

Independent Practitioner's Reasonable Assurance Report on Compliance

To the Alberta Utilities Commission:

We have undertaken a reasonable assurance engagement of the accompanying statement of Direct Energy Partnership's ("DEP") compliance during the period January 1, 2017 to December 31, 2017, with the Code of Conduct Regulation (the "Code") which came into effect on January 1, 2016.

Management's Responsibility

Management is responsible for measuring and evaluating DEP's compliance with the Code and for preparing DEP's statement of compliance as per Subsection 33(2) of the Code. Management is also responsible for such internal control as management determines necessary to enable DEP's compliance with the Code.

Our Responsibility

Our responsibility is to express a reasonable assurance opinion on management's statement based on the evidence we have obtained. We conducted our reasonable assurance engagement in accordance with Canadian Standard Assurance Engagements 3530, *Attestation Engagements to Report on Compliance*. This standard requires that we plan and perform this engagement to obtain reasonable assurance about whether management's statement is fairly stated, in all material respects.

Reasonable assurance is a high level of assurance, but it is not a guarantee that an engagement conducted in accordance with this standard will always detect a material instance of non-compliance with specified requirements when it exists. Instances of non-compliance can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users of our report. A reasonable assurance compliance reporting engagement involves performing procedures to obtain evidence about management's statement of the entity's compliance with the Code. The nature, timing and extent of procedures selected depends on our professional judgment, including an assessment of the risks of material misstatement of management's statement, whether due to fraud or error, and involves obtaining evidence about management's statement.

We conducted this reasonable assurance engagement required under the Code using a risk-based approach. Under this approach, reasonable assurance engagement activities were focused on areas where the risk of non-compliance and/or the impact of non-compliance with the Code was assessed as high. We then obtained evidence regarding processes DEP had in place to ensure compliance with the Code and reduce the impact of non-compliance. We then used the evidence to form an opinion, and subsequently report on, the degree to which the processes were implemented and followed.

We believe the evidence we obtained is sufficient and appropriate to provide a basis for our opinion. Information relevant to DEP's compliance with the Code is set out in management's Annual Compliance Report.

Our Independence and Quality Control

We have complied with the relevant rules of professional conduct / code of ethics applicable to the practice of public accounting and related assurance engagements, issued by various professional accounting bodies, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Canadian Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance Engagements* and, accordingly, maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Opinion

In our opinion, management's statement, that DEP complied with specific requirements established in the Code during the period January 1, 2017 to December 31, 2017, is fairly stated, in all material respects.

We do not provide a legal opinion on DEP's compliance with the Code.

Purpose of the Statement

Management's Annual Compliance Report has been prepared to report to the Alberta Utilities Commission complaints or instances of non-compliance with the Code during the period January 1, 2017 to December 31, 2017. As a result, management's statement of compliance may not be suitable for another purpose.

Calgary, Alberta

February 11, 2019

MNP LLP

Chartered Professional Accountants