



MANAGEMENT INFORMATION CIRCULAR

MARCH 10, 2002

GREAT LAKES HYDRO INCOME FUND

(an unincorporated open-ended trust created under the laws of the Province of Quebec)

NOTICE OF ANNUAL MEETING OF UNITHOLDERS

NOTICE IS HEREBY GIVEN that the annual meeting (the "**Meeting**") of the unitholders of Great Lakes Hydro Income Fund (the "**Fund**") will be held on April 23rd, 2002 at 3:00 p.m. at the Hockey Hall of Fame, BCE Place, 30 Yonge Street, Toronto, Ontario, for the following purposes:

1. To receive the financial statements of the Fund for the fiscal period ended December 31, 2001, together with the report of the auditors thereon;
2. To appoint auditors of the Fund and authorize the Great Lakes Power Trust ("**GLPT**") trustees to fix the auditors' remuneration;
3. To direct and instruct CIBC Mellon Trust Company, the sole trustee of the Fund (the "**Sole Trustee**") as to the manner in which the Sole Trustee shall vote the GLPT units to elect the GLPT trustees, appoint auditors of GLPT and authorize the GLPT trustees to fix the auditors' remuneration; and
4. To transact such other business that may properly come before the Meeting or any adjournment thereof.

The Sole Trustee has fixed March 13, 2002 as the record date for determining those unitholders entitled to receive notice and vote at the Meeting. The accompanying proxy circular provides additional information relating to the matters to be dealt with at the meeting and forms part of this notice.

If you are unable to attend the meeting in person, please complete, sign and return the enclosed form of proxy to the Fund, c/o CIBC Mellon Trust Company, in the envelope provided for that purpose, or deliver it by hand to the Fund, c/o CIBC Mellon Trust Company, 2001 University Street, 16th floor, Montreal, province of Quebec, H3A 2A6. In order to be effective, proxies must be received not later than 4:00 p.m. (Montreal Time) on April 18, 2002, or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the day of any adjournment thereof. Proxies may also be delivered to the chairman of the Meeting before the commencement of the Meeting or any adjournment thereof.

DATED at Masson-Angers, province of Quebec, this 10th day of March, 2002.

By order of the Board of Directors of
Maclaren Energy Inc.,
on behalf of the Sole Trustee

(Signed) Harry A. Goldgut
Chairman

GREAT LAKES HYDRO INCOME FUND

PROXY CIRCULAR

SOLICITATION OF PROXIES

This circular is furnished in connection with the solicitation of proxies by or on behalf of the management of Great Lakes Hydro Income Fund (the "**Fund**") for use at the annual meeting (the "**Meeting**") of unitholders ("**Unitholders**") of the Fund to be held on Tuesday, April 23, 2002 at 3:00 p.m., at the Hockey Hall of Fame, BCE Place, 30 Yonge Street, Toronto (Ontario), or any adjournment thereof, for the purpose set forth in the accompanying notice of Meeting (the "**Notice**"). The solicitation will be made primarily by mail but proxies may also be solicited personally, in writing or by telephone by regular employees or members of the management of Maclaren Energy Inc. (the "**Administrator**"), CIBC Mellon Trust Company (the "**Sole Trustee**") of the Fund at a nominal cost. The costs of solicitation will be borne by the Fund.

The Sole Trustee has fixed March 13, 2002 as the record date for determining those Unitholders entitled to receive the Notice and vote at the Meeting.

The information contained in this circular is given as at March 10, 2002, unless otherwise indicated.

APPOINTMENT OF PROXIES

The persons named in the enclosed form of proxy are trustees of Great Lakes Power Trust ("GLPT"). Each Unitholder has the right to appoint a person other than any person named in the enclosed form of proxy, who need not be a Unitholder, to represent the Unitholder at the Meeting. This right may be exercised by inserting the name of the person to be appointed by the Unitholder in the space provided in the form of proxy and striking out the names of management's nominees or by completing another proper form of proxy.

To be effective, proxies must be deposited with the Fund, c/o CIBC Mellon Trust Company, 2001 University Street, 16th floor, Montreal, province of Quebec, H3A 2A6, so as to arrive not later than 4:00 p.m. (Montreal Time) on April 18, 2002 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting. Proxies may also be delivered to the chairman of the Meeting before the commencement of the Meeting or any adjournment thereof.

REVOCATION OF PROXIES

A Unitholder who has given a proxy may revoke the proxy at any time by an instrument in writing, including another proxy, duly executed by the Unitholder or by his or her attorney duly authorized in writing, deposited with the Fund as provided above. A Unitholder may also revoke a proxy in any other manner permitted by law, but prior to the exercise of such proxy in respect of any particular matter.

VOTING OF UNITS

On any ballot that may be called for, the persons designated in the enclosed form of proxy will vote for or against or withhold from voting the units of the Fund (the "**Units**") in respect of which they are appointed by proxy in accordance with instructions of the Unitholder indicated on the proxy. **In the absence of instructions with respect to a particular resolution, the Units will be voted in favour of the resolution as indicated under the appropriate heading in this circular.**

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and other matters which may properly come before the Meeting. At the date of this circular, the Sole Trustee and the Administrator of the Fund are not aware of amendments, variations or other matters to come before the Meeting, except those which are indicated in the Notice.

OUTSTANDING UNITS

As of March 10, 2002, 33,576,476 Units of the Fund were outstanding, each carrying the right to one vote per Unit. All Unitholders of record at the close of business on March 13, 2002, the record date established for the Notice, will be entitled to vote at the Meeting, or any adjournment thereof, either in person or by proxy.

PRINCIPAL HOLDERS

To the best of the knowledge of the Sole Trustee and of the officers of the Administrator, only the following person beneficially owns, directly or indirectly, or exercises control or direction over Units carrying more than 10% of the votes attached to all Units:

Unitholder	Approximate Number of Units Beneficially Owned or over which Control of Direction is Exercised	Approximate % of Outstanding Units
Great Lakes Power Inc.	16,788,238	50%

MATTERS TO BE ACTED ON AT THE MEETING

I - Appointment of auditors of the Fund

The persons named in the enclosed form of proxy intend to vote in favour of the resolution appointing Ernst & Young LLP, Chartered Accountants, as auditors of the Fund to hold office until the next annual meeting of Unitholders or until their successors are appointed, and authorizing the GLPT trustees to fix the remuneration of the auditors, unless the Unitholder who has given the proxy has directed that the Units represented thereby be withheld from voting in respect of the appointment of auditors. Ernst & Young LLP have been acting as auditors of the Fund since its inception.

II - Directions and instructions to the Sole Trustee as to the manner in which the Sole Trustee shall vote the GLPT units to elect the trustees of GLPT (the "GLPT Trustees"), appoint auditors of GLPT and authorize the GLPT Trustees to fix the remuneration of the auditors of GLPT

The Fund is the sole Unitholder of GLPT. Under the Amended and Restated Trust Agreement dated October 27, 1999, (the "**Trust Agreement**"), the Fund must, by way of an ordinary resolution passed by the affirmative votes of the holders of not less than 50% plus one of the outstanding Units of the Fund, direct and instruct the Sole Trustee as to the manner in which the Sole Trustee shall vote the GLPT Units to elect GLPT Trustees, appoint auditors of GLPT and authorize the GLPT Trustees to fix the remuneration of the auditors of GLPT.

a) Election of GLPT Trustees

GLPT currently has seven trustees. The persons named in the enclosed form of proxy intend to vote in favour of the election of the proposed nominees whose names are set out below as GLPT Trustees, unless the Unitholder who has given such proxy has directed that the Units represented thereby be withheld from voting on this matter. The Sole Trustee and the Administrator do not contemplate that the proposed nominees will be unable to serve as GLPT Trustees but, if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The seven GLPT Trustees to be elected at the GLPT Annual Meeting will hold office until the next annual meeting or until his or her successor is duly elected or appointed in accordance with the trust agreement of GLPT dated September 29, 1999, as amended from time to time (the "**GLPT Trust Agreement**").

The following table sets forth certain information with respect to the seven persons proposed for nomination as GLPT Trustees, including the number of Units of the Fund beneficially owned or over which control or direction was exercised as at the date of this circular.

Name and Municipality of Residence	Principal Occupation	Trustee Since:	Units of the Fund Beneficially Owned or Over Which Control or Direction is Exercised⁽¹⁾
André Bureau, O.C. Montreal, Quebec	Chairman of the Board, of Astral Media Inc. (Communications)	November 18, 1999	0
Dian Cohen, C.M. Hatley, Quebec	President of DC Productions Limited (Economic consultants)	November 18, 1999	3,000
Pierre Dupuis ⁽²⁾ Westmount, Quebec	Chief Operating Officer of Dorel Industries Inc. (Manufacturer and distributor of furniture)	November 18, 1999	5,000
Harry A. Goldgut Thornhill, Ontario	Vice-Chairman and CEO of Great Lakes Power Inc. (Producer and distributor of electricity)	November 18, 1999	22,500

Name and Municipality of Residence	Principal Occupation	Trustee Since:	Units of the Fund Beneficially Owned or Over Which Control or Direction is Exercised ⁽¹⁾
Kenneth W. Harrigan ⁽²⁾ , O.C. Oakville, Ontario	Corporate Director	November 18, 1999	0
Edward C. Kress ⁽²⁾ Toronto, Ontario	Chairman of Great Lakes Power Inc. (Producer and distributor of electricity)	November 18, 1999	20,000
Richard Legault Gatineau, Québec	President and COO of Great Lakes Power Inc.; President and CEO of Great Lakes Hydro Income Fund (Producer and distributor of electricity)	May 2 nd , 2001	2,000

(1) The information as to Units beneficially owned or over which control or direction is exercised, not being within the knowledge of the Fund, has been furnished by the proposed nominees.

(2) Member of the Audit Committee of GLPT.

The proposed nominees have been engaged in their principal occupations for at least five years, except (i) Pierre Dupuis who, before 1999, was President and Chief Operating Officer of GTC Transcontinental Group Ltd. and, before 1996, was President and Chief Executive Officer of Sico Inc.; (ii) Harry A. Goldgut who, before 1997, was Senior Vice President of Jay-M Holdings Limited; and (iii) Richard Legault who, before 1999, was Vice-President of James Maclaren Industries Inc.

b) Appointment of auditors of GLPT

The persons named in the enclosed form of proxy intend to vote in favour of the resolution directing and instructing the Sole Trustee as to the manner in which the Sole Trustee shall vote the GLPT Units to appoint Ernst & Young LLP, Chartered Accountants, as auditors of GLPT to hold office until the next annual meeting of unitholders of GLPT or until their successors are appointed and authorizing the GLPT Trustees to fix the remuneration of the auditors, unless the Unitholder who has given the proxy has directed that the Units represented thereby be withheld from voting in respect of the appointment of auditors. Ernst & Young LLP have been acting as auditors of GLPT since the inception of GLPT.

EXECUTIVE REMUNERATION

The Fund has three officers who were appointed by the GLPT Trustees until the next annual meeting of Unitholders. The officers of the Fund, which are also officers of the Administrator, have not received any remuneration during the fiscal period ended December 31, 2001 for acting in the capacity of officers of the Fund.

REMUNERATION OF TRUSTEES

For the services rendered as trustee and transfer agent to the Fund during the fiscal period ended December 31, 2001, the Sole Trustee is paid a fee of \$10,000. The GLPT Trustees are entitled to receive remuneration from the GLPT in the amount of \$10,000 per year.

GLPT Trustees are also entitled to receive additional remuneration for attending meetings of the trustees or of a committee of the trustees in the amount of \$1,000 per meeting held in person and \$400 per meeting held by phone. GLPT paid an amount of \$69,800 to the Trustees in compensation for their services as trustees during the fiscal year ended December 31, 2001.

MANAGEMENT OF THE FUND

Administration Agreement

Pursuant to the administration agreement (the "**Administration Agreement**") signed on September 14th, 1999 between the Fund and the Administrator, the Administrator will provide certain administrative and support services to the Fund and all costs relating thereto will be for the account of the Fund, including those necessary to: (i) ensure compliance by the Fund with continuous disclosure obligations under applicable securities legislation; (ii) provide investors relations services; (iii) provide or cause to be provided to Unitholders all information to which Unitholders are entitled under the Trust Agreement including relevant information with respect to income taxes; (iv) call, hold and distribute materials, including notices of meetings and information circulars, in respect of all meeting of Unitholders; (v) provide for the calculation of distributions to Unitholders; (vi) attend to all administrative and other matters arising in connection with any redemption of units; and (vii) ensure compliance with the Fund's limitations on non-resident ownership. The Administration Agreement may be terminated by either party in the event of the insolvency or receivership of the other party or in the case of default by the other party in a material obligation under the Administration Agreement which is not remedied within 60 days after notice thereof has been delivered to such party. The Administrator must obtain written approval from the Fund to charge the Fund for anything other than services.

The Administrator is entitled to be paid all costs and expenses it incurs in connection with its performance of the services rendered in respect of any given period, in accordance with generally accepted accounting principles.

Other Management Agreements

The agreements pursuant to which management functions of the Fund's subsidiaries and of trusts controlled by the Fund are being performed, are described in the consolidated financial statements of the Fund for the fiscal period ended December 31, 2001.

The Administrator

The Administrator is a wholly owned subsidiary of Great Lakes Power Inc. ("**Great Lakes**") which is itself a wholly owned subsidiary of Brascan Corporation, a real estate, financial services and power generating company. The Administrator was created on September 9, 1999 to perform services for the Fund and GLPT. The principal place of business of the Administrator is located at 2 Chemin Montreal Ouest, Masson-Angers, Quebec, J8M 1K6.

The following individuals are the directors and senior officers of the Administrator:

Name	Municipality of residence	Position
Harry A. Goldgut	Thornhill, Ontario	Chairman of the Board and Director
Richard Legault	Gatineau, Québec	President, Chief Executive Officer and Director
Edward C. Kress	Toronto, Ontario	Director
Laurent Cusson	Gatineau, Québec	Executive Vice-President
Donald Tremblay	Gatineau, Québec	Executive Vice-President and Chief Financial Officer

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Toronto Stock Exchange (“TSE”) requires that issuers listed on the TSE report specifically as to compliance with each individual corporate governance guideline set forth in the TSE Company Manual (the “Guidelines”).

The Fund is a limited-purpose trust and is limited to issuing Units in order to acquire securities issued by GLPT and acquire securities or ownership interests in other corporations, partnerships, trusts or other persons involved in the same or similar business as GLPT.

The Trust Agreement provides that the trustee shall exercise its powers and carry out its functions thereunder honestly, in good faith with a view to the best interest of the Fund and the Unitholders. The Trust Agreement further provides that the trustee shall be deemed to have satisfied its standard of care to the extent that it will have contracted or delegated the performance of certain activities to a property manager, including the Administrator. Therefore, the Fund believes that the disclosure required by the TSE is not opportune at this time, since management for the Fund has been delegated to the Administrator.

GLPT is a limited-purpose trust, the primary business of which is to own and operate power generating facilities. The GLPT Trust Agreement contains certain measures aimed at preventing conflicts of interest involving trustees or officers of GLPT who are a party to a contract or transaction with GLPT or are a director or officer of any person or affiliate of any person who is a party to a contract or transaction with GLPT. These provisions also apply to Great Lakes, the Administrator and their affiliates when they act in certain capacities.

The GLPT Trust Agreement further provides that for as long as Great Lakes owns less than a majority of Fund Units, a majority of GLPT Trustees must be independent trustees (unrelated to GLPT, as such term is defined in the Guidelines).

Finally, the GLPT Trustees are required to appoint an audit committee of three trustees, a majority of whom shall be independent trustees.

INDEBTEDNESS OF SENIOR EXECUTIVES

None of the officers of the Fund or their associates has any indebtedness towards the Fund or any of its subsidiaries or trusts controlled by the Fund.

INTERESTS OF INSIDERS IN MATERIAL TRANSACTIONS

Since December 31, 2000, other than as disclosed in this circular and in the consolidated financial statements for the fiscal period ended December 31, 2001, the Fund is not aware of any material interest of Great Lakes, of any current or proposed GLPT Trustees or officer of the Administrator, or of any of their respective associates or affiliates, in any transaction or in any proposed transaction that has materially affected or will materially affect the Fund or GLPT.

The Fund approved the purchase by the Administrator of all electricity generated by GNE, LLC, indirectly wholly owned by the Fund, for 20 years at a price of U.S. \$35.75 per MWh, plus an annual escalation of 20% of the increase in the U.S. Consumer Price Index. Great Lakes has guaranteed the Administrator's payment obligations to GNE, LLC for no additional consideration. Great Lakes is located in the City of Toronto and GNE, LLC is located in Millinocket, Maine.

OTHER BUSINESS

The Fund knows of no matter to come before the Meeting other than those referred to in the accompanying Notice.

ADDITIONAL INFORMATION

Copies of the Fund's most recent Annual Information Form (together with the documents incorporated therein by reference), the comparative financial statements of the Fund for the fiscal period ended December 31, 2001, together with a Report of the Auditors thereon, the Management's Discussion and Analysis of the Fund's financial condition and results of operations for the fiscal period ended December 31, 2001 and this information circular will be available upon request to the Fund.

ADMINISTRATOR'S APPROVAL

The contents and the sending of this circular have been approved by the Board of Directors of the Administrator, on behalf of the Sole Trustee.

DATED as of the 10th day of March, 2002.

**BY ORDER OF THE BOARD OF
DIRECTORS OF THE ADMINISTRATOR,**
on behalf of the Sole Trustee

(Signed) Harry A. Goldgut
Chairman