

Management's Discussion and Analysis

This Management's Discussion and Analysis ("MD&A") contains forward-looking statements. These statements are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may differ materially. See the Forward-Looking Statements section of this MD&A for additional information.

This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements of TransAlta Renewables Inc. as at and for the three months ended March 31, 2016 and 2015 and should also be read in conjunction with the annual audited consolidated financial statements and MD&A contained within our 2015 Annual Report. In this MD&A, unless the context otherwise requires, 'we', 'our', 'us', 'TransAlta Renewables', and the 'Corporation' refer to TransAlta Renewables Inc. and 'TransAlta' refers to TransAlta Corporation and its subsidiaries. All dollar amounts in the tables presented in this MD&A are in millions⁽¹⁾ of Canadian dollars, unless otherwise noted. The condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standard ("IFRS") IAS 34 *Interim Financial Reporting*. This MD&A is dated April 27, 2016. Additional information respecting the Corporation is available on SEDAR at www.sedar.com and on our website at www.transaltarenewables.com. Information on or connected to our website is not incorporated by reference herein.

Operations of the Corporation

As at Jan. 1, 2016, TransAlta Renewables owned and operated 12 hydro facilities and 16 wind farms in Western and Eastern Canada, and held economic interests in TransAlta's 425 MW Australian gas-fired generation assets, the 150 MW South Hedland facility currently under construction, as well as the 270 kilometre gas pipeline (the "Australian Assets"), and in TransAlta's Wyoming wind farm.

During the first quarter of 2016, we completed the investment in Canadian tracking preferred shares ("CDN tracking preferred shares") consisting of an economic interest in TransAlta's Sarnia cogeneration plant, Le Nordais wind farm, and Ragged Chute hydro facility (the "Canadian Assets") totalling 611 MW of highly contracted power generation assets located in Ontario and Quebec. As we have an economic interest, and not direct ownership, the operational results of the Canadian Assets are not consolidated into our results; however, the finance income we receive on the CDN tracking preferred shares is included in our consolidated results. Refer to the Significant Events section of this MD&A for further details.

At March 31, 2016, we own directly or through economic interests an aggregate of 2,319 MW of gross generating capacity⁽²⁾ in operation. TransAlta manages and operates these facilities on our behalf under the terms of a Management, Administrative and Operational Services Agreement.

Non-IFRS Measures

We evaluate our performance using a variety of measures. Certain of these measures discussed in this MD&A are not defined under IFRS and, therefore, should not be considered in isolation or as an alternative to or to be more meaningful than net earnings attributable to common shareholders or cash flow from operating activities, as determined in accordance with IFRS, when assessing our financial performance or liquidity. These measures may not be comparable to similar measures presented by other issuers and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS. During the third quarter of 2015, we adjusted the way certain of these measures are calculated. Comparative comparable measures have been restated accordingly. See the Earnings before Interest, Taxes, Depreciation, and Amortization on a Comparable Basis and the Adjusted Funds from Operations and Comparable Cash Available for Distribution sections of this MD&A for additional information.

(1) Refer to the Current Accounting Changes section of this MD&A.

(2) We measure capacity as Net Maximum Capacity (see Glossary of Key Terms for definition of this and other key terms), which is consistent with industry standards. Capacity figures represent capacity owned and in operation unless otherwise stated. The gross capacity reflects the basis of consolidation of underlying assets owned, plus those in which we hold an economic interest. Net capacity deducts capacity attributable to non-controlling interest in these assets.

Additional IFRS Measures

An additional IFRS measure is a line item, heading, or subtotal that is relevant to an understanding of the financial statements but is not a minimum line item mandated under IFRS, or the presentation of a financial measure that is relevant to an understanding of the financial statements but is not presented elsewhere in the financial statements. We have included line items entitled “gross margin” and “operating income” in our Condensed Consolidated Statements of Earnings. Presenting these line items provides management and investors with a measure of ongoing operating performance that is readily comparable from period to period.

Forward-Looking Statements

This MD&A and other reports and filings made with securities regulatory authorities include forward-looking statements. All forward-looking statements are based on our beliefs as well as assumptions based on information available at the time the assumptions were made and on management’s experience and perception of historical trends, current conditions, and expected future developments, as well as other factors deemed appropriate in the circumstances. Forward-looking statements are not facts, but only predictions and generally can be identified by the use of statements that include phrases such as “may”, “will”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “foresee”, “potential”, “enable”, “continue”, or other comparable terminology. These statements are not guarantees of our future performance and are subject to risks, uncertainties, and other important factors that could cause our actual performance to be materially different from that projected.

In particular, this MD&A contains forward-looking statements pertaining to our business and anticipated financial performance including, but not limited to: spending on growth and sustaining capital and productivity projects, including sustaining capital expenditures of subsidiaries of TransAlta in which we have an economic interest; expectations in terms of the cost of operations, capital spending, and maintenance, including maintenance performed by third parties, and including the variability of those costs; expectations related to future earnings and cash flow from operating and contracting activities; incentive levels from government assistance; the payment of future dividends; expectations in respect of generation availability, capacity, and production; the timing and completion and commissioning of projects under development, including the South Hedland project and the costs thereof and the funding of such costs; expected governmental regulatory regimes and legislation such as Alberta’s Climate Leadership Plan and their expected impact on us, as well as the cost of complying with resulting regulations and laws and the value of offsets generated by our wind facilities; estimates of future tax rates, future tax expense, and the adequacy of tax provisions; accounting estimates; expectations regarding operations, maintenance and administration costs; anticipated growth rates in our markets; potential legal and contractual claims; expectations for the ability to access capital markets on reasonable terms; the estimated or potential impact of changes in interest rates and expense and changes in the value of the Canadian dollar relative to the US dollar and the Australian dollar; the monitoring of our exposure to liquidity risk; expectations regarding the impact of the slowdown in the oil and gas sector, and the general slowdown of the Australian economy; expectations regarding entering into additional financial instruments; and expectations regarding borrowing rates and our credit practices.

Factors that may adversely impact our forward-looking statements include risks relating to: changes in general economic conditions, including interest rates; operational risks involving our facilities, including unplanned outages at such facilities; risks pertaining to the timing and cost of the construction and commissioning of the South Hedland project; disruptions in the transmission and distribution of electricity; the effects of weather; disruptions in the source of water, wind, or gas required to operate our facilities; natural disasters; the threat of domestic terrorism, cyberattacks, and other man-made disasters; equipment failure and our ability to carry out repairs in a cost-effective or timely manner; industry risk and competition; fluctuations in the value of foreign currencies; the need for additional financing and the ability to access financing at a reasonable cost; structural subordination of securities; counterparty credit risk; insurance coverage; our provision for income taxes; legal and contractual proceedings involving the Corporation; reliance on key personnel; the regulatory and political environments in the jurisdictions in which we operate; increasingly stringent environmental requirements and changes in, or liabilities under, these requirements; and development projects and acquisitions. The foregoing risk factors, among others, are

described in further detail in the Risk Factors section of our 2016 Annual Information Form and our annual MD&A for the year ended Dec. 31, 2015. All documents are available on SEDAR at www.sedar.com.

Readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on these forward-looking statements. The forward-looking statements included in this document are made only as of the date hereof and we do not undertake to publicly update these forward-looking statements to reflect new information, future events, or otherwise, except as required by applicable laws. In light of these risks, uncertainties, and assumptions, the forward-looking events might occur to a different extent or at a different time than we have described, or might not occur. We cannot assure that projected results or events will be achieved.

Highlights

Consolidated Financial Highlights

3 months ended March 31	2016	2015
Renewable energy production (GWh) ⁽¹⁾	1,081	958
Revenues	68	68
Net earnings (loss) attributable to common shareholders	(36)	20
Comparable EBITDA ⁽²⁾	114	55
Adjusted funds from operations ⁽²⁾	82	43
Cash flow from operating activities	81	41
Comparable cash available for distribution ⁽²⁾	82	32
Net earnings (loss) per share attributable to common shareholders, basic and diluted ⁽³⁾	(0.16)	0.17
Adjusted funds from operations per share ⁽²⁾⁽³⁾	0.37	0.37
Comparable cash available for distribution per share ⁽²⁾⁽³⁾	0.37	0.28
Dividends declared per common share ⁽³⁾	0.22	0.19
Dividends paid per common share ⁽³⁾	0.22	0.19
As at	March 31, 2016	Dec. 31, 2015
Gas installed capacity (MW)	931	425
Renewables installed capacity (MW)	1,388	1,283
Total assets	3,840	3,336
Total long-term liabilities	1,405	1,120

- Comparable earnings before interest, taxes, depreciation, and amortization (“EBITDA”) increased \$59 million in the quarter compared to the same period last year, primarily due to the acquisition of the economic interests in the Australian Assets and Canadian Assets, which contributed \$58 million.
- Adjusted Funds from Operations (“AFFO”) increased \$39 million in the first quarter of 2016 compared to the same period in 2015, primarily due to the increase in comparable EBITDA, partially offset by an increase in long term accounts receivable and by sustaining capital expenditures of the Australian Assets and Canadian Assets.
- Reported net earnings (loss) attributable to common shareholders decreased by \$56 million, primarily due to the change in fair value of our Class B shares due to the increase in our common share price, foreign exchange losses associated with our economic interest in foreign assets and an economic hedge on our commitment for future investment, partially offset by the increase in finance income following the investment in the Australian Assets and Canadian Assets.

(1) Includes production from Wyoming Wind, Le Nordais, and Ragged Chute and excludes Australian and Canadian gas-fired generation.

(2) These items are not defined under IFRS and the way they are calculated changed during 2015. Presenting these items from period to period provides management and investors with the ability to evaluate earnings and cash flow trends more readily in comparison with prior periods' results. Refer to the Non-IFRS Measures section and to “Adjusted Funds from Operations and Comparable Cash Available for Distribution” within the Highlights section of this MD&A for further discussion of these items, including, where applicable, reconciliations to measures calculated in accordance with IFRS.

(3) Amounts in this and other tables are presented in whole dollars to the nearest two decimals.

Operational Results

3 months ended March 31	Long-term average renewable energy production (GWh) ⁽¹⁾	Production (GWh)		Comparable EBITDA	
		2016	2015	2016	2015
Canadian Wind ⁽²⁾	848	903	820	56	53
Canadian Hydro ⁽³⁾	44	58	40	2	1
US Wind	109	120	98	6	4
Total - Renewable energy	1,001	1,081	958	64	58
Canadian Gas		275	-	22	-
Australian Gas		372	-	32	-
Corporate		-	-	(4)	(3)
Total		1,728	958	114	55

- **Canada Wind:** Comparable EBITDA increased \$3 million compared to 2015, primarily due to the addition of the economic interest of Le Nordais in Eastern Canada, and higher production in Western Canada.
- **Canada Hydro:** Comparable EBITDA increased \$1 million compared to 2015, primarily due to higher production from our investment in the economic interest of Ragged Chute in 2016.
- **U.S. Wind:** Comparable EBITDA increased \$2 million compared to 2015, primarily due to higher wind resource.
- **Canadian Gas:** Comparable EBITDA since our acquisition of the CDN tracking preferred shares on Jan. 6, 2016 was \$22 million. Business operations and results have been in line with expectations when we acquired the interest in the facility.
- **Australian Gas:** Comparable EBITDA for the first quarter was \$32 million and in line with expectations from the business when we acquired the interest in the Australian facilities.
- **Corporate:** Consists primarily of contracted management costs from TransAlta for Canadian operations.

Adjusted Funds from Operations and Comparable Cash Available for Distribution

AFFO and Comparable Cash Available for Distribution ("Comparable CAFD") provide investors with a proxy for the amount of cash generated from operating activities and investments in subsidiaries of TransAlta before changes in working capital, and provide the ability to evaluate cash flow trends more readily in comparison with results from prior periods.

Beginning in the third quarter of 2015, AFFO includes sustaining capital expenditures and distributions to non-controlling interests, and both AFFO and Comparable CAFD exclude the effects of timing and working capital on distributions from subsidiaries of TransAlta in which we hold an economic interest. The comparative period has been restated to reflect this methodology.

(1) Long-term average is calculated on an annualized basis from the average annual energy yield predicted from our simulation model based on historical inflow data performed over a period of typically 15 years for wind and 30 years for hydro.

(2) Includes our economic interest in Le Nordais.

(3) Includes our economic interest in Ragged Chute.

AFFO per share and Comparable CAFD per share are calculated as follows using the weighted average number of common shares outstanding during the period.

3 months ended March 31	2016	2015
Cash flow from operating activities	81	41
Change in non-cash operating working capital balances	4	4
Change in non-cash operating working capital of Wyoming Wind LLC	2	1
Adjusted cash flow from operations before changes in working capital	87	46
Adjustments:		
Sustaining capital expenditures	(1)	(2)
Distributions paid to subsidiaries' non-controlling interest	(2)	(1)
Effect of timing on finance income the economic interests	(2)	-
AFFO	82	43
Deduct:		
Principal repayments of amortizing debt	-	(11)
Comparable CAFD	82	32
Weighted average number of common shares outstanding in the period (millions)	221	115
AFFO per share	0.37	0.37
Comparable CAFD per share	0.37	0.28

A reconciliation of comparable EBITDA to AFFO is as follows:

3 months ended March 31	2016	2015
Comparable EBITDA	114	55
Interest expense	(12)	(9)
Long term receivable - economic interests	(9)	-
Sustaining capital expenditures - owned assets	(1)	(2)
Sustaining capital expenditures - economic interests	(4)	-
Current income tax expense - economic interests	(3)	-
Distributions paid to subsidiaries' non-controlling interest	(2)	(1)
Unrealized risk management gain - economic interests	(1)	-
Currency adjustment - economic interests	(1)	-
Other	1	-
AFFO	82	43

AFFO increased \$39 million in the first quarter of 2016 compared to the same period in 2015, primarily due to the increase in comparable EBITDA, partially offset by an increase in long term accounts receivable and by sustaining capital expenditures of the Australian Assets and Canadian Assets.

Comparable CAFD for the three months ended March 31, 2016 increased \$50 million compared to 2015, primarily due to the increase in AFFO. Last year, CAFD also included \$11 million of principal repayments. As we transition financing towards non-recourse project-level debt, we expect the principal repayments to more closely mirror the contractual profile of our assets.

Significant Events

Investment in TransAlta's Sarnia Cogeneration Plant, Le Nordais Wind Farm, and Ragged Chute Hydro Facility

On Jan. 6, 2016, we invested in an economic interest based on the cash flows of the Canadian Assets for a combined value of approximately \$540 million. The Canadian Assets consist of approximately 611 MW of highly contracted power generation assets located in Ontario and Quebec. Our investment consists of the acquisition of CDN tracking preferred shares of a subsidiary of TransAlta that will provide us with an economic interest based on cash flows broadly equal to the underlying net distributable profits of the entities that own the Canadian Assets. The transaction was originally announced on Nov. 23, 2015. TransAlta continues to own, manage, and operate the Canadian Assets.

In addition to the cash consideration of \$173 million paid to TransAlta, we issued 15,640,583 common shares with a value as of Nov. 23, 2015 of \$152 million, and issued a \$215 million convertible unsecured subordinated debenture to TransAlta. The debenture is on an interest-only basis at a coupon of 4.5 per cent per annum payable semi-annually in arrears on June 30th and Dec. 31st and matures on Dec. 31, 2020. On the maturity date, TransAlta will have the right, at its sole option, to convert the outstanding principal amount of the debenture, in whole or in part, into common shares of the Corporation at a conversion price of \$13.16 per common share. The debenture is a direct unsecured obligation of the Corporation ranking subordinate to all liabilities, except liabilities which by their terms rank in right of payment equally with or subordinate to the debenture. The debenture ranks equal with all subordinate debentures issued by us from time to time.

We funded the cash consideration of the purchase price through the issuance of 17,692,750 subscription receipts at a price of \$9.75 per subscription receipt. On Jan. 6, 2016, and upon the closing of the transaction, each holder of subscription receipts received one common share of the Corporation and a cash dividend equivalent payment of \$0.07 for each subscription receipt held. As a result, we issued 17,692,750 common shares and paid a total dividend equivalent of \$1 million.

South Hedland Power Project

We continued to advance the construction of the South Hedland power project. Major equipment has been arriving on schedule. The bulk of the major equipment has arrived at site. We continue to expect the project to be delivered on schedule and on budget in mid-2017.

Environmental Regulation Updates

Refer to the Environmental Legislation section of our 2015 Annual MD&A for further details that supplement the recent developments discussed below.

Alberta

In March 2016, Alberta began the development of its renewable energy procurement process designed to procure a first block of renewable generation projects to be in-service by mid-2019.

Ontario

On Feb. 25, 2016, Ontario released draft regulations for its greenhouse gas cap and trade program. The regulations are to become effective Jan. 1, 2017, and will apply to all fossil fuel used for electricity generation. We do not anticipate that our economic interest in the Sarnia gas-fired facility in Ontario will be significantly impacted by virtue of change-in-law provisions within the contracts. Further details of the regulation are being developed with public consultation, in which TransAlta is participating.

A separate offset regulation will be drafted later in 2016.

Discussion of Additional Information

Canadian Wind

3 months ended March 31	2016	2015
Production (GWh)	903	820
Gross installed capacity (MW)	1,132	1,034
Revenues	69	66
Royalties and other costs of sales	3	4
Comparable gross margin	66	62
Operations, maintenance, and administration	8	8
Taxes, other than income taxes	2	1
Comparable EBITDA	56	53

Production for the three months ended March 31, 2016 increased 83 GWh compared to 2015 due to the addition of an economic interest in the Le Nordais facility and higher wind volumes in Western Canada. As a result, comparable EBITDA for the three months ended March 31, 2016 increased \$3 million compared to 2015. This was offset partially by the timing of green attribute sales in 2016.

Canadian Hydro

3 months ended March 31	2016	2015
Production (GWh)	58	40
Gross installed capacity (MW)	112	105
Revenues	4	2
Royalties and other costs of sales	1	-
Comparable gross margin	3	2
Operations, maintenance, and administration	1	1
Comparable EBITDA	2	1

Production for the three months ended March 31, 2016 increased 18 GWh compared to 2015, primarily due to the addition of an economic interest in the Ragged Chute facility and increased generation from higher water resources. As a result, comparable EBITDA for the three months ended March 31, 2016 increased \$1 million compared to 2015.

U.S. Wind

3 months ended March 31	2016	2015
Production (GWh)	120	98
Gross installed capacity (MW)	144	144
Revenues and gross margin	7	5
Operations, maintenance, and administration ⁽¹⁾	1	1
Comparable EBITDA	6	4

Production for the three months ended March 31, 2016 increased 22 GWh compared to 2015, primarily due to better wind resource, resulting in an increase in approximately \$2 million in comparable EBITDA.

(1) Includes the effect of contractually fixed management costs.

Canadian Gas

Period from Jan. 6 to March 31	2016	2015
Production (GWh)	275	-
Gross installed capacity (MW)	506	-
Revenue	47	-
Fuel and purchased power	19	-
Comparable gross margin	28	-
Operations, maintenance, and administration	6	-
Comparable EBITDA	22	-

We completed the acquisition of an economic interest in the Sarnia cogeneration facility on Jan. 6, 2016.

The Sarnia facility performed in line with our expectations during the quarter as the facility is highly contracted.

Australian Gas

3 months ended March 31	2016	2015
Production (GWh)	372	-
Gross installed capacity (MW)	425	-
Revenues	30	-
Finance lease income ⁽¹⁾	13	-
Fuel and purchased power	(6)	-
Comparable gross margin	37	-
Operations, maintenance, and administration ⁽²⁾	5	-
Comparable EBITDA	32	-

The Australian Assets performed in line with expectations since such facilities are fully contracted.

Corporate

Corporate costs for the three months ended March 31, 2016 have increased \$1 million to \$4 million compared to 2015, primarily due to higher administrative fees following the investment in the economic interest of the Canadian Assets.

Other Consolidated Results

Net Interest Expense

The components of net interest expense are shown below:

3 months ended March 31	2016	2015
Interest on debt	10	9
Interest on convertible debenture	2	-
Net interest expense	12	9

For the three months ended March 31, 2016, net interest expense increased compared to 2015, primarily due to the issuance of the convertible debenture.

(1) Finance lease income adjusted for change in finance lease receivable amount.

(2) Includes the effect of contractually fixed management costs.

Class B Shares

As at March 31, 2016, 26 million Class B shares were outstanding (Dec. 31, 2015 - 26 million). As Class B shares are convertible into common shares at a variable rate, they are classified as liabilities and their change in value is recognized in net earnings. The increase in value of Class B shares of \$64 million recognized this quarter is unrealized and relates to the change in value of the underlying common shares during the period (net of the effect of estimated foregone dividends, as discounted using a risk-free rate for the period to conversion). Additional information on Class B shares is presented in Note 11 of our interim condensed consolidated financial statements.

Income Taxes

A reconciliation of income taxes and effective tax rates on earnings is presented below:

3 months ended March 31	2016	2015
Earnings before income taxes	(32)	27
Income attributable to non-controlling interest	(1)	(1)
Earnings attributable to common shareholders subject to tax	(33)	26
Income tax expense	3	6
Effective tax rate on earnings attributable to common shareholders (%)	(9)	23

Income tax expense for the three months ended March 31, 2016 decreased compared to the same period in 2015 primarily due to a decrease in earnings. Certain earnings and deductions from investments in subsidiaries of TransAlta are not subject to tax.

The effective tax rate on earnings attributable to common shareholders for the three months ended March 31, 2016 decreased compared to the same period in 2015, primarily due to the effect of certain earnings and deductions not subject to tax.

Other Comprehensive Income (“OCI”)

As part of the investment in the economic interest in TransAlta’s Canadian Assets in the quarter, we acquired CDN tracking preferred shares (see the Significant Events and Financial Instruments sections of this MD&A). Under IFRS accounting requirements, we designated these shares as available-for-sale financial assets with the result that changes in the fair value of these shares are recognized in OCI each period.

During the three months ended March 31, 2016, we recognized a \$2 million decrease in fair value in OCI. The changes in the fair value of available-for-sale instruments during the quarter are primarily attributable to changes in foreign exchange from the Australian tracking preferred shares.

Sustaining Capital Expenditures

Actual sustaining capital expenditures for our owned assets, as well as the facilities in which we own economic interests, is noted below for the three months ended March 31, 2016 and 2015:

3 months ended March 31		2016					
Category	Description	Canadian Wind	Canadian Hydro	U.S Wind	Canadian Gas	Australian Gas	Total
Routine capital	Expenditures to maintain our existing generating capacity	-	-	-	-	1	1
Planned maintenance	Regularly scheduled maintenance	1	-	1	2	-	4
Total sustaining expenditures		1	-	1	2	1	5

3 months ended March 31		2015					
Category	Description	Canadian Wind	Canadian Hydro	U.S Wind	Canadian Gas	Australian Gas	Total
Routine capital	Expenditures to maintain our existing generating capacity	1	-	-	-	-	1
Planned maintenance	Regularly scheduled maintenance	1	-	-	-	-	1
Total sustaining expenditures		2	-	-	-	-	2

Sustaining capital spend for the period ended March 31, 2016 has increased by \$3 million compared to 2015, primarily due to the investments in the economic interests of the Australian Assets and Canadian Assets.

Liquidity and Capital Resources

Liquidity risk arises from our ability to meet general funding needs, engage in hedging activities, and manage the assets, liabilities, and capital structure of the Corporation. Liquidity risk is managed by maintaining sufficient liquid financial resources to fund obligations as they come due in the most cost-effective manner.

Our liquidity needs are met through a variety of sources, including cash generated from operations, capital markets, and funding from TransAlta. Our primary uses of funds are operational expenses, capital expenditures, distributions to the non-controlling interest, interest and principal payments on debt, and dividends.

Financial Position

The following chart highlights significant changes in the Condensed Consolidated Statements of Financial Position from Dec. 31, 2015 to March 31, 2016:

	Increase/ (decrease)	Primary factors explaining change
Cash and cash equivalents	(2)	Timing of receipts and payments
Accounts receivable	16	Finance income receivable following investment in Canadian Assets
Property, plant, and equipment, net	(16)	Depreciation
Investments in subsidiaries of TransAlta	509	Increase due to the acquisition of economic interest in the Canadian Assets, partially offset by unfavourable changes in foreign exchange
Risk management assets (current and long-term)	(7)	Decrease in value of the hedge on contribution commitment
Deferred income tax assets	6	Decrease taxable temporary differences and Increase in deductible temporary difference of share issuance costs
Accounts payable and accrued liabilities	11	Timing of payments
Dividends payable	6	Issuance of common shares as part of the Canadian Assets investment
Long-term debt (including current portion)	(24)	Decrease in borrowings under the credit facility
Convertible debenture	215	Issuance of convertible debenture as part of the Canadian Assets investment
Class B shares liability	64	Change in value of the Class B shares related to the increased value of the underlying common shares
Deferred income tax liabilities	7	Decrease in tax loss carryforwards
Equity attributable to shareholders	227	Common shares issued, partially offset by the net loss for the period and by dividends declared

Cash Flows

The following chart highlights significant changes in the Consolidated Statements of Cash Flows for the three months ended March 31, 2016 compared to the same period in 2015:

3 months ended March 31	2016	2015	Primary factors explaining change
Cash and cash equivalents, beginning of period	2	24	
Provided by (used in):			
Operating activities	81	41	Higher cash earnings of \$40 million
Investing activities	(174)	(3)	Increase in investment in subsidiaries of TransAlta of \$173 million
Financing activities	91	(25)	Net proceeds on issuance of common shares of \$162 million, partially offset by repayments of the credit facility of \$23 million and an increase in dividends paid on common shares of \$24 million
Cash and cash equivalents, end of period	-	37	

Debt

Debt, including amounts owing to TransAlta, totalled \$988 million as at March 31, 2016 compared to \$797 million as at Dec. 31, 2015. Debt increased from Dec. 31, 2015, primarily due to the issuance of the convertible debenture as part of the acquisition of the economic interest in the Canadian Assets.

At March 31, 2016, including our credit facility and the convertible debenture, \$278 million of our debt was due to TransAlta (Dec. 31, 2015 - \$86 million).

We have a \$350 million unsecured credit facility with TransAlta available to us for general corporate purposes, including financing ongoing working capital requirements, construction capital requirements, growth opportunities and for repayment of outstanding borrowings. At March 31, 2016, \$63 million was drawn on the facility (Dec. 31, 2015 - \$86 million) to support the construction of the South Hedland project.

Share Capital

On March 31, 2016 and April 27, 2016, we had 224.1 million common shares and 26.1 million Class B shares issued and outstanding, as well as a \$215 million convertible debenture. At Dec. 31, 2015 we had 190.8 million common shares and 26.1 million Class B shares issued and outstanding.

During the quarter we issued 33 million common shares and the convertible debenture as part of the investment in the economic interest of the Canadian Assets.

The convertible debenture will mature on Dec. 31, 2020. On the maturity date, TransAlta will have the right, at its sole option, to convert the outstanding principal amount of the convertible debenture, in whole or in part, into common shares of the Corporation at a conversion price of \$13.16 per common share. If on the maturity date TransAlta exercises its conversion option in full, 16.3 million common shares will be issued by us. If TransAlta does not exercise its conversion option, we may satisfy the principal obligation through issuance of common shares with a unit value corresponding to 95 per cent of the then-current common share value.

Unconsolidated Structured Entities or Arrangements

Disclosure is required of all unconsolidated structured entities or arrangements such as transactions, agreements, or contractual arrangements with unconsolidated entities, structured finance entities, special purpose entities, or variable interest entities that are reasonably likely to materially affect liquidity or the availability of, or requirements for, capital resources. We currently have no such unconsolidated structured entities or arrangements.

2016 Outlook

Business Environment

Economic Environment

Through the use of PPAs, including TransAlta PPAs, substantially all of our owned facilities and the Canadian Assets and Australian Assets are currently contracted, and we therefore expect to see no significant impact of the slowing Western Canada and Australian economies on our business.

Counterparty credit risk is monitored and we operate in accordance with our established risk management policies. We do not anticipate any material change to our existing credit practices and continue to deal primarily with investment grade counterparties.

Environmental Legislation

As noted in the Significant Events section of our most recent annual MD&A, Alberta's current GHG program has been renewed and expanded. We expect value realized from our green attributes generated in the province in 2016 to be consistent with 2015. Revenue from green attributes generated in Alberta amounted to \$11 million in 2015 and is expected to be consistent in 2016. The GHG offsets created by our Alberta wind facilities are expected to increase in value through 2017.

As part of the Climate Leadership Plan, the Government of Alberta has stated its intention to establish a new system of obligations and allowances, benchmarked against highly efficient gas generation, beginning in 2018. The initial compliance price would be set at \$30 per tonne.

Operations

Production

We expect renewable energy production from our wind and hydro assets in 2016 to be in the range of 3,500 to 3,850 GWh. This includes expected generation from economic interests in the renewable Canadian Assets acquired on Jan. 6, 2016. The gas-fired generation primarily provides compensation for capacity, and accordingly, production is not a significant performance indicator of that business.

Contracted Cash Flows

Through the use of PPAs, including the TransAlta PPAs, our facilities and those in which we have an economic interest have a weighted average contractual life remaining of approximately 15 years.

Operating Costs

We have established long-term service agreements with suppliers to stabilize operations, maintenance and administration costs. Most of our generation from gas is sold under contract with pass-through provisions for fuel. For gas generation with no pass-through provision, we purchase natural gas coincident with production, thereby minimizing our exposure to changes in price.

Exposure to Fluctuations in Foreign Currencies

We are exposed to fluctuations in the exchange rate between the Canadian and the Australian and US dollars as a result of our economic interest in the Wyoming wind farm and the Australian Assets (including the remaining construction costs for South Hedland). The securities acquired from TransAlta and the related dividends received are denominated in Canadian, Australian, and US dollars. TransAlta has provided the Corporation with protection against fluctuations in the exchange rates on the first five years of cash flows from the Australian Assets and for the cost of constructing the South Hedland Power Station, which is expected to be completed in 2017. Any changes in foreign investments or foreign-denominated debt may change our exposure. All of our other assets are located in Canada. We may acquire equipment from foreign suppliers in various foreign currencies for future capital projects, which could create exposure to fluctuations in the value of the Canadian dollar related to these currencies.

Our strategy is to mitigate foreign exchange risk on foreign denominated cash flows to ensure our ability to meet dividend requirements. Cash flows relating to the Australian Assets are predominately hedged under agreements with TransAlta. In

addition, we entered into foreign exchange forwards to hedge US dollar cash flows primarily related to the Wyoming Wind assets.

Net Interest Expense

Exposure to interest rate risk is not significant as interest rates on long-term debt are largely fixed. Net interest for 2016 is expected to be higher than 2015, due to a higher volume of debt.

Liquidity and Capital Resources

If there are low wind volumes, low hydro resource, or unexpected maintenance costs, we may need additional liquidity in the future. We expect to maintain adequate available liquidity under our credit facility with TransAlta.

The Corporation manages liquidity risk associated with debentures due in 2016 and beyond by preparing and revising long-term external financing plans reflecting business plans and market availability of capital. The Corporation anticipates refinancing its maturing debt based on reasonable commercial terms.

Income Taxes

The effective tax rate on earnings excluding non-comparable items for 2016 is expected to be approximately 8 to 13 per cent, which is lower than the statutory tax rate of 26.7 per cent primarily due to certain earnings that are not subject to tax. Finance income earned in relation to our economic interests in subsidiaries of TransAlta is net of certain tax amounts.

Capital Expenditures

Sustaining Capital

Our sustaining capital is comprised of the ongoing capital costs associated with maintaining the existing generating capacity of our facilities. The facilities of TransAlta in which we own economic interests also incur sustaining capital expenditures. While we are not required to fund these expenditures, they reduce the finance income from these investments.

For 2016, our estimate for total sustaining capital expenditures for owned assets and those in which we own an economic interest is allocated among the following:

Category	Description	Expected spend in 2016
Routine capital	Expenditures to maintain our existing generating capacity	18 - 21
Planned maintenance	Regularly scheduled maintenance	20 - 23
Total sustaining expenditures		38 - 44

We have reduced our estimate by \$6 million compared to the previously disclosed range, due to deferral of a major maintenance project to 2017.

Construction of South Hedland

In 2016, we anticipate investing \$100 million in the construction of the South Hedland project. We have invested \$175 million to date in the construction of South Hedland. We expect that the power station will be commissioned in the second quarter of 2017.

Financing

Financing for these capital expenditures is expected to be provided by cash flow from operating activities, debt capital markets and a drawdown on the credit facility provided by TransAlta.

Financial Instruments

Refer to Note 12 of our most recent annual consolidated financial statements and Note 7 of our interim condensed consolidated financial statements for the three months ended March 31, 2016 for details on Financial Instruments. Also refer to the Financial Instruments section of our most recent annual MD&A for additional details. Our risk management profile and practices have not changed materially since Dec. 31, 2015.

As part of our investment in the Canadian Assets, we acquired CDN tracking preferred shares of a subsidiary of TransAlta which have been designated as available-for-sale financial assets and are measured at fair value with changes recognized in OCI.

At March 31, 2016, Level III financial instruments were comprised of financial assets with a carrying value of \$1,342 million (Dec. 31, 2015 - \$804 million) and financial liabilities with a carrying value of \$306 million (Dec. 31, 2015 - \$242 million). The changes are attributable, respectively, to the investment in CDN tracking preferred shares, and to change in value of the Class B shares liability. Refer to the condensed consolidated financial statements for additional information on these measurements.

Related-Party Transactions and Balances

Related-Party Transactions

Amounts recognized from transactions with TransAlta or subsidiaries of TransAlta, excluding those described in the Significant Events section of this MD&A, are as follows:

3 months ended March 31	2016	2015
Revenue from TransAlta PPAs	12	11
Revenue from green attributes ⁽¹⁾	-	2
Finance income related to subsidiaries of TransAlta	46	3
G&A Reimbursement Fee	4	3
Interest expense	3	3

⁽¹⁾ The value of green attributes was determined by reference to market information for similar instruments, including historical transactions with third parties, with the transaction ultimately reviewed and approved by the Corporation's independent members of the Board of Directors.

Related-Party Balances

Related-party balances include the following:

As at	March 31, 2016	Dec. 31, 2015
Trade and other receivables	50	30
Trade and interest payable	7	4
Dividends payable	19	17
Investments in subsidiaries of TransAlta	2,074	1,565
Net risk management assets	2	9
Convertible debenture	215	-
Class B shares liability	306	242
Credit facility	63	86
Letters of credit issued by TransAlta on behalf of the Corporation	32	31
Guarantees provided by TransAlta on behalf of the Corporation	40	226
Indemnification guarantee provided by the Corporation to TransAlta	980	1,013

All of these balances are with TransAlta or subsidiaries of TransAlta.

EBITDA on a Comparable Basis

Presenting comparable EBITDA from period to period provides management and investors with a proxy for the amount of cash generated from operating activities before net interest expense, non-controlling interest, income taxes, and the impacts of timing and sustaining capital expenditures on finance income from subsidiaries of TransAlta.

Beginning in the third quarter of 2015, comparable operating income and EBITDA also include the comparable EBITDA of the facilities in which we hold an economic interest. In prior periods we used to reclassify all the finance income from these sources into comparable EBITDA. Adjustments for comparative and cumulative periods have been restated to reflect the current methodology.

A reconciliation of comparable EBITDA to reported results is as follows:

3 months ended March 31	2016			2015		
	Reported	Economic interests	Comparable total	Reported	Economic interests	Comparable total
Revenues ⁽¹⁾	68	102	170	68	5	73
Royalties and other costs of sales	3	26	29	4	-	4
Gross margin	65	76	141	64	5	69
Operations, maintenance, and administration ⁽²⁾	13	12	25	12	1	13
Taxes, other than income taxes	2	-	2	1	-	1
Earnings before interest, taxes, depreciation, and amortization	50	64	114	51	4	55

(1) Includes finance lease income adjusted for change in finance lease receivable amount.

(2) Includes the effect of contractually fixed management costs.

The following table reconciles EBITDA from economic interests to reported finance income by source:

3 months ended March 31	2016					2015	
	Canadian Wind	Canadian Hydro	U.S. Wind	Canadian Gas	Australian Gas	Total	U.S. Wind
EBITDA	4	-	6	22	32	64	4
Sustaining capital	-	-	(1)	(2)	(1)	(4)	-
Long term receivable	-	-	-	-	(9)	(9)	-
Current income tax expense	-	-	-	(3)	-	(3)	-
Unrealized risk management gain	-	-	-	(1)	-	(1)	-
Currency adjustment	-	-	-	-	(1)	(1)	-
AFFO	4	-	5	16	21	46	4
Effects of changes in working capital and other timing on finance income	(1)	-	(2)	-	3	-	(1)
Finance income	3	-	3	16	24	46	3

Accounting Changes

Critical Accounting Estimates

The critical accounting estimates were made consistent with our most recent annual MD&A for Dec. 31, 2015, and the transaction value in respect of the investment in the economic interests of the Canadian Assets on Jan. 6, 2016, as disclosed in Notes 3, 4 and 10 of the interim condensed consolidated financial statements.

Current Accounting Changes

During the quarter, we changed the presentation of our financial information from rounding in thousands to rounding in millions. Comparative period information presented has been restated accordingly.

Future Accounting Changes

Accounting standards that have been previously issued by the International Accounting Standards Board but are not yet effective, and have not been applied by the Corporation include IFRS 9 *Financial Instruments*, IFRS 15 *Revenue from Contracts with Customers*, and IFRS 16 *Leases*. Refer to the Future Accounting Changes section of our most recent annual MD&A for information regarding the requirements of these accounting standards.

We continue to assess the impact of adopting these standards on the consolidated financial statements.

Selected Quarterly Information

	Q2 2015	Q3 2015	Q4 2015	Q1 2016
Revenue	51	41	75	68
Net earnings (loss) attributable to common shareholders	7	61	107	(36)
Comparable AFFO	40	39	79	82
Comparable CAFD	40	27	79	82
Net earnings (loss) per share attributable to common shareholders, basic and diluted	0.04	0.32	0.56	(0.16)
Comparable CAFD per share	0.25	0.14	0.41	0.37
	Q2 2014	Q3 2014	Q4 2014	Q1 2015
Revenue	50	43	73	68
Net earnings attributable to common shareholders	6	-	22	20
Comparable AFFO	23	18	45	42
Comparable CAFD	23	7	45	31
Net earnings per share attributable to common shareholders, basic and diluted	0.05	-	0.19	0.17
Comparable CAFD per share	0.20	0.06	0.39	0.27

Our business results fluctuate with seasonal variations, with the first and fourth quarters seeing the largest wind volumes and the second and third quarters recording higher hydro volumes. As wind forms a larger part of our renewable fleet, higher revenues and earnings are expected in the first and fourth quarters. On Jan. 6, 2016, we acquired an economic interest in the Canadian Assets, adding 611 MW to our existing capacity. In May 2015, we acquired an economic interest in the Australian Assets, and approximately doubled our capitalization. The earnings after this investment include various effects arising from financial instruments:

- Favourable changes in the fair value of the Class B shares in the third quarter of 2015, and unfavourable changes in the second and fourth quarters of 2015, and in the first quarter of 2016.
- Foreign exchange gains on Australian-dollar-denominated instruments in the fourth quarter of 2015 and losses in the second and third quarters of 2015, and in the first quarter of 2016.

Controls and Procedures

Management has evaluated, with the participation of our designated Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in our report is accumulated and communicated to management, including our designated Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding our required disclosure. In designing and evaluating our disclosure controls and procedures, management is required to apply its judgment in evaluating and implementing possible controls and procedures.

There has been no change in the internal control over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Based on the foregoing evaluation, our designated Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2016, the end of the period covered by this report, our disclosure controls and procedures and our internal controls over financial reporting were effective.

TransAlta Renewables Inc.

Condensed Consolidated Statements of Earnings (Loss)

(in millions of Canadian dollars, except as otherwise noted)

Unaudited	3 months ended March 31	
	2016	2015
Revenues	54	55
Government incentives	7	6
Lease revenue	7	7
Total revenue	68	68
Royalties and other costs of sales	3	4
Gross margin	65	64
Operations, maintenance, and administration	13	12
Depreciation and amortization	18	18
Taxes, other than income taxes	2	1
Operating income	32	33
Finance income related to subsidiaries of TransAlta (Note 4)	46	3
Net interest expense (Note 5)	(12)	(9)
Change in fair value of Class B shares (Note 11)	(64)	-
Foreign exchange loss	(34)	-
Earnings (loss) before income taxes	(32)	27
Income tax expense (Note 6)	3	6
Net earnings (loss)	(35)	21
Net earnings (loss) attributable to:		
Common shareholders	(36)	20
Non-controlling interest	1	1
	(35)	21
Weighted average number of common shares		
outstanding in the period (millions) (Note 12)	221	115
Net earnings (loss) per share attributable to common shareholders, basic and diluted (Note 12)	(0.16)	0.17

See accompanying notes.

TransAlta Renewables Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(in millions of Canadian dollars)

Unaudited	3 months ended March 31	
	2016	2015
Net earnings (loss)	(35)	21
Losses on derivatives designated as cash flow hedges, net of tax	(2)	-
Reclassification of losses on derivatives designated as cash flow hedges to net earnings, net of tax	2	-
Available-for-sale financial assets - net change in fair value (Note 4)	(2)	-
Total items that will be reclassified subsequently to net earnings	(2)	-
Other comprehensive loss	(2)	-
Total comprehensive income (loss)	(37)	21
Total comprehensive income (loss) attributable to:		
Common shareholders	(38)	20
Non-controlling interest	1	1
	(37)	21

See accompanying notes.

TransAlta Renewables Inc.

Condensed Consolidated Statements of Financial Position

(in millions of Canadian dollars)

Unaudited	March 31, 2016	Dec. 31, 2015
Cash and cash equivalents	-	2
Trade and other receivables	78	62
Prepaid expenses	2	2
Risk management assets (Note 7)	2	4
Income taxes receivable	1	1
Inventory	3	3
	86	74
Property, plant, and equipment (Note 8)		
Cost	2,012	2,012
Accumulated depreciation	(459)	(443)
	1,553	1,569
Intangible assets	90	92
Risk management assets (Note 7)	1	6
Other assets	3	3
Investments in subsidiaries of TransAlta (Note 4)	2,074	1,565
Deferred income tax assets	33	27
Total assets	3,840	3,336
Accounts payable and accrued liabilities	25	14
Dividends payable (Note 12)	33	27
Current portion of deferred revenue	-	1
Current portion of long-term debt (Note 9)	125	148
	183	190
Long-term debt (Note 9)	648	649
Convertible debenture (Note 10)	215	-
Class B shares liability (Note 11)	306	242
Decommissioning provisions	7	7
Deferred revenues	6	6
Risk management liabilities (Note 7)	1	1
Deferred income tax liabilities	222	215
Total liabilities	1,588	1,310
Equity		
Common shares (Note 12)	2,469	2,152
Deficit	(257)	(169)
Accumulated other comprehensive income	4	6
Equity attributable to shareholders	2,216	1,989
Non-controlling interest	36	37
Total equity	2,252	2,026
Total liabilities and equity	3,840	3,336

Commitments and contingencies (Note 13)

See accompanying notes.

TransAlta Renewables Inc.

Condensed Consolidated Statements of Changes in Equity

(in millions of Canadian dollars)

Unaudited	Common shares	Deficit	Accumulated other comprehensive income	Attributable to shareholders	Attributable to non-controlling interest	Total
Balance, Dec. 31, 2015	2,152	(169)	6	1,989	37	2,026
Net earnings (loss)	-	(36)	-	(36)	1	(35)
Other comprehensive loss:						
Net change in fair value of available-for-sale financial assets	-	-	(2)	(2)	-	(2)
Total comprehensive income (loss)	-	(36)	(2)	(38)	1	(37)
Common shares issued to TransAlta (Note 3)	152	-	-	152	-	152
Public offering (Note 3)	165	-	-	165	-	165
Common share dividends	-	(52)	-	(52)	-	(52)
Distributions to non-controlling interest	-	-	-	-	(2)	(2)
Balance, March 31, 2016	2,469	(257)	4	2,216	36	2,252

Unaudited	Common Shares	Deficit	Attributable to shareholders	Attributable to non-controlling interest	Total
Balance, Dec. 31, 2014	1,224	(221)	1,003	38	1,041
Net earnings and total comprehensive income	-	20	20	1	21
Common share dividends	-	(23)	(23)	-	(23)
Distributions to non-controlling interest	-	-	-	(1)	(1)
Balance, March 31, 2015	1,224	(224)	1,000	38	1,038

See accompanying notes.

TransAlta Renewables Inc.

Condensed Consolidated Statements of Cash Flows

(in millions of Canadian dollars)

Unaudited	3 months ended March 31	
	2016	2015
Operating activities		
Net earnings (loss)	(35)	21
Depreciation and amortization	18	18
Deferred income tax expense (Note 6)	3	6
Change in fair value of Class B shares (Note 11)	64	-
Unrealized foreign exchange loss	35	-
Cash flow from operations before changes in working capital	85	45
Change in non-cash operating working capital balances	(4)	(4)
Cash flow from operating activities	81	41
Investing activities		
Additions to property, plant, and equipment (Note 8)	(1)	(2)
Investment in subsidiaries of TransAlta (Notes 3 and 4)	(173)	-
Change in non-cash investing working capital balances	-	(1)
Cash flow used in investing activities	(174)	(3)
Financing activities		
Net decrease in borrowings under credit facility (Note 9)	(23)	-
Issuance of long-term debt	-	45
Long-term debt repayments	-	(46)
Net proceeds on issuance of common shares (Note 3)	162	-
Dividends paid on common shares (Note 12)	(46)	(22)
Distributions to non-controlling interest	(2)	(1)
Other	-	(1)
Cash flow from (used in) financing activities	91	(25)
Cash flow from (used in) operating, investing, and financing activities	(2)	13
Increase (decrease) in cash and cash equivalents	(2)	13
Cash and cash equivalents, beginning of period	2	24
Cash and cash equivalents, end of period	-	37
Cash income taxes paid	-	1
Cash interest paid	10	8

See accompanying notes.

Notes to Condensed Consolidated Financial Statements (Unaudited)

(Tabular amounts in millions of Canadian dollars, except as otherwise noted)

1. Background and Accounting Policies

A. The Corporation

TransAlta Renewables Inc. (“TransAlta Renewables” or the “Corporation”), a subsidiary of TransAlta Corporation (“TransAlta”), owns and operates 12 hydro facilities and 16 wind farms in Western and Eastern Canada with a total installed capacity of 1,139 megawatts (“MW”) and holds economic interests in TransAlta’s 144 MW Wyoming wind farm and 425 MW Australian gas-fired generation assets, as well as a recently commissioned 270 kilometre gas pipeline. These assets are substantially all contracted. On Jan. 6, 2016, the Corporation acquired economic interests in TransAlta’s Sarnia cogeneration plant, Le Nordais wind farm and Ragged Chute hydro facility totalling 611 MW of highly contracted power generation assets located in Ontario and Quebec. The Corporation’s head office is located in Calgary, Alberta.

B. Basis of Preparation

These unaudited interim condensed consolidated financial statements have been prepared by management in compliance with International Accounting Standard (“IAS”) 34 *Interim Financial Reporting* using the same accounting policies as those used in the Corporation’s most recent annual consolidated financial statements. These unaudited interim condensed consolidated financial statements do not include all of the disclosures included in the Corporation’s annual consolidated financial statements. Accordingly, these condensed consolidated financial statements should be read in conjunction with the Corporation’s most recent annual consolidated financial statements which are available on SEDAR at www.sedar.com.

The unaudited interim condensed consolidated financial statements include the accounts of the Corporation and the subsidiaries that it controls.

The unaudited interim condensed consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are stated at fair value.

The condensed consolidated financial statements are presented in Canadian dollars, which is the Corporation’s functional and presentation currency.

The unaudited interim condensed consolidated financial statements reflect all adjustments that consist of normal recurring adjustments and accruals that are, in the opinion of management, necessary for a fair presentation of results. The Corporation’s results are partly seasonal due to the nature of electricity, which is generally consumed as it is generated; and the nature of wind and run-of-river hydro resources, which fluctuate based on both seasonal patterns and annual weather variation. Typically, run-of-river hydro facilities generate most of their electricity and revenues during the spring and summer months when melting snow starts feeding watersheds and rivers. Inversely, wind speeds are historically greater during the cold winter months and lower in the warm summer months.

These unaudited interim condensed consolidated financial statements were authorized for issue by the Audit Committee on behalf of the Board of Directors on April 27, 2016.

C. Use of Estimates and Significant Judgments

The preparation of these unaudited interim condensed consolidated financial statements in accordance with IAS 34 requires management to use judgment and make estimates and assumptions that could affect the reported amounts of assets, liabilities, revenues, and expenses, and disclosures of contingent assets and liabilities. These estimates are subject to uncertainty. Actual results could differ from these estimates due to factors such as fluctuations in interest rates, foreign exchange rates, inflation and commodity prices, and changes in economic conditions, legislation, and regulations. Refer to Note 2(Q) of the Corporation's most recent annual consolidated financial statements for a more detailed discussion of the significant accounting judgments and key sources of estimation uncertainty.

2. Accounting Changes

A. Current Accounting Changes

During the quarter, the Corporation changed the presentation of its financial information from rounding in thousands to rounding in millions. Comparative period information presented has been restated accordingly.

B. Future Accounting Changes

Accounting standards that have been previously issued by the International Accounting Standards Board but are not yet effective, and have not been applied by the Corporation, include IFRS 9 *Financial Instruments*, IFRS 15 *Revenue from Contracts with Customers*, and IFRS 16 *Leases*. Refer to Note 3 of the Corporation's most recent annual consolidated financial statements for information regarding the requirements of these accounting standards.

The Corporation continues to assess the impact of adopting these standards on its consolidated financial statements.

3. Significant Events

Investment in TransAlta's Sarnia Cogeneration Plant, Le Nordais Wind Farm, and Ragged Chute Hydro Facility

On Jan. 6, 2016, the Corporation invested in an economic interest based on the cash flows of TransAlta's Sarnia cogeneration plant, Le Nordais wind farm, and Ragged Chute hydro facility (the "Canadian Assets") for a combined value of approximately \$540 million. The Canadian Assets consist of approximately 611 MW of highly contracted power generation assets located in Ontario and Quebec. The Corporation's investment consists of the acquisition of tracking preferred shares of a subsidiary of TransAlta that will provide the Corporation with an economic interest based on cash flows broadly equal to the underlying net distributable profits of the entities that own the Canadian Assets. The transaction was originally announced on Nov. 23, 2015. TransAlta will continue to own, manage, and operate the Canadian Assets.

As consideration, the Corporation provided to TransAlta, \$173 million in cash, issued 15,640,583 common shares with a value of \$152 million, and issued a \$215 million convertible unsecured subordinated debenture as discussed in Note 10.

The Corporation funded the cash consideration of the purchase price primarily through the issuance of 17,692,750 subscription receipts at a price of \$9.75 per subscription receipt. Upon the closing of the transaction, each holder of subscription receipts received one common share of the Corporation and a cash dividend equivalent payment of \$0.07 for each subscription receipt held. As a result, the Corporation issued 17,692,750 common shares and paid a total dividend equivalent of \$1 million. Share issuance costs amounted to \$8 million, net of a \$2 million income tax recovery.

4. Finance Income Related to Subsidiaries of TransAlta

Finance income related to subsidiaries of TransAlta is comprised of income from various interests that in aggregate and over time indirectly provide the Corporation with cash flows based on those of TransAlta Energy (Australia) Pty Ltd ("TEA"), the Canadian Assets and TransAlta Wyoming Wind LLC, respectively.

	3 months ended March 31	
	2016	2015
Interest income from investment in mandatory redeemable preferred shares of TEA	10	-
Dividend income from investment in preferred shares	8	-
Fee income from indirect guarantee of TEA obligations	6	-
Total finance income related to TEA	24	-
Dividend income from investment in preferred shares tracking adjusted Canadian Assets amounts	19	-
Dividend income from investment in preferred shares tracking earnings and distributions of TransAlta Wyoming Wind LLC	3	3
Total	46	3

A summary of investments in subsidiaries of TransAlta is as follows:

As at	March 31, 2016	Dec. 31, 2015
Investment in mandatory redeemable preferred shares of TEA	570	589
Investment in preferred shares tracking adjusted TEA amounts	801	804
Investment in preferred shares of TEA	29	29
Total investments in subsidiaries related to TEA	1,400	1,422
Investment in preferred shares tracking adjusted Canadian Assets amounts	541	-
Investment in preferred shares tracking earnings and distributions of TransAlta Wyoming Wind LLC	133	143
Total investment in subsidiaries of TransAlta	2,074	1,565

The Corporation estimated the fair value of the preferred shares tracking adjusted TEA amounts utilizing significant unobservable inputs such as TEA's long-range forecast as part of a discounted cash flow model, as outlined in Note 7(B)(1)(c).

Key assumptions in respect of significant unobservable inputs used in the fair value measurement include the discount rate and the quarterly cash flows from the instrument and guarantee fees. The model extends over 32 years. The table below summarizes quantitative data regarding these unobservable inputs:

Unobservable input	March 31, 2016	Dec. 31, 2015
Discount rate	7.6 per cent	7.6 per cent
Quarterly cash flows	Average of \$15.6	Average of \$15.6

The following table summarizes the impact on the fair value measurement of a change in the above unobservable inputs to reflect reasonably possible alternative assumptions:

Unobservable input	Alternative assumption	Change in fair value as at March 31, 2016
Basis point change in discount rates	-10 basis points decrease	7.1
	+10 basis points increase	(7.0)
Quarterly cash flows	+1% increase	8.0
	- 1% decrease	(8.0)

Changes in the investments in subsidiaries of TransAlta that relate to TEA are detailed as follows:

	Mandatory Redeemable Preferred Shares of TEA ⁽¹⁾	Preferred shares tracking adjusted TEA amounts	Preferred shares of TEA ⁽²⁾	Total
Investment balance at Dec. 31, 2015	589	804	29	1,422
Unrealized foreign exchange losses recognized in earnings	(19)	-	-	(19)
Net change in fair value recognized in OCI	-	(3)	-	(3)
Investment balance at March 31, 2016	570	801	29	1,400

(1) Principal amount as at Dec. 31, 2015 and March 31, 2016 was AUD\$592 million.

(2) Principal amount as at Dec. 31, 2015 and March 31, 2016 was AUD\$32 million.

The change in the fair value of the preferred shares tracking adjusted TEA amounts during the quarter are primarily attributable to losses on foreign exchange, partially offset by the benefit of delayed capital spending.

Changes in the investment in subsidiaries of TransAlta that relate to the Canadian Assets are detailed as follows:

	Preferred shares tracking adjusted Canadian Assets amounts
Issuance on initial investment	540
Net change in fair value recognized in OCI	1
Investment balance at March 31, 2016	541

The investment in the preferred shares tracking adjusted Canadian Assets amounts has been classified as an available-for-sale financial asset. The investment is measured at fair value on an ongoing basis, with changes in fair value recognized in OCI.

The Corporation estimated the fair value of the preferred shares tracking adjusted Canadian Assets amounts utilizing significant unobservable inputs such as the long-range forecasts of the Canadian Assets as part of discounted cash flow models, as outlined in Note 7(B)(I)(c).

Key assumptions in respect of significant unobservable inputs used in the fair value measurements include the discount rates and the quarterly cash flows. The models extend over 28 years. The table below summarizes quantitative data regarding the material unobservable inputs:

Unobservable input	March 31, 2016	Dec. 31, 2015
Discount rate	7.5 per cent	-
Quarterly cash flows	Average of \$10.4	-

The following table summarizes the impact on the fair value measurement of a change in the above unobservable inputs to reflect reasonably possible alternative assumptions:

Unobservable input	Alternative assumption	Change in fair value as at March 31, 2016
Basis point change in discount rates	-10 basis points decrease	3.8
	+10 basis points increase	(3.8)
Quarterly cash flows	+1% increase	5.4
	- 1% decrease	(5.4)

5. Net Interest Expense

The components of net interest expense are as follows:

	3 months ended March 31	
	2016	2015
Interest on long-term debt	10	9
Interest on convertible debenture	2	-
Net interest expense	12	9

6. Income Taxes

The components of income tax expense are as follows:

	3 months ended March 31	
	2016	2015
Current income tax expense	-	1
Deferred income tax expense related to the origination and reversal of temporary differences	2	5
Deferred income tax expense resulting from changes in tax rates ⁽¹⁾	1	-
Income tax expense	3	6

(1) Impact of increase in New Brunswick corporate income tax rate from 12 per cent to 14 per cent, enacted Feb. 3, 2016.

Presented in the Condensed Consolidated Statements of Earnings as follows:

	3 months ended March 31	
	2016	2015
Current income tax expense	-	1
Deferred income tax expense	3	5
Income tax expense	3	6

7. Financial Instruments and Risk Management

A. Financial Assets and Liabilities – Measurement

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost.

Following the close of the investment in the Canadian Assets described in Note 3, the Corporation is party to new financial instruments. The preferred shares tracking adjusted Canadian Assets amounts have been classified as available-for-sale, and the liability component of the convertible debenture issued has been classified as an other financial liability measured at amortized cost.

B. Fair Value of Financial Instruments

I. Level I, II, and III Fair Value Measurements

The Level I, II, and III classifications in the fair value hierarchy utilized by the Corporation are defined below. The fair value measurement of a financial instrument is included in only one of the three levels, the determination of which is based on the lowest level input that is significant to the derivation of the fair value.

a. Level I

Fair values are determined using inputs that are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Corporation has the ability to access at the measurement date.

b. Level II

Fair values are determined, directly or indirectly, using inputs that are observable for the asset or liability, either directly or indirectly.

Fair values within the Level II category are determined through the use of quoted prices in active markets, which in some cases are adjusted for factors specific to the asset or liability, such as basis, credit valuation, and location differentials.

The Corporation's commodity risk management Level II financial instruments include over-the-counter derivatives with values based on observable commodity futures curves and derivatives with inputs validated by broker quotes or other publicly available market data providers. Level II fair values are also determined using valuation techniques, such as option pricing models and regression or extrapolation formulas, where the inputs are readily observable, including commodity prices for similar assets or liabilities in active markets, and implied volatilities for options.

In determining Level II fair values of other risk management assets and liabilities and the preferred shares of TEA measured and carried at fair value, the Corporation uses observable inputs other than unadjusted quoted prices that are observable for the asset or liability, such as interest rate yield curves and currency rates. For certain financial instruments where insufficient trading volume or lack of recent trades exists, the Corporation relies on similar interest or currency rate inputs and other third-party information such as credit spreads. The fair value of the preferred shares of TEA is determined by calculating an implied price based on a current assessment of the yield to maturity.

c. Level III

Fair values are determined using inputs for the asset or liability that are not readily observable.

In estimating the fair value of the preferred shares tracking adjusted TEA amounts and the preferred shares tracking adjusted Canadian Assets amounts, the Corporation uses a discounted cash flow method, and makes estimates and assumptions about sales prices, production, capital expenditures, asset retirement costs, and other related cash inflows and outflows over the life of the facilities, as well as the remaining life of the facilities. In developing these assumptions, management uses estimates of contracted and merchant prices, anticipated production levels, planned and unplanned outages, changes to regulations, and transmission capacity or constraints for the estimated remaining life of the facilities. Appropriate discount rates reflecting the risks specific to TEA and the Canadian Assets are used in the valuations. Management also develops assumptions in respect of ongoing financing and tax positions of TEA and the Canadian Assets. These estimates and assumptions are susceptible to change from period to period and actual results can, and often do, differ from the estimates,

and can have either a positive or negative impact on the estimate of the fair value of the instrument, and such differences may be material. Additional disclosures on these measurements are presented in Note 4.

Estimates of the fair value of the Class B shares liability can vary based on the estimated cost of construction and commissioning of the South Hedland project by TEA, which can vary based on emergent or unforeseen capital needs of the project, or release of uncommitted planned contingency funds. Additional disclosures on this measurement are presented in Note 11.

II. Commodity and Other Risk Management Assets and Liabilities

The Corporation's commodity-based risk management assets and liabilities relate to trading activities and certain contracting activities. Other risk management assets and liabilities include risk management assets and liabilities that are used in hedging foreign currency exposures, including those related to the Contribution Agreement described in Note 13.

The following table summarizes the net risk management assets (liabilities) as at March 31, 2016 and Dec. 31, 2015:

	Cash flow		Total
	hedges	Non-hedges	
	Level II	Level II	
Net risk management assets (liabilities) at March 31, 2016	(1)	3	2
Net risk management assets at Dec. 31, 2015	1	8	9

The change in non-hedge assets is primarily attributable to the hedge on contribution commitments.

III. Financial Instruments - Not Measured at Fair Value

The fair value of financial instruments not measured and carried at fair value is as follows:

As at	March 31, 2016		Dec. 31, 2015	
	Fair value Level II	Carrying value	Fair value Level II	Carrying value
MRPS	567	570	570	589
Convertible debenture (liability component)	219	215	-	-
Long-term debt ⁽¹⁾	786	773	803	797

⁽¹⁾ Includes current portion.

The fair value of the Corporation's unsecured debentures is determined using prices observed in secondary markets. The fair value of the mandatory redeemable preferred shares ("MRPS"), the liability component of the convertible debenture and other long-term debt is determined by calculating an implied price based on a current assessment of the yield to maturity.

The book value of other short-term financial assets and liabilities (cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and dividends payable) approximates fair value due to the liquid nature of the asset or liability.

The Corporation's investment in the preferred shares tracking earnings and distributions of TransAlta Wyoming Wind LLC continues to be measured at cost under similar conditions as described in Note 12(B)(IV) of the Corporation's most recent annual consolidated financial statements.

C. Nature and Extent of Risks Arising from Financial Instruments and Derivatives

The following discussion is limited to specific risk measures, which are more fully discussed in Note 12(C) of the Corporation's most recent annual consolidated financial statements.

I. Foreign Currency Rate Risk

The foreign currency risk sensitivities outlined below are limited to the risks that arise on financial instruments denominated in currencies other than the functional currency.

The possible effect on net earnings and OCI, due to changes in foreign exchange rates associated with financial instruments denominated in currencies other than the Corporation's functional currency, is outlined below. The sensitivity analysis has been prepared using management's assessment that an average four cent increase or decrease in these currencies relative to the Canadian dollar is a reasonable potential change over the next quarter.

Currency	3 months ended March 31			
	2016		2015	
	Net earnings increase ⁽¹⁾	OCI gain ⁽¹⁾	Net earnings increase	OCI gain
USD	3	16	-	-
AUD	24	34	-	-
Total	27	50	-	-

(1) These calculations assume an increase in the value of this currency relative to the Canadian dollar. A decrease would have the opposite effect.

II. Credit Risk

The Corporation's maximum exposure to credit risk at March 31, 2016, without taking into account collateral held or right of set-off, and including indirect exposures arising from the Corporation's investment in preferred shares tracking adjusted TEA amounts and its investment in preferred shares tracking adjusted Canadian Assets amounts, is detailed as follows:

Component	Amount	Key risk assessment factors
<i>Direct exposure</i>		
Trade accounts receivable and risk management assets	43	The Corporation's counterparties were primarily investment grade. During the first quarter of 2016, two rating agencies affirmed TransAlta's long-term issuer default rating as investment grade but changed the outlook from stable to negative. As at March 31, 2016, TransAlta maintains investment grade ratings from three credit rating agencies. At March 31, 2016, the Corporation had two unrelated customers whose outstanding balances each accounted for greater than 10 per cent of the total third-party trade accounts receivable outstanding. The Corporation has evaluated the risk of default related to these customers to be minimal.
Finance income receivable from subsidiaries of TransAlta	38	As the income declaration was made while considering the sufficiency of funds available, the risk of default has been assessed as minimal.
MRPS	570	The MRPS form TEA's least subordinate significant form of long-term financing, which benefits from TEA's contract and counterparty profile.
Total - Direct exposure	651	
<i>Indirect exposure</i>		
Accounts receivable and finance lease receivable of TEA	451	TEA had one unrelated below investment grade customer whose outstanding balances accounted for 96% of total trade accounts receivable and finance lease receivable outstanding. Risk of significant loss arising from this counterparty has been assessed as low in the near term, but could increase to moderate in an environment of sustained low commodity prices over the mid- to long term. Our assessment takes into consideration the counterparty's financial position, external rating assessments, and how TEA provides its services in an area of the counterparty's lower-cost operations, and TransAlta's other credit risk management practices.
Accounts receivable of the Canadian Assets	26	The Canadian Assets had one unrelated below investment grade customer whose outstanding balances accounted for 63% of trade accounts receivable outstanding. Risk of significant loss arising from this counterparty has been assessed as minimal.
Total	1,128	

The Corporation uses external credit ratings, as well as internal ratings in circumstances where external ratings are not available, to establish credit limits for counterparties. In certain cases, the Corporation will require security instruments such as parental guarantees, letters of credit, cash collateral or third party credit insurance to reduce overall credit risk. As at March 31, 2016, no significant component of the amounts forming part of the Corporation's exposure to credit risk were either past due or impaired.

III. Other Market Risks

The Corporation is exposed to market risks based on changes in the fair value of the Class B shares, the preferred shares of TEA, and the preferred shares tracking adjusted TEA and Canadian Assets amounts. A one per cent increase (decrease) in the value of these securities would result in a \$3 million decrease (increase) in net income, and a \$13 million increase (decrease) in OCI.

IV. Liquidity Risk

The following table presents the contractual maturities of the Corporation's financial liabilities as at March 31, 2016, including committed contributions under the terms of the Contribution Agreement:

	2016	2017	2018	2019	2020	2021 and thereafter	Total
Accounts payable and accrued liabilities	25	-	-	-	-	-	25
Long-term debt	125	35	239	33	32	315	779
Convertible debenture ⁽¹⁾	-	-	-	-	215	-	215
Net risk management (assets) liabilities	(1)	(2)	1	-	-	-	(2)
Interest on long-term debt ⁽²⁾	40	29	21	14	13	47	164
Interest on convertible debenture ⁽²⁾	7	10	10	10	10	-	47
Dividends payable	33	-	-	-	-	-	33
Contribution commitment ⁽²⁾	100	216	-	-	-	-	316
Total	329	288	271	57	270	362	1,577

(1) The Corporation may settle the obligation in common shares if the holder's conversion option is not exercised.

(2) Not recognized as a financial liability on the Consolidated Statements of Financial Position.

The Corporation manages liquidity risk associated with its long-term debt and committed contributions through preparing and revising long-term external financing plans reflecting business plans and market availability of capital.

The Class B shares liability will be settled by the issuance of common shares, and accordingly, does not give rise to liquidity risk.

8. Property, Plant, and Equipment

A reconciliation of the changes in the carrying amount of property, plant & equipment ("PP&E") is as follows:

	Hydro generation	Wind generation	Capital spares and other	Total
As at Dec. 31, 2015	180	1,384	5	1,569
Additions	-	1	-	1
Depreciation	(2)	(14)	-	(16)
Revisions and additions to decommissioning costs	-	(1)	-	(1)
As at March 31, 2016	178	1,370	5	1,553

9. Long-Term Debt

A. Amounts Outstanding

As at	March 31, 2016			Dec. 31, 2015		
	Carrying value	Face value	Interest ⁽¹⁾	Carrying value	Face value	Interest ⁽¹⁾
Credit facility ⁽²⁾	63	63	2.87%	86	86	2.84%
Unsecured debentures ⁽³⁾	229	229	6.24%	230	231	6.25%
Pingston bond	45	45	2.95%	45	45	2.95%
Melanchthon-Wolfe Wind bond	436	442	3.83%	436	442	3.83%
	773	779		797	804	
Less: current portion	(125)	(125)		(148)	(148)	
Total long-term debt	648	654		649	656	

(1) Interest rate reflects the stipulated rate or the average rate weighted by principal amounts outstanding.

(2) The Corporation has a \$350 million credit facility with TransAlta (Dec. 31, 2015 - \$350 million) which is available for general corporate purposes, including financing ongoing working capital requirements.

(3) Includes US\$20.0 million (2015 - US\$20.0 million).

B. Restrictions

Unsecured debentures include restrictive covenants requiring the cash proceeds received from the sale of certain assets to be reinvested into similar renewable assets or in the repayment of the non-recourse debentures.

C. Security

The Melanchthon-Wolfe Wind and Pingston bonds are secured by a first ranking charge over all of the respective assets, including PP&E with a total carrying amount of \$687 million, of the corporation's subsidiaries that issued the bonds, the Melanchthon-Wolfe Wind LP, and Pingston Power Inc., respectively.

The Melanchthon-Wolfe Wind and Pingston bonds are subject to customary financing conditions and covenants that restrict the Corporation's ability to access funds generated by the facilities' operations.

10. Convertible Debenture

As part of the Canadian Assets investment, the Corporation issued a \$215 million convertible unsecured subordinated debenture to TransAlta. The debenture is on an interest-only basis at a coupon of 4.5 per cent per annum payable semi-annually in arrears on June 30th and Dec. 31st and will mature on Dec. 31, 2020. On the maturity date, TransAlta will have the right, at its sole option, to convert the outstanding principal amount of the debenture, in whole or in part, into common shares of the Corporation at a conversion price of \$13.16 per common share. If TransAlta does not exercise its conversion option, the Corporation may satisfy the principal obligation through issuance of common shares with a unit value corresponding to 95 per cent of the then-current share value. The debenture is a direct unsecured obligation of the Corporation ranking subordinate to all liabilities, except liabilities which by their terms rank in rights of payment equally with or subordinate to the debenture. The debenture ranks equal with all subordinate debentures issued by the Corporation from time to time. The equity component of the debenture was estimated to have a value of nil upon issuance.

At the issue date, we assessed the fair value of the liability component of the convertible debenture in order to determine the residual value, if any, to assign to the holder conversion right, being an equity component of the debenture. Based on an assessment of the yield to maturity of similar debt instruments with no conversion feature, a level II measurement, we evaluated that the fair value of the liability component of the debenture approximated \$215 million. Accordingly, no value was assigned to the equity conversion feature.

11. Class B Shares

As at March 31, 2016, there were 26 million Class B shares outstanding (Dec. 31, 2015 – 26 million). The Class B shares provide voting rights equivalent to the common shares and are non-dividend paying, and will convert to common shares when the South Hedland project is fully commissioned. The number of common shares that TransAlta will receive on the conversion of the Class B shares will be adjusted based on the actual amount that the Corporation funds for the construction and commissioning of the South Hedland project relative to the budgeted costs. In the event that the construction amount funded by the Corporation exceeds the budgeted costs, TransAlta will receive fewer common shares upon conversion and, comparably, TransAlta will receive more common shares in the event that the Corporation funds less than the budgeted costs.

As the Class B shares are convertible into common shares at a variable rate, they are classified as liabilities and their change in value is recognized in net earnings. Changes in the value of the Class B shares are unrealized and relate to the change in value of underlying common shares during the period, net of the effect of estimated foregone dividends, as discounted using a risk-free rate for the period to conversion.

The estimated commissioning date and total costs for the construction of the South Hedland project represent significant unobservable inputs to the valuation. As at March 31, 2016, commissioning is anticipated as scheduled and costs were estimated to be at target. A one per cent increase or decrease in costs would have resulted in a \$5 million corresponding decrease or increase in fair value, respectively. A one month delay or acceleration in achieving commissioning would have resulted in a corresponding \$2 million decrease or increase in fair value, respectively.

12. Common Shares

A. Authorized and Outstanding

The Corporation is authorized to issue an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares. The common shares entitle the holders thereof to one vote per share at meetings of shareholders. The preferred shares are issuable in series and have such rights, restrictions, conditions, and limitations as the Board of Directors (the "Board") may from time to time determine. No preferred shares have been issued.

The change in issued and outstanding common shares during the three months ended March 31, 2016 and 2015 are as follows:

	3 months ended March 31			
	2016		2015	
	Common shares (millions)	Amount (millions)	Common shares (millions)	Amount (millions)
Issued and outstanding, beginning of period	191	2,152	115	1,224
Issued to TransAlta	15	152	-	-
Public offering ⁽¹⁾	18	165	-	-
Issued and outstanding, end of period	224	2,469	115	1,224

(1) Net of issuance costs of \$8 million (\$10 million issuance costs, less tax-effects of \$2 million).

B. Dividends

The declaration of dividends on the Corporation's common shares is at the discretion of the Board.

The following table summarizes the common share dividends declared within the three months ended March 31, 2016 and 2015, excluding dividend equivalent payments described in Note 3.

Dividends declared	Total dividends		TransAlta	Other shareholders
	per share	Total dividends		
Period ended March 31, 2016	0.22332	52	31	21
Period ended March 31, 2015	0.19248	23	16	7

C. Diluted Earnings per Share

The Corporation's potentially dilutive instruments include the 26 million Class B shares, which are convertible into common shares as set out in *Note 11*, and the \$215 million debenture, which is convertible at TransAlta's option into 16.3 million common shares on the maturity date. As at March 31, 2016, the conditions related to the potential conversion of Class B shares into the Corporation's common shares have not been met and due to the loss position, the potential shares associated with the convertible debenture are antidilutive. Accordingly, there is no dilutive effect on earnings per share.

13. Commitments and Contingencies

A. Litigation

In the normal course of business, the Corporation may become party to litigation claims. There are currently no known claims that the Corporation has determined as significant enough to require disclosure.

B. Guarantees

As part of the Transaction, the Corporation entered into a Guarantee and Indemnification Agreement in favour of TransAlta related to certain guarantees TransAlta has provided to third parties in respect of certain obligations of TEA (the "TEA Guarantees"). The Corporation has agreed to indemnify TransAlta from and against all claims, actions, proceedings, liabilities, losses, costs, expenses, or damages against or incurred by TransAlta arising out of or in connection with the TEA Guarantees and to reimburse TransAlta in full for the amount of any payment made by TransAlta under and in accordance with the TEA Guarantees, relating to actions, omissions, events, and circumstances that occur. As at March 31, 2016, the total amounts guaranteed by the Corporation were \$980 million (Dec. 31, 2015 - \$1,013 million).

C. Commitment - Contribution Agreement

As at March 31, 2016 the remaining costs under the South Hedland contribution agreement are estimated to be approximately \$316 million (AUD\$326 million). Refer to Note 4 of the Corporation's most recent annual consolidated financial statements.

14. Related Party Transactions and Balances

The Corporation has entered into certain agreements and transactions with TransAlta which are discussed in more detail in Note 24 of the Corporation's most recent annual consolidated financial statements.

A. Related Party Transactions

Related party transactions include the finance income related to subsidiaries of TransAlta (Note 4). Also, all financial instruments and derivatives that relate to the Corporation are entered into on behalf of the Corporation by a subsidiary of TransAlta.

Significant related party transactions that are not otherwise presented elsewhere consist of the following:

	3 months ended March 31	
	2016	2015
Revenue from TransAlta PPAs	12	11
Revenue from green attributes ⁽¹⁾	-	2
G&A Reimbursement Fee ⁽²⁾	4	3
Interest expense	3	3

(1) The value of the green attributes was determined by reference to market information for similar instruments, including historical transactions with third parties, with the transaction ultimately reviewed and approved by the Corporation's independent members of the Board of Directors.

(2) Includes portion charged directly to the Wyoming wind farm, and a 2016 increase due to the investment in the Canadian Assets.

All of these transactions are with TransAlta or subsidiaries of TransAlta.

B. Related Party Balances

Related party balances include the investments in subsidiaries of TransAlta disclosed in Note 4, the risk management assets and liabilities disclosed in Note 7, the credit facility disclosed in Note 9, the convertible debenture disclosed in Note 10, the Class B shares liability disclosed in Note 11, and the guarantees provided by the Corporation on behalf of TransAlta and TEA disclosed in Note 13.

Significant related party balances that are not otherwise presented elsewhere consist of the following:

As at	March 31, 2016	Dec. 31, 2015
Trade and other receivables	50	30
Trade and interest payable	7	4
Dividends payable	19	17
Letters of credit issued by TransAlta on behalf of the Corporation	32	31
Guarantees provided by TransAlta on behalf of the Corporation	40	226

All of these balances are with TransAlta or subsidiaries of TransAlta.

Glossary of Key Terms

Australian Tracking Preferred Shares - Preferred shares of a TransAlta subsidiary, which provide cumulative variable dividends broadly equal to the underlying net distributable profits of TEA.

Australian Assets - TransAlta's 425 MW Australian gas-fired generation assets that are fully operational and contracted under long-term contracts, and the 150 MW South Hedland Power Station project, currently under construction, as well as the recently commissioned 270 kilometre Fortescue River Gas Pipeline.

Canadian Assets - TransAlta's 506 MW Sarnia cogeneration plant, 97 MW Le Nordais wind farm, and 8 MW Ragged Chute hydro facility that are fully operational and contracted under long-term contracts. The assets are located in Ontario and Quebec.

Capacity - The rated continuous load-carrying ability, expressed in megawatts, of generation equipment.

CDN Tracking Preferred Shares - Preferred shares of a TransAlta subsidiary, which provide cumulative variable dividends broadly equal to the underlying net distributable profits of the Canadian Assets.

Credit Facility - A \$350 million unsecured credit facility with TransAlta. The facility is available for general corporate purposes, including financing ongoing working capital requirements.

G&A Reimbursement Fee - The fee payable to TransAlta under the Management, Administrative and Operational Services Agreement to compensate TransAlta for the provision of all the general administrative services as may be required or advisable for the management of the affairs of the Corporation.

Gigawatt - A measure of electric power equal to 1,000 megawatts.

Gigawatt Hour (GWh) - A measure of electricity consumption equivalent to the use of 1,000 megawatts of power over a period of one hour.

Greenhouse Gas (GHG) - Gases having potential to retain heat in the atmosphere, including water vapour, carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, and perfluorocarbons.

Green Attributes - Renewable Energy Certificates and Carbon Offsets, or other tradable or salable instruments that represent the property rights to the environmental, social, and other nonpower qualities of renewable electricity generation that can be sold separately from the underlying physical electricity.

Megawatt (MW) - A measure of electric power equal to 1,000,000 watts.

Megawatt Hour (MWh) - A measure of electricity consumption equivalent to the use of 1,000,000 watts of power over a period of one hour.

Net Maximum Capacity - The maximum capacity or effective rating, modified for ambient limitations, that a generating unit or power plant can sustain over a specific period, less the capacity used to supply the demand of station service or auxiliary needs.

PPA - A power purchase and sale agreement between a power generator and a third party acquirer of electricity.

Preferred Shares - An investment in the preferred shares of TransAlta Energy (Australia) Pty Ltd (TEA). We are entitled to receive non-cumulative dividends on the preferred shares at a rate of 7.4 per cent per annum.

TransAlta Energy (Australia) Pty Ltd (TEA) - An Australian subsidiary of TransAlta.

Transaction - Investment in an economic interest that is based on the cash flows of TransAlta's Australian Assets.

TransAlta PPAs - PPAs between TransAlta and the Corporation providing for the purchase by TransAlta, for a fixed price, all of the power produced by certain wind and hydro facilities. The initial price payable in 2013 by TransAlta for output was \$30.00/MWh for wind facilities and \$45.00/MWh for hydro facilities, which amounts are adjusted annually for changes in the Consumer Price Index.

Unplanned Outage - The shutdown of a generating unit due to an unanticipated breakdown.

Wyoming Wind - TransAlta's 144 MW wind farm in Wyoming.



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