58) | (0.01) | 0.04 | (0.02) | (0.21) | (0.17) | (0.20) |

Quarterly Production Summary

The following table lists the actual production and GCs added to inventory by the Hydro Projects, the Solar Projects and the Wind Project for the quarters ended March 31, 2017 and 2016:

| Project | Power generation for the three months ended March 31, 2017 (MWh) | Power generation for the three months ended March 31, 2016 (MWh) | GCs received for the three months ended March 31, 2017 | GCs received for the three months ended March 31, 2016 |
|---------------------|--|--|--|--|
| <i>Solar</i> | | | | |
| Power Live | 2,575 | 2,094 | 15,450 | 12,564 |
| Corabia | 1,829 | 1,623 | 10,974 | 9,738 |
| <i>Hydro</i> | | | | |
| Rott | 1,174 | 465 | 2,301 | 911 |
| Zagra | 548 | 852 | 1,260 | 1,960 |
| Suha | 215 | 152 | 430 | 304 |
| <i>Wind</i> | | | | |
| Baia ⁽¹⁾ | 13,229 | 11,945 | 21,417 | 19,338 |

Note:

⁽¹⁾ Annual production includes pre-acquisition production figures for the Wind Project for 2016.

Revenue from Sale of Electricity

The Trust, through its Romanian subsidiaries, has energy contracts and GC off take agreements for its hydro production with Industrial Energy SA and sells its solar and wind electricity and GCs to Renovatio Trade.

The production from the Solar Projects for the three months ended March 31, 2017 was higher than 2016 production due to optimal production conditions.

Hydro production for the three months ended March 31, 2017 was higher than 2016 mainly due to operational improvements implemented on the Trust's hydro portfolio.

Wind Project results for the three months ended March 31, 2017 were strong in compared to 2016 due to optimal wind conditions for production.

During the three months ended March 31, 2017, the Trust earned \$1,989,166 of income from restricted and tradable GCs combined which were earned based on the power produced in the power generation summary above. For further details on the Romanian GC Program, see "Key Factors Affecting the Trust's Business" below.

Operating Expenses

Operating expenses for the Projects are comprised of fixed and variable components and represent the costs of maintaining and operating the plants and equipment, including employee salaries, insurance, maintenance, repairs, utilities and supplies and are generally expected to be stable.

Significant components of operating expenses totaling \$2,442,999 for the three months ended March 31, 2017 (\$2,177,642 for the three months ended March 31, 2016) include:

- general and administrative expenses of \$290,785 for the three months ended March 31, 2017 (\$502,159 for the three months ended March 31, 2016) the significant components of which are public entity listing and administrative costs and executive and director salaries;
- the estimated fair value of milestone unit agreements is unchanged from the year end where the estimated fair value of the milestone units was nil reflecting management's expectation that the milestones will not be met (charges of \$136,861 were recorded for the three months ended March 31, 2016);
- \$87,353 in legal and professional fees were incurred for the three months ended March 31, 2017 (\$141,174 for the three months ended March 31, 2016) relating to ongoing reporting issuer compliance advice and services performed on behalf of the Trust; and
- \$304,508 in transaction costs were incurred for the three months ended March 31, 2017 (\$nil for the three months ended March 31, 2016).

Significant components of other expenses totaling \$4,293,924 for the three months ended March 31, 2017 (\$267,227 income for the three months ended March 31, 2016) are:

- \$20,067,000 principal amount of convertible debentures (the "Debentures") reflected on the balance sheet at fair value and, due to the change in the closing price of the Debentures on the TSX Venture Exchange from to December 31, 2016 to March 31, 2017 mark-to-market changes of nil were recorded for the three months ended March 31, 2017 (gain of \$1,376,300 for the three months ended March 31, 2016);
- mark-to-market fair value losses of \$2,072,830 for the three months ended March 31, 2017 were recorded in relation to the outstanding warrants issued by the Trust (\$69,191 for the three months ended March 31, 2016); and
- interest and financing charges of \$2,029,536 for the three months ended March 31, 2017 (\$983,652 for the three months ended March 31, 2016).

During the three months ended March 31, 2017, the Trust completed a cost rationalization exercise across its Romanian operations that management believes will result in a reduction of annual costs of approximately \$300,000 and improved operating performance of the Trust's Hydro Projects.

SUMMARY OF FINANCIAL POSITION

Summarized selected consolidated financial information with respect to the Trust for the last eight quarter ends:

| As at | Mar. 31, 2017 (\$) | Dec. 31, 2016 (\$) | Sept. 30, 2016 (\$) | Jun. 30, 2016 (\$) | Mar. 31, 2016 (\$) | Dec. 31, 2015 (\$) | Sept. 30, 2015 (\$) | Jun. 30, 2015 (\$) |
|--------------------------------------|--------------------------|--------------------------|---------------------------|--------------------------|--------------------------|--------------------------|---------------------------|--------------------------|
| Total Current Assets | 6,167,092 | 7,095,307 | 6,049,477 | 3,194,739 | 3,483,890 | 4,510,564 | 3,767,555 | 6,311,601 |
| Total Current Liabilities | 34,122,941 | 36,273,420 | 17,611,045 | 14,024,976 | 14,006,664 | 12,514,396 | 6,729,204 | 9,407,860 |
| Working Capital deficit | 27,995,849 | 29,178,113 | 11,561,568 | 10,830,237 | 10,522,744 | 8,003,832 | 2,961,649 | 3,096,259 |
| Total Assets | 74,574,813 | 75,592,306 | 85,764,640 | 54,883,792 | 57,149,768 | 60,354,282 | 63,070,166 | 23,101,099 |
| Total Liabilities | 80,100,671 | 77,184,223 | 73,995,848 | 48,914,512 | 52,008,666 | 52,540,929 | 53,005,397 | 22,133,643 |
| Trust capital | 35,324,282 | 35,324,282 | 35,433,575 | 27,407,131 | 26,066,781 | 25,769,159 | 21,961,903 | 10,922,219 |
| Deficit Unitholders Equity (Deficit) | (44,810,782) | (40,976,961) | (19,112,028) | (18,139,492) | (19,303,958) | (18,078,132) | (12,983,097) | (8,720,742) |
| Total Liabilities and Equity | 74,574,813 | 75,592,306 | 85,764,640 | 54,883,792 | 57,149,768 | 60,354,282 | 63,070,166 | 23,101,099 |

The changes in the working capital and financial position from December 31, 2016 to March 31, 2017 are the result of:

- \$117,907 reduction in cash related mainly to cash used in covering interest charges, repaying and restructuring corporate debt and acquiring the Wind Project;
- decreased accounts payable from \$10,410,943 at December 31, 2016 to \$9,801,038 at March 31, 2017 and a decrease in receivables from \$4,894,270 at December 31, 2016 to \$4,812,411 at March 31, 2017;
- prepaid assets decreased from \$691,741 at December 31, 2016 to \$481,399 at March 31, 2017 relating to prepaid insurance, deferred marketing and financing fees incurred in 2016 and expensed in 2017;
- the Trust realized no mark-to-market gains/losses on the Debentures for the three months ended March 31, 2017;
- the Trust issued two short term bridge loan facilities totaling \$1,279,808 during the quarter;
- the Trust closed a \$3,800,000 secured debt facility on January 20, 2017 and repaid the Sprott debt facility early through a combination of net proceeds from the secured debt facility and the issuance of a one year \$1,474,449 unsecured convertible promissory note; and
- an increase in the fair value of warrants of \$2,072,830 for the three months ended March 31, 2017 due to revaluation adjustments principally driven by Unit price volatility used in the estimation of fair value at March 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Trust's objectives when managing capital are primarily to support the creation of Trust unitholder value while ensuring that the Trust is able to meet its financial obligations as they become due.

Financial Condition

The following table summarizes the cash inflows and outflows by activity for the years indicated:

| | Three months ended | |
|--|----------------------|----------------------|
| | March 31, 2017 | March 31, 2016 |
| | \$ | \$ |
| Cash generated by (used in) | | |
| Operating activities | (957,373) | 516,184 |
| Financing activities | 838,768 | (1,481,574) |
| Net increase (decrease) in cash | (117,907) | (967,548) |
| Cash and cash equivalents at end of period | 122,746 | 743,523 |
| | | |
| | As at March 31, 2017 | As at March 31, 2016 |
| | \$ | \$ |
| Current Assets | 6,167,092 | 3,483,890 |
| Current Liabilities | 34,122,941 | 14,006,664 |
| Working Capital | (27,955,849) | (10,522,744) |

Cash flows from operations are generally impacted by variability in the timing and velocity of wind, hydrology levels, hours of sunlight as well as the operational capability of the Projects. For the three months ended March 31, 2017, the Trust had operating cash outflows of \$957,373 compared to inflows of \$516,184 for the three months ended March 31, 2016.

Net Financing cash inflows for the three months ended March 31, 2017 were \$838,768 compared to outflows of \$1,481,574 for the three months ended March 31, 2016. The inflows in 2017 relate to the secured debt facility and bridge financing issuances during the quarter.

The Trust has a number of long term financial liabilities outstanding on which there are ongoing principal and interest obligations:

| | |
|-----------------------------|----------------------|
| Within 1 year | \$ 12,648,714 |
| 1 – 5 years | 68,048,431 |
| Greater than 5 years | 3,679,149 |
| | \$ 84,376,294 |

The Trust did not have sufficient funds to meet the interest payments due June 30, 2016 or December 31, 2016 on the initial series of Debentures (the "Series 1 Debentures"). The Trust received consent of the holders of Series 1 Debentures, by extraordinary resolution, for the extension of the time for payment of interest owing on the Series 1 Debentures until May 1, 2017. The Trust did not have sufficient funds to meet the interest payments due on May 1, 2017 and will seek the consent of the holders of Series 1 Debentures for a further extension of the time for payment and waiver of the event of default. The Trust did not have sufficient funds to meet the interest payment due on December 31, 2016 on the Series 2 Debentures. The Trust is seeking the consent of the holders of Series 2 Debentures for an extension of the time for payment and a waiver of the

event of default. The failure of the Trust to pay interest within 30 days of when it is due constitutes an event of default pursuant to the indenture governing the Debentures. There are no assurances that the debenture holders will grant the extensions of the time for payment or that they will not exercise their rights pursuant to the indenture governing the Debentures.

OFF-BALANCE SHEET ARRANGEMENTS

As of the date of this filing, the Trust does not have any off-balance sheet arrangements.

COMPLETED TRANSACTIONS

Secured Debt Facility

On January 20, 2017, the Trust closed \$3.80 million of the potential \$10 million secured debt facility (the “New Debt Facility”) with a three year term, subject to a one year extension at the option of the Trust under certain conditions. Interest is payable on the New Debt Facility at a rate of 5% per annum, compounding semi-annually. The Debt Facility is secured by a first charge over the assets of each of the Trust and its subsidiaries, with the exception of certain of its Romanian operating subsidiaries.

Repayment of Debt Facility

On January 20, 2017, the Sprott debt facility was fully repaid by a combination of a cash payment from the proceeds of the New Debt Facility and the issuance a \$1.47 million unsecured convertible promissory note that bears interest at a rate of 5%, has a one year term, is convertible at the option of the holder into Units at a price of \$0.31 per Unit or, if the note is not fully converted or paid by the maturity date, is automatically converted into Units at a price equal to the volume weighted average price for the five trading days before maturity less the maximum discount allowed under the rules of the TSXV.

Bridge Financings

On March 8, 2017, the Trust issued a term promissory note (the “First Bridge Note”) to an arm’s length party in the principal amount of \$1,000,000 that bears interest at a rate of 5% annum. The First Bridge Note is due on July 7, 2017 and is convertible at the option of the Trust into Units on maturity if the Trust completes an equity financing of at least \$5,000,000. Subject to the approval of the TSXV, the principal and accrued interest is convertible into units at a price per Unit equal to the volume weighted average trading price of the Units as they trade on the TSXV for the five trading days prior to the maturity date (the “Five Day VWAP”), less a 15% discount if the Five Day VWAP is \$0.50 or more or a 25% discount if the Five Day VWAP is less than \$0.50.

On March 16, 2017, the Trust issued a term promissory note (the “Second Bridge Note”) to an arm’s length party in the principal amount of US\$210,000 that bears interest at a rate of 5% annum. The Second Bridge Note is due on July 17, 2017 and is convertible at the option of the Trust into Units on maturity if the Trust completes an equity financing of at least \$5,000,000. Subject to the approval of the TSXV, the principal and accrued interest is convertible into Units at a price per Unit equal to the volume weighted average trading price of the Units as they trade on the TSXV for the five trading days prior to the maturity date (the “Five Day VWAP”), less a 15% discount if the Five Day VWAP is \$0.50 or more or a 25% discount if the Five Day VWAP is less than \$0.50.

Subsequent to the quarter end, on May 9, 2017, the Trust issued a term promissory note (the “Third Bridge Note”) to an arm’s length party in the principal amount of \$400,000 that bears interest at a rate of 5% annum. The Third Bridge Note is due on July 7, 2017. If \$220,000 of principal of the Third Bridge Note is repaid by May 31, 2017, the balance of the Third Bridge Note will be forgiven. Also on May 9, 2017, the First Bridge Note and Second Bridge Note were amended to remove the notes’ respective conversion features.

RELATED PARTY TRANSACTIONS

Apart from the transactions disclosed elsewhere in the unaudited condensed interim consolidated financial statements, all transactions are in the normal course of business and are recorded at the exchange value agreed to by the related parties. Inter-company transactions and balances are eliminated upon consolidation. Key management of the Trust consists of members of the board of directors and officers of the Trust and Administrator. During the three months ended March 31, 2017, the Trust expensed \$233,895 (2016 - \$315,227) of salaries and benefits to the officers of the Trust in addition to \$32,500 (2016 - \$32,500) in directors’ fees, which are included in general and administrative expenses. As at March 31, 2017, the Trust has amounts payable of \$566,759 (2016 - \$334,183) to related parties consisting of deferred salaries, advances to the Trust as well as reimbursement of payments of expenses incurred on behalf of the Trust.

Renovatio Group Limited (“RGL”) holds significant influence over the Trust and is a related party. The Trust sells power and green certificates to RGL and has operations and maintenance contracts with subsidiaries of RGL. During the three months ended March 31, 2017, the Trust expensed \$677,222 (2016

- \$229,607) of operations and maintenance and balancing fees and recognised \$595,503 (2016 - \$711,742) in sales of power and green certificates to RGL and its subsidiaries. As at March 31, 2017, the Trust has \$330,739 (2016 - \$536,090) in accounts receivable from and \$614,283 (2016 - \$843,396) in accounts payable to RGL.

NEW ACCOUNTING PRONOUNCEMENTS

A number of new standards and amendments to existing standards are not yet effective for the year ended December 31, 2016, and have not been applied in preparing these consolidated financial statements. Transeastern does not intend to early adopt any of the following amendments to existing standards and does not expect the amendments to have a material impact on the financial statements, unless otherwise noted.

i. Revenue: In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers (IFRS 15). IFRS 15 is effective for periods beginning on or after January 1, 2018 and is to be applied retrospectively. IFRS 15 clarifies the principles for recognizing revenue from contracts with customers. The extent of the impact of adoption of IFRS 15 has not yet been determined.

ii. Financial Instruments: In July 2014, the IASB issued IFRS 9, Financial Instruments (IFRS 9). IFRS9 replaces the existing guidance in IAS 39, Financial Instruments: Recognition and Measurement (IAS 39). IFRS 9 includes revised guidance on the classification and measurement of financial assets, a new expected credit loss model for calculating impairment on financial assets and new hedge accounting requirements. It also carries forward, from IAS 39, guidance on recognition and derecognition of financial instruments. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption of the new standard

permitted. The Trust does not intend to early adopt IFRS 9. The extent of the impact of adoption of IFRS 9 has not yet been determined.

iii. Leases: In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The extent of the impact of adoption of IFRS 16 has not yet been determined.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses and other income during the year.

Judgments, estimates and assumptions are periodically evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas of judgment, estimate and assumptions that have the most significant effect on the amounts recognized in the financial statements are as follows:

Fair Value of Long Lived Assets and Impairment Assessments

The Trust has completed several acquisitions since its inception and at the conclusion of each acquisition, the Trust has assessed the Trust's acquired assets and liabilities in order to determine the fair value of the assets acquired. Post-acquisition, the Trust periodically assesses whether there are indications that an impairment might exist in the carrying values of the acquired companies, where there are indications, the fair value of the assets is assessed and compared to their carrying value. Assessing the fair value requires assumptions regarding forecasted prices of power, GC allotments, exchange rates, production costs, hydrology, wind, sunlight hours, cost of future maintenance and capital expenditures and discounting. Changes in any of the assumptions or estimates used in determining the fair values could impact the carrying values and require impairment analysis.

The Trust performs impairment assessments over the course of the reporting period as and when there are significant changes in circumstances or, at a minimum, annually. Where an indicator of impairment exists, an estimate of the recoverable amount is made, which is the higher of the fair value less costs to sell and value in use. The determination of the recoverable amount requires the use of fair value estimates and assumptions as noted above.

The Trust is also required to revalue certain financial instruments, including convertible debentures and warrants at each reporting period end. Assessing the fair value requires assumptions regarding Unit and Debenture pricing, risk free interest rates and volatility. Changes in any of the assumptions or estimates used in determining the fair values could impact the carrying values of these financial instruments.

CAPITAL MANAGEMENT

The Trust manages its capital with the objective of ensuring sufficient financial flexibility to achieve the ongoing business objectives including funding Trust unitholder distributions, improving and maintaining the operation of Trust assets and the pursuit of accretive acquisitions.

The Trust monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Trust may manage its capital structure by issuing new Units, taking on debt, acquiring cash through acquisitions or disposing of assets. The capital structure is reviewed by management and the board of directors on an ongoing basis.

To date, the Trust has been dependent on external financing to fund its activities. In order to continue to achieve its capital objectives, the Trust will attempt to spend/invest its existing working capital and raise additional amounts as needed.

The Trust considers its capital to be equity, comprising all aspects of unitholder equity, secured debt, convertible debentures and notes payable.

The Trust manages capital through its financial and operational forecasting processes including working capital forecasts and forecasts of future operational cash flows from the Projects. The Trust budget is regularly updated based on actual experience and summary forecast information is frequently provided to the Board.

NON-GAAP MEASURES

The Trust has included non-IFRS performance measures in this MD&A.

Operating margin is calculated by deducting cost of sales from revenues. Accordingly, these are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures do not have a standardized meaning prescribed by IFRS and may not be comparable to similar measures presented in other companies.

Reconciliation of operating margin:

| | Three months ended | |
|------------------------------|---------------------------|-----------------------|
| | March 31, 2017 | March 31, 2016 |
| | \$ | \$ |
| Total revenue | 2,779,970 | 1,306,036 |
| Less: | | |
| Direct Operating Expenses | 778,565 | 677,977 |
| Operating margin | 2,001,405 | 628,059 |
| Less: | | |
| Depreciation | 981,788 | 719,471 |
| Other expenses and taxes | 4,853,438 | 461,942 |
| Income (Loss) for the period | (3,833,821) | (553,354) |

SUMMARY OF OUTSTANDING SECURITIES

The authorized capital of the Trust consists of an unlimited number of Units, of which 48,958,403 Units are issued and outstanding as of the date of this MD&A.

The Trust has issued 15,538,045 Unit purchase Warrants (“**Warrants**”) with each Warrant being exercisable into a Unit for a period of 36 months from the date of issuance, subject to applicable acceleration provisions. A total of 15,011,848 of the Warrants are exercisable at \$1.00 per Unit, 435,934 of the Warrants are non-transferable broker warrants exercisable at \$1.00 per Unit and 90,263 of the Warrants are non-transferable broker warrants exercisable at \$1.20 per Unit. The Trust has also issued \$20,067,000 principal amount of Debentures convertible into 16,053,600 Units and has issued 225,000 Restricted Units (“RTUs”) under the Trust’s RTU plan. Further, up to 3,000,000 Units are issuable pursuant to existing milestone unit agreements the Trust in the event that the Trust achieves certain milestones over the periods covering any one of (i) the first full 12 fiscal quarters; (ii) the first 16 fiscal quarters; or (iii) the first 20 fiscal quarters after March 31, 2014. Subsequent to December 31, 2016, the Trust issued a promissory note totalling \$1,474,449 convertible into 4,756,287 Units and a second promissory note with a principal amount of \$1,000,000 which is convertible into 1,886,792 Units. The number of Units issuable on the conversion of the Bridge Note is determined at maturity pursuant to the formula provided (see “Completed Transactions”).

Assuming the exercise or conversion of all of the Trust’s outstanding convertible securities an aggregate of 90,418,128 Units would be issued and outstanding on a fully diluted basis.

KEY FACTORS AFFECTING THE TRUST’S BUSINESS

Licensing and Accreditation

In Romania, there are two regulatory licenses that are needed under applicable Romanian legislation for renewable power projects under the renewable support scheme. A producer needs: (i) a production license; and (ii) GC accreditation which grants the producer a certain number of GCs per MWh of production. Both licenses are granted by National Energy Regulation Authority of Romania (“ANRE”). The GC accreditation is enforced by the transmission system operator Transelectrica SA (“Transelectrica”) which monitors energy production and awards the GCs based on this production. The regulatory licenses for the Hydro Projects remain valid and up to date.

The Romanian Green Certificate Program

Domestic incentive programs for renewable power vary across Europe, with some markets adopting a feed-in tariff (FIT) system (e.g., Spain and Germany) and other markets adopting a quota-based system (e.g., Italy, the UK, Sweden and Poland). On March 31, 2017, Romania issued Law 23/2014 and the Governmental Emergency Ordinance 24/2017 (the “2017 Law”) which included significant changes in the GC market.

Depending on the source of energy they use, producers receive a different number of GCs. The list of eligible technologies includes wind, solar and biomass generation, as well as hydroelectric plants with a capacity less than or equal to 10 MW, commissioned or modernized from 2004 onwards. All of the Projects meet these criteria. Producers using different technologies receive a different number of GCs per MWh of renewable electricity generation. For most producers (including Baia, Corabia, Power LIVE, Rott and Zagra), the GC system is available for the first 15 years of operation from the date that the plant receives accreditation (approval into the GC program once a plant is operational). For others, including Suha which consists of refurbished plants, it is available for 10 years. According to 2017 Law, GCs issued before March 31, 2017 are valid for 12 months from the date of issuance and GCs issued after March 31, 2017 are valid until March 31, 2032.

GCs must be purchased by the energy suppliers from the producers of energy to whom they are issued, or parties to whom such producers have transferred such GCs. 2017 Law replaced the procurement quota established by ANRE on an annual basis using calculation methodology set by law which takes into account forecasted information including percentage of gross energy consumption to come from renewable generation, the associated Banding level and the estimated final electricity consumption with a static quantity of GCs which have to be procured by suppliers.

Electricity suppliers are obliged to hold GCs in accordance with the amount of electricity they supply to customers on a quarterly basis. Based on laws implemented during 2015, within 45 days of the end of each quarter, ANRE checks the number of GCs that each supplier should have acquired for the supplied energy to their end consumers. Suppliers holding insufficient GCs (less than 90% of the required GCs) will be liable to a fine for each one outstanding. The fine is adjusted annually. GCs are awarded to producers on a monthly basis (approximately 15 days following month-end) by the Transmission and System Operator 'TSO' and can be traded on a central market administered by the Romanian Gas and Electricity Market Operator, 'OPCOM'.

GCs are awarded to producers on a monthly basis by the TSO and can be traded on a central market administered by OPCOM. GC transactions are subject to a minimum and maximum price per GC. This mechanism gives power producers a hedge against inflation by linking the range of potential revenues realized from GC sales to prevailing inflation rates.

In the summer of 2013, the Romanian government issued a law which, among other items, restricted the ability to trade specific numbers of GCs. With respect to energy produced by hydroelectric plants, this law restricts the trading of one of the three GCs issued for each MWh produced by new hydroelectric plants with installed power up to a maximum of 10 MW. With respect to energy produced by solar plants, this law restricts the trading of two of the six GCs issued for each MWh produced by solar plants. With respect to energy produced by wind, this law restricts the trading of one out of two GCs issued for each MWh produced. The 2017 Law substantively changes the restricted period from the restricted GCs being tradeable after March 31, 2017 to the start date of January 1, 2018 for restricted GCs for wind production and January 1, 2025 for restricted GCs issued to solar plants.

Rott is accredited to receive three GCs for each MW delivered into the grid, of which: (i) one GC is receivable by the Trust and is tradable immediately; (ii) 0.96 of a GC was granted and restricted from trading until March 31, 2017; and (iii) 1.04 GCs are used to retire an interest-free EU loan on Rott (the "EU Loan").

Rott received the EU Loan in February 2014. Based on the terms of this loan, the number of tradable GCs issued to Rott to date were re-assessed, as the project operated with two tradable GCs between receiving approval for the EU Loan and the actual funding of this loan. The project was re-assessed with: (i) a lower number of tradable GCs (0.96 GCs); and (ii) with a GC clawback to cover the period that the project received the full number of tradable GCs. The clawback period is now complete and Rott is now entitled to receive the 1.96 GCs as set out above.

Zagra was re-licensed and re-accredited in June 2014 to receive 2.3 immediately tradable GCs for each MW delivered into the grid while Suha receives two immediately tradable GCs for each MW delivered into the grid.

The Solar Projects, are entitled to four immediately tradable GCs plus another two GCs which are restricted from trading until January 1, 2025 for each MW delivered into the grid.

Green certificate accreditation for Baia is as follows:

| Park | Installed capacity (MW) | Restricted GCs (GC/MWh) | Tradable GCs (GC/Mwh) | Total No. of GCs available/ MWh |
|------------------------|------------------------------------|------------------------------------|----------------------------------|--|
| Baia 1 | 2 | 1 | 1 | 2 |
| Baia 2 | 5 | 0.35 | 1 | 1.35 |
| Baia 4 | 10 | 1 | 1 | 2 |
| TOTAL Baia Wind | 17 | | | |

Competitive Conditions

Competitive conditions do not play a significant role in Transeastern’s operations. From an operational perspective, power produced by the Projects is sold through one or more bilateral contracts that are posted on the Centralized Market for Bilateral Contracts, on OPCOM ‘CMBC’.

From an acquisition perspective, the hydroelectric, solar and wind power markets in Romania are fragmented with many small power producers. The size of project that Transeastern anticipates focusing on for future acquisitions will not generally be the target of larger power production companies. As Transeastern completes acquisitions, aggregates more power projects and becomes a larger power producer, it expects that its market position and competitive factors may change.

Hydro Projects

Run-of-river power plants typically have a weir or diversion structure across the width of the river. This weir contains an intake structure, often consisting of a trash rack, an intake screen, and de-sanding elements to conduct the water into the penstock. These installations have a small reservoir behind the diversion to keep the intake flooded and reduce icing problems.

The output of a run-of-river hydroelectric plant is generally dependent on the watershed or drainage basin that feeds the particular river where the project is located. Apart from the constant flows of the river and constant runoff from variable annual precipitation, the spring snow melt and seasonal precipitation create periods of high flow, while flows generally diminish during the winter and summer dry seasons. A run-of-river power plant has little or no capacity for energy storage and therefore periods of low flow create periods of low electricity production.

In order to mitigate Transeastern’s dependence on one watershed or one predominant weather system or micro climate, Transeastern chose to acquire the Hydro Projects on different water basins and on different sides of the mountain range. In Romania run-of-river hydro projects are generally located on the Carpathian Mountains. This range stretches across Romania like a horseshoe and because of this shape there are distinct weather systems that come from the south, north and west that push up against the mountains and deposit precipitation. The Hydro Projects are located in two regions which are geographically close to each other but are located on different areas or slopes of the mountains. Although the Hydro Projects will all be influenced by the same regional climate, all the projects will be influenced by different micro climates as they sit on different regions and aspects in the greater Carpathian Mountain range. Although Transeastern plans to mitigate hydrology risk further through additional future acquisitions, the Hydro Projects give Transeastern some diversity by mitigating the hydrology risk that would exist for assets located in one weather system.

Generally, production will reach a peak after the gradual meltdown of snow that has accumulated on the mountains. This is usually called “spring melt” or “runoff”. Additionally, the Hydro Projects are located in areas with good rainfall conditions, which add extra flow to the rivers to keep the power plants operational through the year.

Peak consolidated power production by the Hydro Projects is generally expected to occur during the second quarter of the year, with the monthly peak occurring in May.

As Transeastern diversifies its holdings through future acquisitions, monthly production is expected to become less variable through adding wind generation to the portfolio as well as more diversity in the location of the Hydro Projects.

Solar Projects

The acquisition of the Solar Projects decreased monthly variability in overall production as solar generation peaks during the summer months when run of river production is low due to hydrology. The output of a solar project is generally dependent on the amount of sunlight feeding into the solar cells. The peak period for sunlight runs from April to October and is highly correlated to the number of hours of sunlight in a day. A solar park has little or no capacity for energy storage and therefore periods of low sunlight create lower electricity production.

Peak consolidated power production by the Solar Projects is generally expected to occur during the third quarter of the year, with the monthly peak occurring in July.

Wind Project

The acquisition of the Wind Project further decreases the monthly variability in overall production as wind generation peaks during the winter months when solar production is low. The output of a wind project is generally dependent on the speed and availability of wind. The peak period for wind in the area of the Wind Project runs from January to April and from September to December. A wind project has no capacity for energy storage and therefore periods of low wind create lower electricity production.

Peak consolidated power production by the Wind Project is generally expected to occur during the first and fourth quarter of the year, with the monthly peak occurring usually in winter months.

Environmental Protection

Run-of-river hydroelectric power generation produces virtually no emissions and returns the original fuel source, water, into the river. Run-of-river facilities provide a smaller hydro generation option with a smaller footprint than traditional reservoir technology and operate with the seasonality of water flow within a given area. Run-of-river facilities also have a minimal impact on surrounding vegetation, fish, bird and wildlife habitats.

Solar power generation produces virtually no emissions. The post-production potential environmental impacts generally associated with solar power production are land use and habitat loss. Solar facilities have a minimal impact on surrounding land and animal habitat.

Wind power generation produces virtually no emissions. The post-production potential environmental impacts generally associated with wind power production are land use, noise effect and interference with the flight patterns of birds. The Wind Project will have a minimal impact on surrounding land, communities and animal habitat, mostly due to the isolated location of the project.

There are a number of different areas of environmental policy that are important to the power sector in Romania and have direct bearing on the Trust and other renewable energy producers in Romania, namely compliance with the following legislation and policies: (i) the Kyoto Protocol and the EU Emissions Trading Scheme; (ii) Large Combustion Plant Directive and the Industrial Emissions Directive; and (iii) the EU Renewables Directive.

These policies impact wholesale electricity prices indirectly by changing asset investment and retirement decisions, as well as directly impacting the costs of generation. The Trust is aware of two current legislative proposals applicable in Romania that would enact a feed in tariff (“FIT”) scheme for renewable energy producers with a name plate capacity of less than 1000 Kw (1 Mw) and 500 Kw (0.5 Mw).

If enacted, such a scheme may have a positive impact on the Trust’s assets by providing long-term fixed pricing with a stable counterparty for the sale of its energy produced as all of the Suha projects are under 1 MW and Zagra 1 and Zagra 2, which share a connection point, are also under 1000 Kw. The 1000 Kw proposal is currently at the EU parliament for approval while the 500 Kw proposal has been approved at the EU level and by the Romanian regulators and is now at the Romanian competition council for approval as a final step prior to implementation.

The Trust has been advised by ANRE that the 500 Kw FIT scheme can be implemented in the market within 30 days of the approval from the Romanian competition council. The Trust is waiting for further information on such proposals in order to assess its economic viability for the Trust.

Specialized Skills and Knowledge

Transeastern relies on the specialized skills of management and consultants in the areas of evaluation of construction, plant operation and maintenance, business negotiations and management. The loss of any of these individuals could have an adverse effect on Transeastern. Transeastern will continue to engage specialized skilled contractors if and when needed.

Inflation and Foreign Exchange

The key sources of revenue for the Trust are directly linked to inflation in the European Union. The floor and ceiling trading prices for GCs are subject to an annual inflation factor based on the EU inflation index. Local spot electricity prices are a function of market forces including inflation. This mechanism gives power producers a hedge against inflation by linking the range of potential revenues realized from GC sales to prevailing inflation rates. To mitigate these pricing risks, the Trust negotiated and entered into the Power and GC Purchase Agreements.

The Trust’s operations are subject to fluctuations in currency. All of the operating assets of the Trust are currently located in Romania. The Projects’ revenues are also received in RON or Euros. Interest and principal payments to Netherlands Holdco under certain intercompany loan agreements are denominated in Euros and any distributions paid by the Projects on their shares are denominated in Euros.

The Trust, on the other hand, raises capital and pays interest and principal on the Debentures and any distributions to Trust unitholders in Canadian dollars. The Trust also expects to raise funds primarily from the sale of offered securities in Canadian dollars and invest indirectly through its subsidiaries in Romanian assets, using Euros and RON. Thus, when the Canadian dollar increases in value against the Euro and/or the RON, the Trust’s indirect investments in Romanian assets will be less expensive; however, the value of distributions received by the Trust directly or indirectly from subsidiaries will also be reduced. When the Canadian dollar decreases in value against the Euro and/or RON, the cost of the Trust’s indirect investments in Romanian assets will be more expensive. However, the value of distributions received by the Trust directly or indirectly from the subsidiaries will increase.

The Trust may in the future utilize derivative instruments in order to manage exposures to changes in foreign currency rates and to mitigate the currency risk impact on the long-term sustainability of distributions to Trust unitholders and payments to holders of Debentures. The Trust may also change its offering currency or pursue other measures to mitigate its currency risk exposure.

RISKS AND UNCERTAINTIES

The Trust and its operations are subject to various business, financial and operational risks that could materially adversely affect the Trust's future business, operations and financial condition and could cause such future business, operations and financial condition to differ materially from the forward-looking statements and information contained in this MD&A. For a more comprehensive discussion on the risks faced by the Trust, please refer to the Trust's management's discussion and analysis for the year ended December 31, 2016.

FORWARD LOOKING INFORMATION

Certain statements contained in this MD&A constitute "forward-looking statements". All statements other than statements of historical fact contained in this MD&A, including, without limitation, those regarding the Trust's future financial position and results of operations, strategy, plans, objectives, goals and targets, future developments in the markets where the Trust participates or is seeking to participate and any statements preceded by, followed by or that include the words "believe", "expect", "aim", "intend", "plan", "continue", "will", "may", "would", "anticipate", "estimate", "forecast", "predict", "project", "seek", "should" or similar expressions or the negative thereof, are forward-looking statements. These statements are not historical facts but instead represent only the Trust's expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

Additional factors that could cause actual results, performance or achievements, to differ materially include, but are not limited to, the risk factors discussed herein under the section heading "Risks and Uncertainties". Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this MD&A are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Trust. These forward-looking statements are made as of the date of this MD&A and the Trust assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in this MD&A are based on numerous assumptions regarding the Trust's present and future business strategies and the environment in which the Trust will operate in the future, including assumptions regarding expected energy prices, business and operating strategies, future acquisitions and the Trust's ability to operate its facilities on a profitable basis.

Some of the risks which could affect future results and would cause results to differ materially from those expressed in the forward-looking statements contained herein include: risks related to foreign operations (including various political, economic and other risks and uncertainties), the interpretation and implementation of the energy law, expropriation of property rights, political instability and bureaucracy, limited operating history, lack of profitability, high inflation rates, failure to obtain bank financing, fluctuations in currency exchange rates, competition from other businesses, reliance on various factors (including local labour, importation of machinery and other key items and business relationships), risks related to seasonality (including adverse weather conditions, shifting weather patterns, and global warming), a shift in energy trends and demands, a shift in energy generation in the European Union, vulnerability to fluctuations in the world market, the lack of availability of qualified management personnel and stock market volatility.

Risks may materially and adversely affect the Trust's business, financial condition, results of operations and/or the market price of the Trust's securities.