

power **growth** precision



Quarterly Report of

MAXIM POWER CORP.

First Quarter Ended March 31, 2008 and 2007
(unaudited)



Form 52-109F2 – Certification of Interim Filings

I, John R. Bobenic, the Maxim Power Corp. Chief Executive Officer, certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of Maxim Power Corp., (the issuer) for the interim period ending March 31, 2008;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings;
3. Based upon my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings;
4. The issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures for the issuer and internal control over financial reporting for the issuer, and we have:
 - a. Designed such disclosure controls and procedures, or caused them to be designed under our supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the interim filings are being prepared; and
 - b. Designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuers GAAP; and
5. I have caused the issuer to disclose in the interim MD&A any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent interim period that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

Date: May 12, 2008

"signed"

John R. Bobenic
President & CEO



Form 52-109F2 – Certification of Interim Filings

I, Michael Mayder, the Maxim Power Corp. Chief Financial Officer, certify that:

1. I have reviewed the interim filings (as this term is defined in Multilateral Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) of Maxim Power Corp., (the issuer) for the interim period ending March 31, 2008;
2. Based on my knowledge, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings;
3. Based upon my knowledge, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date and for the periods presented in the interim filings;
4. The issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures for the issuer and internal control over financial reporting for the issuer, and we have:
 - a. Designed such disclosure controls and procedures, or caused them to be designed under our supervision, to provide reasonable assurance that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the interim filings are being prepared; and
 - b. Designed such internal control over financial reporting, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuers GAAP; and
5. I have caused the issuer to disclose in the interim MD&A any change in the issuer's internal control over financial reporting that occurred during the issuer's most recent interim period that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting.

Date: May 12, 2008

"signed"

Michael Mayder
Chief Financial Officer

MAXIM POWER CORP.

Consolidated Balance Sheets
(In Thousands of Dollars)

	March 31, 2008 (unaudited)	December 31, 2007
Assets		
(see basis of presentation - note 1)		
Current assets:		
Cash	\$ 48,315	\$ 20,167
Accounts receivable	37,547	36,972
Prepaid expenses, deposits and other	1,046	913
Inventory	648	1,141
	<u>87,556</u>	<u>59,193</u>
Property, plant and equipment (note 3)	160,414	150,454
Deferred costs (note 4)	9,626	8,420
Future tax asset	4,594	4,132
Intangibles (note 5)	25,463	23,908
Goodwill	15,632	15,632
	<u>\$ 303,285</u>	<u>\$ 261,739</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 39,211	\$ 30,899
Income taxes payable	12,032	5,720
Current portion of long-term debt (note 6)	4,092	2,847
Current portion of capital lease obligations	3,825	3,528
Current portion of long-term contracts	1,275	1,310
Current portion of future income tax liability	-	7,651
	<u>60,435</u>	<u>51,955</u>
Long-term debt (note 6)	61,166	46,397
Capital lease obligations	12,847	12,613
Long-term contracts	436	662
Asset retirement obligation	793	763
Future income tax liability	13,714	9,593
Non-controlling interest	46	-
Shareholders' equity:		
Share capital (note 7)	93,837	93,674
Contributed surplus (note 7)	3,398	2,819
Retained earnings	55,445	49,489
Accumulated other comprehensive income (loss) (note 2)	1,168	(6,226)
	<u>56,613</u>	<u>43,263</u>
	<u>153,848</u>	<u>139,756</u>
Subsequent events (note 10)		
	<u>\$ 303,285</u>	<u>\$ 261,739</u>

See accompanying notes to consolidated financial statements.

On behalf of the Board:

(Signed) _____ Director (Signed) _____ Director

MAXIM POWER CORP.

Consolidated Statements of Operations and Retained Earnings

Three months ended March 31, 2008 and 2007

(In Thousands of Dollars)

(unaudited)

	2008	2007
	(see basis of presentation - note 1)	
Revenue:		
Electricity sales	\$ 47,469	\$ 34,052
Expenses:		
Plant operations	30,707	22,654
General and administration	1,400	1,397
Depreciation and amortization	5,175	3,885
	37,282	27,936
Income before the following items	10,187	6,116
Interest expense related to:		
Long-term debt	951	874
Capital lease obligations	272	217
Long-term contracts	33	88
Other	13	12
Interest income	(147)	(199)
Foreign exchange (gain) loss	(10)	9
Income before income taxes	9,075	5,115
Income taxes:		
Current	7,453	9,478
Future	(4,380)	(7,735)
	3,073	1,743
Non-controlling interest	46	50
Net income for the period	5,956	3,322
Retained earnings, beginning of period	49,489	34,088
Retained earnings, end of period	55,445	37,410
Basic and diluted income per share	\$ 0.13	\$ 0.08

Consolidated Statements of Comprehensive Income

Three months ended March 31, 2008 and 2007

(In Thousands of Dollars)

(unaudited)

	2008	2007
Net income for the period	\$ 5,956	\$ 3,322
Other comprehensive income, net of tax:		
Unrealized gains (losses) on translation of self-sustaining operations	7,394	(37)
Comprehensive income	\$ 13,350	\$ 3,285

See accompanying notes to consolidated financial statements.

MAXIM POWER CORP.

Consolidated Statements of Cash Flows

Three months ended March 31, 2008 and 2007
(In Thousands of Dollars)
(unaudited)

	2008	2007
	(see basis of presentation – note 1)	
Cash provided by (used in):		
Operations:		
Net income from continuing operations	\$ 5,956	\$ 3,322
Items not involving cash:		
Depreciation and amortization	5,175	3,885
Amortization of deferred financing costs	298	-
Foreign exchange (gain)/loss	(10)	14
Non-controlling interest	46	50
Asset retirement obligation	30	9
Fair value of stock based compensation	629	651
Future income tax	(4,380)	(7,735)
	7,744	196
Change in non-cash working capital (note 8)	24,287	21,817
	32,031	22,013
Financing:		
Issuance of long-term debt	14,923	-
Repayments of long-term debt	(875)	(1,007)
Repayment of lease obligation	(1,208)	(1,027)
Repayment of long-term contract	(261)	(493)
Issuance of common shares	113	667
	12,692	(1,860)
Investing:		
Property, plant and equipment	(6,468)	(1,095)
Proceeds on disposal	43	-
Intangibles	(70)	-
Acquisitions, net of cash acquired	-	(20,999)
Deferred costs	(1,206)	(1,120)
	(7,701)	(23,214)
Change in non-cash working capital (note 8)	(10,194)	(6,071)
	(17,895)	(29,285)
Foreign exchange gain (loss)	1,320	(37)
Increase (decrease) in cash	28,148	(9,169)
Cash, beginning of period	20,167	22,955
Cash, end of period	\$ 48,315	\$ 13,786

See accompanying notes to consolidated financial statements.

MAXIM POWER CORP.

Notes to Consolidated Financial Statements

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

1. Basis of Presentation

These unaudited interim consolidated financial statements have been prepared by management of Maxim Power Corp. ("MAXIM" or the "Corporation") in accordance with accounting principles generally accepted in Canada and should be read in conjunction with MAXIM's audited financial statements and notes for the fiscal year ended December 31, 2007. The accounting policies and methods of application used in the preparation of these unaudited interim consolidated financial statements are consistent with the accounting policies used in MAXIM's most recent audited year-end consolidated financial statements.

The Corporation consolidates the accounts of its 95% interest in Basin Creek Holdco LLC, 90% interest in Pouchon Cogen SARL and 50% interest in Mirail Cogen SARL. Using this method, the Corporation has reflected 100% of the accounts of these entities in its consolidated financial statements with a deduction provided for the non-controlling interest's proportion of the accounts.

2. Accumulated Other Comprehensive Income

The composition of accumulated other comprehensive income is as follows:

	March 31, 2008	December 31, 2007
Balance, beginning of period	\$ (6,226)	\$ 3
Unrealized (losses) gains on translation of net foreign operations	7,394	(6,229)
Balance, end of period	\$ 1,168	\$ (6,226)

3. Property, Plant and Equipment

March 31, 2008	Cost	Accumulated Depreciation	Net book value
Land	\$ 4,261	\$ -	\$ 4,261
Generating facilities	136,646	24,413	112,233
Office furniture and equipment	1,064	374	690
Spare parts	12,660	-	12,660
Capital leases	35,017	4,447	30,570
	\$ 189,648	\$ 29,234	\$ 160,414

December 31, 2007	Cost	Accumulated Depreciation	Net book value
Land	\$ 4,252	\$ -	\$ 4,252
Generating facilities	130,313	20,885	109,428
Office furniture and equipment	1,033	338	695
Spare parts	7,079	-	7,079
Capital leases	31,312	2,312	29,000
	\$ 173,989	\$ 23,535	\$ 150,454

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 2

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

4. Deferred Costs

March 31, 2008	Costs	Net Additions	Transferred to long-term debt	Net book value
Acquisition costs	\$ 2,662	\$ 543	\$ -	\$ 3,205
Development costs	5,758	663	-	6,421
	\$ 8,420	\$ 1,206	\$ -	\$ 9,626

December 31, 2007	Costs	Net Additions	Transferred to long-term debt	Net book value
Acquisition costs	\$ 1,330	\$ 1,332	\$ -	\$ 2,662
Development costs	3,948	1,810	-	5,758
Financing costs	1,994	(60)	1,934	-
	\$ 7,272	\$ 3,082	\$ 1,934	\$ 8,420

5. Intangibles

March 31, 2008	Costs	Additions	Accumulated Amortization	Net book value
Coal supply contract	\$ 6,000	\$ -	\$ 2,000	\$ 4,000
Power sale contract	23,533	70	2,140	21,463
	\$ 29,533	\$ 70	\$ 4,140	\$ 25,463

December 31, 2007	Costs	Additions	Accumulated Amortization	Net book value
Coal supply contract	\$ 6,000	\$ -	\$ 1,832	\$ 4,168
Power sale contract	8,565	12,337	1,162	19,740
	\$ 14,565	\$ 12,337	\$ 2,994	\$ 23,908

6. Long-Term Debt

	March 31, 2008	December 31, 2007
Canada	\$ 33,371	\$ 18,646
United States	27,331	26,594
France	6,628	6,132
	67,330	51,372
Less deferred financing costs	(2,072)	(2,128)
	65,258	49,244
Less current portion	4,092	2,847
	\$ 61,166	\$ 46,397

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 3

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

6. Long-Term Debt (continued)

During the period, the Corporation drew an additional \$14,923 under its Bank of Montreal ("BMO") loan facility B. The draw has an amortization period of eighty-nine months, bearing interest at BMO Bankers' Acceptance rate plus 2.00% and has monthly principal and interest repayments of \$168.

The Corporation's anticipated repayment obligations as at March 31, 2008 on the above loans over the next five years are as follows:

2008	\$	4,498
2009		4,681
2010		4,889
2011		5,143
2012		5,227
Remaining		42,892
		67,330

7. Share Capital

(a) Authorized:

Unlimited number of common shares without nominal or par value

Unlimited number of preferred shares

(b) Issued:

Share capital:

	Number	Amount
Common shares of Maxim Power Corp.		
Balance, December 31, 2007	44,379,984	\$ 93,674
Stock options exercised	29,000	163
Common shares, March 31, 2008	44,408,984	93,837
Contributed surplus		
Balance, December 31, 2007		2,819
Fair value of stock based compensation		629
Stock options exercised		(50)
Contributed surplus, March 31, 2008		3,398
Balance, March 31, 2008	44,408,984	\$ 97,235

(c) Normal course issuer bid

MAXIM received approval on March 31, 2008 from the Toronto Stock Exchange to commence a normal course issuer bid. At MAXIM's discretion, the Corporation can purchase up to 2,220,000 (approximately 5% of its issued and outstanding common shares) of its common shares through the facilities of the Exchange at the prevailing market price during a twelve month period commencing on April 2, 2008. The bid will officially terminate on April 1, 2009, but can be terminated at an earlier date at the option of MAXIM. Any acquired common shares will be cancelled and returned to treasury.

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 4

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

7. Share Capital (continued)

(d) Stock options:

The Corporation has one employee stock option plan under which employees, directors and key consultants are eligible to receive grants. Under the stock option plan, the granted stock options will vest to the grantee over a three year period and the grantee has the right to exercise those stock options for five years from the date of the granting. The maximum number of outstanding stock options under the plan is limited to 10% of the number of common shares outstanding. The number of stock options and the exercise price is set by the Corporation's Board of Directors based on market value at the time of granting. Stock options issued and outstanding are as follows:

	Number	Weighted average exercise price
Balance, December 31, 2007	3,231,867	\$ 5.56
Exercised	(29,000)	3.90
Forfeited	(160,500)	5.60
Granted	-	-
Balance, March 31, 2008	3,042,367	\$ 5.58

Details of the stock options outstanding at March 31, 2008 are as follows:

Range of Exercise Prices	Options Outstanding at March 31, 2008			Options Exercisable at March 31, 2008	
	Number of Options	Weighted average remaining contractual life (years)	Weighted average exercise price	Number of options	Weighted average exercise price
\$2.00 to \$3.50	71,833	0.02	\$ 2.20	71,833	\$ 2.20
\$3.51 to \$5.99	1,094,500	3.15	\$ 4.25	407,833	\$ 4.22
\$6.00 to \$8.00	1,876,034	3.90	\$ 6.49	416,185	\$ 6.13
	3,042,367	3.53	\$ 5.58	895,851	\$ 4.94

The Corporation accounts for its stock option plan using the fair value method. Under this method, at March 31, 2008, \$629 (2007 - \$651) of costs are recorded as expense for 2008 for options granted to employees and directors.

(e) Income per share:

The weighted average number of shares outstanding for purposes of calculating basic income per share at March 31, 2008 was 44,384,929 and 43,977,440 at March 31, 2007.

For the March 31, 2008 fully diluted income per share calculation, 125,059 (2007 - 147,907) shares were added to the average number of common shares outstanding during the period for the dilutive effects of exercisable stock options.

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 5

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

8. Change in Non-Cash Working Capital

	2008	2007
Operations:		
Accounts receivable	\$ (575)	\$ 9,587
Prepaid expenses, deposits and other	(133)	303
Inventory	493	(1,101)
Accounts payable and accrued liabilities	8,312	3,179
Income taxes payable	6,312	9,756
Deferred revenue	-	(64)
Foreign exchange	9,878	157
	<u>\$ 24,287</u>	<u>\$ 21,817</u>
Investing:		
Current portion of cash flow indenture	\$ -	\$ (6,250)
Foreign exchange	(10,194)	179
	<u>\$ (10,194)</u>	<u>\$ (6,071)</u>

The following cash payments have been made to March 31:

	2008	2007
Taxes	\$ 1,241	\$ -
Interest	\$ 1,285	\$ 1,072

9. Segmented Information

MAXIM is an independent power producer engaged in the development, ownership and operation of power generation facilities and the sale of electricity and heat. Details by geographic area are follows:

	March 31, 2008		March 31, 2007	
	Revenue	Income before the following items*	Revenue	Income before the following items*
Canada	\$ 19,377	\$ 6,452	\$ 14,049	\$ 3,744
United States	4,080	(269)	4,043	(437)
France	24,012	4,004	15,960	2,809
Total	<u>\$ 47,469</u>	<u>\$ 10,187</u>	<u>\$ 34,052</u>	<u>\$ 6,116</u>

* As disclosed in the Consolidated Statements of Operations and Retained Earnings.

MAXIM's operations are impacted by seasonality. All French operations are cogeneration facilities and annually operate from November through March only. Operations in the United States are peak power facilities and operate more frequently when heating or cooling requirements increase. Canadian operations are impacted when annual maintenance programs are performed. The annual maintenance programs are normally completed during the second quarter of each year.

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 6

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

9. Segmented Information (continued)

The additions to the Corporation's property, plant and equipment are as follows:

				March 31, 2008	
		Acquisitions	PP&E Additions	Depreciation and Amortization	
Canada	\$	-	\$ 6,176	\$	1,271
United States		-	286		452
France		-	6		3,452
Total	\$	-	\$ 6,468	\$	5,175

				March 31, 2007	
		Acquisitions	PP&E Additions	Depreciation and Amortization	
Canada	\$	-	\$ 1,124	\$	1,307
United States		-	(29)		618
France		20,999	-		1,960
Total	\$	20,999	\$ 1,095	\$	3,885

The allocation of the Corporation's total assets by geographic area is as follows:

		March 31, 2008	December 31, 2007
Canada	\$	133,214	\$ 110,630
United States		50,679	48,420
France		119,392	102,689
Total	\$	303,285	\$ 261,739

The allocation of the Corporation's goodwill by geographic area is as follows:

		March 31, 2008	December 31, 2007
Canada	\$	15,632	\$ 15,632
United States		-	-
France		-	-
Total	\$	15,632	\$ 15,632

10. Subsequent Events

- (a) On April 1, 2008, Comax France S.A.S., MAXIM's wholly-owned French subsidiary purchased a cogeneration plant in France for total consideration of \$3,428 (2,160 Euro) including acquisition costs. The cogeneration plant has a capacity of 7 megawatts ("MW") electrical and 7 MW thermal. The acquisition was funded through MAXIM's internal cash to the extent of \$286 (180 Euro) and through the assumption of capital lease obligations of \$3,142 (1,980 Euro).

MAXIM POWER CORP.

Notes to Consolidated Financial Statements, Page 7

Three months ended March 31, 2008 and 2007

(Amounts in thousands of dollars except as otherwise noted, and shares and per share amounts)

10. Subsequent Events *(continued)*

- (b) On April 15, 2008, MAXIM has agreed to acquire the Pittsfield Generating Company and its 170 MW electric power plant in Pittsfield, Massachusetts, from affiliates of GE Energy Financial Services, a unit of General Electric Company for US\$52.9 million. The transaction is expected to close by early in the third quarter of 2008 and is subject to approvals by the Federal Energy Regulatory Commission, the US Environmental Protection Agency and other customary closing conditions.
- (c) On April 17, 2008, MAXIM acquired the 86 MW Forked River Power Plant located in Ocean County, New Jersey. The plant was acquired from Jersey Central Power and Light Company ("JCP&L") for US\$20.0 million and was financed through MAXIM's internally generated cash. In conjunction with this purchase a ten year tolling agreement has been entered into with FirstEnergy Solutions Corp., a subsidiary of FirstEnergy Corp. and an affiliate of JCP&L, for the entire capacity of the plant.

11. Comparative Figures

Certain comparative figures have been reclassified to conform with the financial presentation adopted for the current year.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis ("MD&A") dated May 12, 2008, should be read in conjunction with the unaudited interim consolidated financial statements for the three months ended March 31, 2008 for Maxim Power Corp. ("MAXIM" or "Corporation") and the audited annual financial statements for MAXIM for the fiscal year ended December 31, 2007.

OVERALL PERFORMANCE

MAXIM's 2008 first quarter results were MAXIM's best first quarter results in terms of revenue, earnings before interest, taxes and depreciation (see Non-GAAP measure – "EBITDA"), cash flow provided by operations and net income. These results were positively impacted by higher average Alberta power prices during the quarter as well as increased generation from acquisitions in 2007. The 2008 first quarter results also exceeded MAXIM's results reported for the fourth quarter of 2007.

Performance Highlights

(000's except MWh)	Q1, 2008	Q1, 2007	Q4, 2007
Revenue	\$ 47,469	\$ 34,052	\$ 37,992
EBITDA	\$ 15,362	\$ 10,001	\$ 12,064
Cash flow provided by operations	\$ 32,031	\$ 22,013	\$ 7,940
Net income	\$ 5,956	\$ 3,322	\$ 4,015
Megawatt hour ("MWh") generation	295,546	247,696	305,460

The key highlights from the first quarter of 2008 compared to the first quarter of 2007 were: revenue of \$47.5 million, an increase of \$13.4 million or 39.4%, over 2007 revenue of \$34.1 million; EBITDA of \$15.4 million, an increase of \$5.4 million or 53.6%, over 2007 EBITDA of \$10.0 million; and net income of \$6.0 million, an increase of \$2.7 million or 79.3% over 2007 net income of \$3.3 million. Generation production was 295,546 MWh, up 47,850 MWh or 19.3% over 2007 MWh generation of 247,696 MWh. The increases reflect a full quarter of operating results from the acquisition of 35 megawatts ("MW") of generating capacity (six plants) in France on February 28, 2007, the acquisition of 10 MW (two plants) in France during the third quarter of 2007, higher Alberta power prices, and commencing Milner's annual turnaround on March 28, 2008, which is twenty one days later in the quarter than the commencement date of March 7 during the first quarter of 2007.

The quarter over quarter comparison also reflects higher average Alberta power price during the first quarter of 2008 of \$77 per MWh versus \$64 per MWh for the same quarter of 2007. The average price realized for electricity generated by Milner was \$76 per MWh in the first quarter of 2008, compared to \$67 per MWh in the same quarter of 2007.

The first quarter performance of 2008 also represents an improvement over the fourth quarter of 2007. The major increases from the first quarter of 2008 over the fourth quarter of 2007 were: revenue increase of \$9.5 million or 24.9%; increase in EBITDA of \$3.3 million or 27.3%; increased cash flow provided by operations of \$24.1 million or 303%; and increased net income of \$1.9 million or 48.3%. The average Alberta power price during the fourth quarter of 2007 was \$62 per MWh which was \$15 per MWh less than the first quarter of 2008. The average price realized by Milner was \$72 per MWh during the fourth quarter of 2007 which was \$4 per MWh less than the first quarter of 2008.

Electricity generated in the first quarter of 2008 decreased by 8,781 MWh or 2.9% compared to the fourth quarter of 2007, as Milner began its 2008 annual turnaround on March 28 and certain French facilities designated to operate in "dispatch mode" were not dispatched during the first quarter. Notwithstanding decreased generation from the French facilities, the French operations realized greater operating margin due to local tariffs compensating for reserve capacity of these units.

MAXIM continued its strategy to carry out Milner's annual turnaround primarily during the second quarter of each year which is when Alberta power prices are typically at their lowest during the year. The 2008 turnaround began on March 28 and is an extended turnaround with a duration of approximately eight weeks. Extended turnarounds are planned for every six years at Milner. Milner expects to spend \$17.3 million on capital and operating projects budgeted for the 2008 turnaround. MAXIM drew \$14.9 million under its credit facility during the first quarter to fund the 2008 turnaround.

MAXIM's major acquisition initiatives during the first quarter of 2008 focused on acquiring the 86 MW Forked River plant, the 170 MW power plant in Pittsfield, Massachusetts, and the 7 MW Somal power plant in France. (See Proposed Transactions and Subsequent Event). MAXIM successfully closed the Somal plant acquisition on April 1, 2008 and the Forked River plant acquisition on April 17, 2008. MAXIM entered into agreements to acquire the Pittsfield Generating Company ("Pittsfield") including its 170 MW power plant on April 15, 2008. Upon closing of the Pittsfield acquisition, expected to occur during the third quarter of 2008, MAXIM will own 383 MW of generating capacity in the northeast region of the United States.

During the first quarter, MAXIM filed and received approval from the Toronto Stock Exchange ("TSX") to begin a normal course issuer bid commencing on April 2, 2008 which will allow MAXIM to purchase up to 5% or 2.2 million of its outstanding common shares. MAXIM believes the purchase of its common shares will enhance value for existing shareholders with the normal course issuer bid funded through MAXIM's internal cash resources.

RESULTS OF OPERATIONS

Summary of first quarter 2008 and 2007 generation by location (MWh)

Facility	Q1, 2008 MWh	% of 2008 MWh	Q1, 2007 MWh	% of 2007 MWh
Canada – Milner power plant	224,375	75.9%	180,908	73.0%
Canada – other plants	23,205	7.9%	21,548	8.7%
United States	3,518	1.2%	507	0.2%
France	44,448	15.0%	44,733	18.1%
Total MWh Generation	295,546	100.0%	247,696	100.0%

- The table excludes Basin Creek and Alberta Power Projects ("APP") as both facilities provide capacity in exchange for monthly capacity payments.

MAXIM's generation capacity at March 31, 2008 was 492 MW which was comprised as follows: 193 MW in Canada (9 power plants), 177 MW in the United States (3 power plants) and 122 MW in France (20 power plants). At March 31, 2007, MAXIM's generation capacity was 482 MW.

Revenue

Summary of MAXIM's power plants by source of revenue

(MW's)	March 31, 2008	March 31, 2007
Tolling or capacity payments at fixed prices	77	77
Electricity sales at spot prices per MWh	107	132
Combined fixed capacity and sale of electricity	210	214
Electricity sales at fixed prices per MWh	98	59
Total	492	482

Revenue increased by \$13.4 million from \$34.1 million for the first quarter of 2007 to \$47.5 million for the first quarter of 2008. The increase was primarily due to three reasons. First, the 2007 Milner turnaround began on March 7, 2007 compared to the 2008 turnaround which began later in the quarter,

resulting in an additional 43,467 MWh generated at Milner during the first quarter of 2008. Second, MAXIM acquired six cogeneration plants in France (35 MW) on February 28, 2007 realizing one month of operations during the first quarter of 2007 versus three months in 2008. Third, Alberta power prices averaged \$77 per MWh during the first quarter of 2008 compared to \$67 per MWh during the two months of Milner operations before beginning its 2007 turnaround.

Canadian operations generated revenue of \$19.4 million during the first quarter of 2008, compared to \$14.0 million for the same quarter of 2007, an increase of \$5.4 million. Milner alone recorded \$17.3 million of revenue in 2008 compared to \$12.1 million in 2007, an increase of \$5.2 million or 43%. The increases were due to Milner having twenty one additional days of generation in 2008 due to commencing the turnaround later in the quarter and realizing higher average Alberta power prices.

Revenue from the United States remained consistent quarter over quarter, \$4.1 million during the first quarter of 2008 versus \$4.0 million for the same quarter of 2007. The three generating facilities in the United States received capacity revenue during the respective quarters from ISO New England and the contracted counterparty at Basin Creek. Generation was 3,518 MWh during the first quarter compared to 507 MWh in the same quarter of 2007. Both CDECCA and Pawtucket realized increased electricity production during the quarter. CDECCA generated 1,174 MWh during the first quarter of 2008 versus nil in the same quarter of 2007 and Pawtucket generated 2,344 MWh during the first quarter of 2008 versus 507 MWh in the same quarter of 2007. Pawtucket and CDECCA typically experience higher levels of generation during the third quarter as seasonal demands within the ISO New England market increase during that quarter.

MAXIM's French power plants (122 MW) contributed \$24.0 million of revenue in the first quarter of 2008 compared to \$16.0 million in the prior year. The increase reflects a full quarter of operations from the six plants acquired on February 28, 2007 and acquisition of two power plants subsequent to the first quarter of 2007. Production was 44,448 MWh in the first quarter of 2008 compared to 44,733 MWh for the first quarter of 2007. MAXIM elected to operate certain units in "dispatch mode" which resulted in lower run hours while maintaining consistent levels of profitability.

Plant operations

Plant operation expenditures – period ended March 31

(\$000's)	March 31, 2008			March 31, 2007		
	Fuel	O&M	Total	Fuel	O&M	Total
Canada	4,793	5,799	10,592	3,820	4,840	8,660
United States	1,455	2,390	3,845	1,453	2,341	3,794
France	12,612	3,658	16,270	7,160	3,040	10,200
Total	18,860	11,847	30,707	12,433	10,221	22,654
Percent	61%	39%	100%	55%	45%	100%

Plant operations expense increased by \$8.0 million or 35.5%, from \$22.7 million in the first quarter of 2007 to \$30.7 million in 2008. The 2008 increase was due to the previously mentioned twenty one days of additional operations at Milner and the full quarter impact from the acquisition of eight French plants in 2007. France incurred \$16.3 million of plant operating expenses in the first quarter of 2008 compared to \$10.2 million of plant operating expenses for the same quarter of 2007.

Canadian fuel costs increased in 2008 to \$4.8 million versus \$3.8 million in 2007, an increase of \$1.0 million or 25.5% as a result of Milner starting its 2008 annual turnaround on March 28 compared to the prior year's annual turnaround beginning on March 7. On a per MWh basis, Canadian fuel costs were \$19.36 per MWh in the first quarter of 2008 compared to \$18.87 per MWh for the same quarter of 2007. The increase reflects inflation allowed under fuel contracts and higher natural gas costs for Milner's operations. Milner purchases coal under a fixed price contract that requires MAXIM to purchase an annual minimum quantity at a price per tonne that escalates annually based on inflation.

French fuel costs were \$12.6 million in the first quarter of 2008, compared \$7.2 million in first quarter of 2007, an increase of \$5.4 million or 76%. This increase results from additional gas interconnection costs for the new generating facilities added in France and higher gas commodity costs.

General and administration

General and administration ("G&A") expense of \$1.4 million was the same for the first quarters of 2008 and 2007, reflecting and comparable level of activity during each quarter.

Depreciation

Depreciation expense increased to \$5.2 million in the first quarter of 2008, from \$3.9 million in the first quarter of 2007. The quarter-over-quarter increase of \$1.3 million was attributable to the addition of eight French facilities in 2007 with six of the eight additions occurring on February 28, 2007.

MAXIM reviews its facilities for indicators of impairment on a quarterly basis and will test for impairment when these reviews indicate that impairment may have occurred. It was determined that there was no impairment at its facilities in the first quarter of 2008 and 2007.

Interest expense

MAXIM incurred interest expense of \$1.3 million in the first quarter of 2008, compared to \$1.2 million for the same quarter of 2007. Interest expense is comprised of interest on long-term debt, capital lease obligations and long-term contracts. The overall increase in interest expense in the first quarter of 2008 was due to higher levels of long-term debt and capital lease obligations related to addition of French cogeneration plants during 2007, partially offset by the reduced obligation under long-term contracts and lower interest rates.

Income taxes

The first quarter income tax provision in 2008 was \$3.1 million compared to \$1.7 million for the first quarter of 2007. The increased tax provision was attributed to improved operating performance resulting in higher taxable income from the first quarter of 2008 compared to 2007.

Net income

Net income for the first quarter of 2008 was \$6.0 million or \$0.13 per share (basic and diluted) compared to net income of \$3.3 million or \$0.08 per share (basic and diluted) for the first quarter of 2007, an increase of \$2.7 million or 79.3%.

LIQUIDITY AND CAPITAL RESOURCES

(a) Capital expenditures including acquisitions

Projects (in millions) at March 31	2008	2007
Milner	\$0.8	-
Milner turnaround	\$5.4	\$1.1
Pawtucket – steam turbine	\$0.1	-
CDECCA – upgrade distributed control system	\$0.2	-
Acquisitions	-	\$21.0
Total	\$6.5	\$22.1

- During the first quarter of 2008, Milner had capital expenditures of \$0.8 million related to upgrades of the ash unloader silo, coal unloading station and other minor projects. Milner also recorded \$5.4 million of capital expenditures related to projects to be completed during the 2008 turnaround. Total capital expenditures for the 2008 turnaround are budgeted to be \$14.4 million.
- On February 28, 2007 MAXIM acquired 35 MW (six plants) in France for cash consideration of \$21.0 million.

(b) Working capital

Working capital at March 31, 2008 was \$27.1 million, an increase of \$19.9 million from December 31, 2007 working capital of \$7.2 million. The increase was due to the aforementioned favorable first quarter operating result and cash proceeds from the issuance of long-term debt during the first quarter. MAXIM drew \$14.9 million under its long-term debt facility to fund capital expenditures of \$14.4 million for Milner's 2008 annual turnaround. Certain equipment was purchased prior to the start of the Milner turnaround.

The working capital deficit of \$8.0 million at March 31, 2007 reflects \$21.0 million of internal cash used to fund the acquisition of 35 MW in France on February 28, 2007 and advancement of Milner's 2007 turnaround to March 7.

(c) Debt and credit facilities

During the first quarter of 2008, MAXIM drew \$14.9 million as long-term debt under BMO Bank of Montreal's Facility B to fund Milner's 2008 capital expenditures for its major turnaround. The principal of \$14.9 million will be amortized over a period of 89 months and bears interest at the lender's Bankers Acceptance rate plus 2% per annum with monthly repayments of principal and interest.

At March 31, 2008, the outstanding balances under the credit facilities are: \$1.6 million under Facility A in the form of letters of credit and \$33.4 million as long-term debt under Facility B from its Canadian lender, BMO Bank of Montreal; \$27.3 million under the non-recourse term loan at Basin Creek; and \$6.6 million from three project financings in France.

(d) Capital lease obligations

MAXIM did not assume any new capital lease obligations during the first quarter of 2008 and repaid \$1.2 million against the existing capital lease obligations.

At March 31, 2008, MAXIM has one capital lease obligation in Canada with a carrying value of \$1.6 million and nine capital lease obligations in France with a cumulative carrying value of \$15.1 million.

(e) Equity issuances

There were no equity issuances during the first quarter of 2008 and 2007 other than common shares issued under MAXIM's stock option plan. Under MAXIM's stock option plan, 29,000 common shares were issued for proceeds of \$0.1 million in the first quarter of 2008 with 125,000 common shares issued for proceeds of \$0.7 million during the same quarter of 2007.

(f) Normal course issuer bid

MAXIM received approval from the TSX to begin a normal course issuer bid commencing on April 2, 2008. At MAXIM's discretion, MAXIM can purchase up to 2.2 million of its common shares, approximately 5% of its outstanding common shares. MAXIM will purchase these common shares through trades on the TSX at prevailing market prices during a twelve month period and fund the purchases through internal cash resources. The actual number of common shares to be purchased and timing of any purchases will be at MAXIM's discretion.

The bid will officially expire on April 1, 2009 but can also be terminated at an earlier date at MAXIM's option or if the bid is completed. The acquired common shares will be cancelled and returned to treasury. MAXIM has 44.4 million outstanding common shares at March 31, 2008.

MAXIM's shareholders may obtain a copy of the notice of the normal course issuer bid, without charge, by contacting MAXIM.

SELECTED QUARTERLY FINANCIAL INFORMATION

Financial Quarter Ended (Unaudited)

(\$000's except per share and per MWh amounts)	2008	2007				2006		
	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30
Revenue	47,469	37,992	33,687	19,031	34,052	40,470	29,521	9,776
EBITDA ⁽¹⁾	15,362	12,064	15,255	2,912	10,001	17,893	17,190	(4,202)
Net income (loss) from continuing operations	5,956	3,911	8,271	(207)	3,322	10,713	10,227	(4,261)
Net gain (loss) from discontinued operations	-	104	-	-	-	(160)	(134)	(262)
Net income (loss)	5,956	4,015	8,271	(207)	3,322	10,553	10,093	(4,523)
Basic and diluted income (loss) per share – continuing operations	\$0.13	\$0.09	\$0.19	\$(0.01)	\$0.08	\$0.25	\$0.23	\$(0.09)
Basic and diluted loss per share – discontinued operations	-	-	-	-	-	\$(0.01)	-	\$(0.01)
Basic and diluted income (loss) per share	\$0.13	\$0.09	\$0.19	\$(0.01)	\$0.08	\$0.24	\$0.23	\$(0.10)
Total assets	303,285	261,739	235,341	228,686	254,491	243,969	206,596	187,606
Average Alberta pool price per MWh	\$ 77	\$ 62	\$ 92	\$ 50	\$ 64	\$ 117	\$ 95	\$ 54

⁽¹⁾ Refer to Non-GAAP – EBITDA measure below for reconciliation of EBITDA to comparable measure calculated in accordance with GAAP. Selected quarterly unaudited financial information was prepared in accordance with Canadian GAAP except EBITDA.

The increase in revenue, EBITDA and net income during the first and fourth quarters reflects the seasonal operations of the French facilities as the French cogeneration season operates from the start of November through to the end of March. Lower revenue, EBITDA and net losses incurred at June 30, 2007 and 2006 were due to annual plant turnarounds completed at Milner during those quarters.

Revenues, EBITDA and net income are also affected by seasonal Alberta pool prices. The third quarters of 2007 and 2006 experienced higher Alberta spot market prices, \$92 per MWh and \$95 per MWh respectively, whereas the second quarter of each year experienced the lowest average Alberta power price. Alberta pool prices tend to be higher during winter and summer peak load months and further impacted by supply constraints such as outages at other Alberta generation facilities.

Non-GAAP measure - EBITDA

(\$000's)	Q1, 2008	Q1, 2007	Q4, 2007
GAAP Measures from Consolidated Statements of Operations and Retained Earnings			
Net income for the year	5,956	3,322	4,015
Net (income) from discontinued operations	-	-	(104)
Non-controlling interest	46	50	-
Income taxes	3,073	1,743	982
Net interest, foreign exchange and other	1,112	1,001	1,153
Depreciation and amortization	5,175	3,885	6,018
Non-GAAP measure - EBITDA	15,362	10,001	12,064

PROPOSED TRANSACTIONS AND SUBSEQUENT EVENTS

a) Forked River

On April 17, 2008 MAXIM acquired the 86 MW Forked River power plant located in Ocean County, New Jersey. The plant was acquired from Jersey Central Power and Light Company for cash consideration of US\$20.0 million with the acquisition accounted for using the purchase method of accounting. The acquisition was financed through MAXIM's internal cash. In conjunction with the purchase, a ten year tolling agreement has been entered into with FirstEnergy Solutions Corp., an affiliate of Jersey Central Power and Light Company, for the entire generating capacity of the plant.

Forked River is a strategic addition to MAXIM's expanding base of generating capacity in the northeast United States. At the date of acquisition, MAXIM owns 213 MW of generating capacity in the northeast United States which provides scale and diversity in MAXIM's generating portfolio in this region. In addition, the Forked River acquisition includes thirty acres of land and existing infrastructure to support future development of additional generating capacity at the site.

b) Pittsfield

On April 15, 2008 MAXIM agreed to acquire Pittsfield including its 170 MW power plant located in Pittsfield, Massachusetts from affiliates of GE Energy Financial Services for cash consideration of US\$52.9 million. The transaction is expected to close in the third quarter of 2008 subject to approvals by the Federal Energy Regulatory Commission, US Environmental Protection Agency and other closing conditions. The Pittsfield acquisition will be accounted for using the purchase method of accounting.

Pittsfield is contracted under a Reliability-Must-Run agreement with ISO New England until June 1, 2010 to provide power to the regional power grid when requested by ISO New England. After June 1, 2010, Pittsfield will be eligible for forward capacity market payments from ISO New England as well as energy payments for sale of electricity into to ISO New England day-ahead and real-time markets. Pittsfield is a dual-fuel generating facility that employs three combustion turbine generators, three separately fired heat recovery boilers and an extraction / condensation steam turbine generator.

With the closing of the Pittsfield acquisition, MAXIM will have four power plants in the northeast region of the United States with a combined 383 MW of generating capacity. The Pittsfield acquisition further contributes to MAXIM's strategy of adding scale and diversity in this region. MAXIM also expects operational synergies across the four plants as these plants employ common technology including seven GE Frame 6 combustion turbines and a common operations and maintenance service provider at all plants.

c) Somal

On April 1, 2008, Comax France, MAXIM's wholly owned French subsidiary, purchased the 7 MW Somal cogeneration power plant in France for total consideration of \$3.4 million including acquisition costs and assumption of the existing capital lease. The cash consideration of \$0.3 million will be funded from MAXIM's internal cash with the Somal acquisition accounted for using the purchase method of accounting.

With the additional 7 MW of electrical and thermal production, MAXIM's generation portfolio in France will consist of 21 power plants having 129 MW of electrical and 121 MW of thermal generating capacity.

OUTLOOK

Closing the Forked River and Somal acquisitions increases MAXIM's generating capacity from 492 MW electric and 125 MW thermal at March 13, 2008, to 585 MW electric and 132 MW thermal. Of these amounts, 107 MW of electric capacity is exposed to Alberta spot prices during 2008.

With the acquisition of Forked River, MAXIM currently has 263 MW of generating capacity in the United States with 213 MW located in the northeast region. Each of the four American facilities sells its generation capacity in exchange for fixed monthly payments in the form of ISO New England forward capacity payments (Pawtucket and CDECCA facilities) or monthly tolls (Basin Creek and Forked River facilities). In addition, the Pawtucket and CDECCA facilities will offer their energy into the ISO New England power market on a real-time or day-ahead basis. MAXIM will continue to review different operational options in order to realize synergies from having three facilities (four including Pittsfield) located in the northeast region of the United States.

The next French cogeneration season will begin November 1. Before the start of the next cogeneration season, MAXIM will initiate the process of extending the original twelve year power sales contracts with Electricite de France ("EdF") for the D'Arnas facility. Under current rules, the EdF contracts can be renewed for an additional twelve years upon investing 350 Euro per kilowatt towards improvement of the facilities.

Milner turnaround

Milner was taken offline for its annual turnaround on March 28, 2008 and is expected to resume full operations during the last two weeks of May. The turnaround is expected to cost \$17.3 million and be completed within the budgeted amount and timeframe. The turnaround includes refurbishing the major components such as the generator and steam turbine, and other projects that will be lengthen the economic life of certain plant components. It is expected that Milner will achieve normal run times after the 2008 turnaround for the rest of the year.

Environmental legislation

Changes to provincial and federal environmental legislation are ongoing and will have an impact to MAXIM's operations, particularly legislation that impacts coal-fired power generation. It is anticipated that further regulatory clarification regarding greenhouse gas emissions will be forthcoming, specifically from the federal government who released draft regulations addressing greenhouse gas emissions on March 10, 2008. These draft regulations could result in discussions between the federal government and the provinces as to the harmonization of federal and provincial legislation and which governing body will be responsible in administering the legislation.

MAXIM continues to assess the impact on its operations, acquisition and development activities as a result of the new climate change plan, announced by the government of Alberta on January 24, 2008, to reduce greenhouse gas emissions by fifty percent by 2050 and the proposed Clean Air Regulatory Agenda by the government of Canada on April 26, 2007.

Acquisitions and development

MAXIM will continue its strategy of as an Independent Power Producer and is targeting growth through acquisitions and development of power plants that utilize hydrocarbon based fuels and renewables in markets of Western Canada, United States and France. MAXIM will give higher priority to those opportunities with generating capacity of 50 MW or greater, except in France where cogeneration power plants are smaller scale.

Demand for electricity will be the key fundamental factor in determining whether to pursue opportunities in a market. Demand is highly correlated to economic growth within the market. Alberta has continued

to experience a high rate of demand growth due to a strong economy from its oil and gas industry including the oilsand projects.

As reported in the March 28, 2008 MD&A, MAXIM is proposing to construct and operate a 190 MW natural-gas fired power generation facility, the Deerland Peaking Station, located south of the existing Deerland high voltage substation near Bruderheim, Alberta. MAXIM has an option for the site and has filed for regulatory applications to construct and operate this facility with the Alberta Utilities Commission (formerly Alberta Energy & Utilities Board) and Alberta Environment. MAXIM anticipates receiving response to its applications in late May or early June 2008. If approved, the facility will use state of the art combustion turbine technology.

The process of obtaining mine permit and licenses for Milner #14 Mine is continuing for the development of the underground mine. The project is in the initial technical review phase with the Energy Resources Conservation Board ("ERCB") and Alberta Environment. The ERCB and Alberta Environment have issued supplemental information requests regarding the project and MAXIM will provide responses to address the requests and advance the regulatory review. Public consultations regarding the project are in the final stages.

MAXIM is proposing to develop a new generating facility at the existing Milner location with the addition of 500 MW of clean coal-fired generating capacity. Public Disclosure Documents have been released and MAXIM will continue public consultations. Environmental and engineering studies will continue through the second and third quarters of 2008 to support applications to be filed on behalf of this project. MAXIM expects to file its regulatory applications in the fourth quarter of 2008.

CHANGES IN ACCOUNTING POLICIES

Effective October 1, 2007, the Corporation early adopted the new Canadian accounting standards for Financial Instruments (Section 3862 and 3863), Inventories (Section 3031) and Capital Disclosures (Section 1535). There were no changes in accounting policies during the first quarter of 2008.

International Financial Reporting Standards

Accounting standards in Canada are to converge with International Financial Reporting Standards ("IFRS"). Companies will be required to begin reporting under IFRS by the first quarter of 2011 with comparative data also reported under IFRS. While IFRS has similarities to Canadian GAAP, there are significant differences with respect to recognition, measurement and disclosures which MAXIM is beginning to assess.

CONTROLS AND PROCEDURES

During the first quarter of 2008, there were no material changes identified in MAXIM's internal controls over financial reporting that had materially affected, or reasonably likely to materially affect, MAXIM's internal control over financial reporting. MAXIM does have ongoing improvements to its internal controls over financial reporting but nothing considered at a material level.

Due to the size of the company, decentralized international operations, and the strategy of growth through acquisition, the Corporation is exposed to an inherent weakness in dealing with certain complex accounting issues. Decentralized international operations raise the risk of misstatement from routine and non-routine accounting and tax related transactions. Management remediates this weakness by utilizing outside consultants for assistance as required or by developing in-house expertise or recruiting personnel with the necessary expertise.

Canadian Securities Administrators have proposed that companies with year-ends after December 15, 2008 be required to certify the effectiveness of internal controls over financial reporting. The proposal also requires a company use a control framework such as the Internal Control – Integrated Framework

(COSO Framework) to design internal controls over financial reporting and the threshold for reporting a weakness of internal controls over financial reporting be of a “material weakness” rather than “reportable deficiency.” MAXIM has designed its internal controls in accordance with the COSO Framework and will carry out testing during 2008 to confirm effectiveness of these controls.

TRANSACTIONS WITH RELATED PARTIES

There were no transactions with related parties during the first quarter of 2008. During 2007, MAXIM received legal services from a legal firm that is related to an officer of MAXIM. The officer is no longer an officer of MAXIM as of November 7, 2007 and MAXIM continues to receive legal services from the firm. These legal services are in the normal course of operations and transacted at normal market terms. The legal firm received \$0.4 million from MAXIM for its services in 2007.

OTHER INFORMATION

Outstanding Share Data

Issued common shares at December 31, 2007	44,379,984
Exercised share options	69,607
Normal course issuer bid	(43,400)
Total issued common shares at May 12, 2008	44,406,191
Outstanding share options	3,115,427
Total diluted common shares at May 12, 2008	47,521,618

Additional information relating to MAXIM including the Annual Information Form is posted on SEDAR at www.sedar.com under Maxim Power Corp. and at the Corporation’s website www.maximpowercorp.com.

FORWARD- LOOKING INFORMATION

Certain information in this MD&A is forward-looking and is subject to important risks and uncertainties. The results or events predicted in this information may differ from actual results or events. Factors which could cause actual results or events to differ materially from current expectations include the ability of the Corporation to implement its strategic initiatives, the availability and price of energy commodities, government and regulatory decisions, plant availability, competitive factors in the power industry and prevailing economic conditions in the regions that the Corporation operates. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "project", "predict", "potential", "could", "might", "should" and other similar expressions. The Corporation believes the expectations reflected in forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct. These forward-looking statements speak only to of the date of this MD&A. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required pursuant to applicable securities laws.