

## NORTHLAND POWER INC.

### FINANCIAL INTEGRITY POLICY

#### Scope of this Policy

The Audit Committee (the “**Committee**”) of the Board of Directors of Northland Power Inc. (the “**Corporation**”) is responsible under Canadian securities laws for the integrity of the financial reporting of the Corporation and for the system of internal controls, the audit process and monitoring compliance with financial reporting laws applicable to the Corporation and to all other corporations, trusts, partnerships or other entities which may be owned or controlled by the Corporation (the “**Entities**”). The integrity of the financial information of the Corporation is of paramount importance to the Committee and to the Board of Directors.

This document outlines the procedure which the Committee is establishing for the confidential, anonymous submission by employees of the Corporation and the Entities of any concerns which they may have regarding questionable or accounting or auditing matters.

You are encouraged to submit all good faith concerns and complaints in respect of the accuracy and integrity of the Corporation’s accounting, auditing and financial reporting, without fear of retaliation of any kind. If you have any concerns about accounting, audit, internal controls or financial reporting matters which you consider to be questionable, incorrect, misleading or fraudulent, you are urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of your complaint or concern.

#### Procedure for Reporting Concerns

You should describe your concern in writing and should include sufficient information to allow the Audit Committee to understand and review your concern. All concerns or complaints should be reported to your supervisor or to Pierre Gloutney, the Chair of the Audit Committee, by telephone, email or fax or at the address noted below, in a sealed envelope labelled as follows:

147 boulevard 1er  
Terrasse-Vaudreuil  
QC J7V 5T2  
Tel: (514) 453-7783  
Email: pierregloutney@videotron.ca

*“To be opened by the Audit Committee only.”*

If you wish to discuss any matter with the Audit Committee, you should indicate this in your communication with Mr. Gloutney and include a telephone number at which you

can be contacted. Any envelopes received by your supervisor will be forwarded promptly and unopened to the Chair of the Audit Committee.

### **Handling of Concerns Raised**

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate correction actions.

### **Investigation**

The Audit Committee has the authority to:

- (a) conduct any investigation which it considers appropriate, and has direct access to Ernst & Young LLP, the external auditor of the Corporation, as well as officers and employees of the Corporation and any Entities, as applicable; and
- (b) retain, at the Corporation's expense, special legal, accounting or other advisors, consultants or experts it deems necessary in the performance of its duties.

### **Anonymity and Confidentiality**

All complaints will be handled in a confidential manner by the Audit Committee. Information concerning a complaint, including the names of the parties involved, will only be released to the extent necessary to conduct an appropriate investigation and, where necessary, to take action following an investigation, or as required by law. Unless the Audit Committee concludes that the complaint was initiated in bad faith, no record of the complaint will be maintained in the personnel file of the individual who filed the complaint.

If you wish to remain anonymous, your written communication to the Audit Committee should clearly indicate this wish for anonymity. In conducting any investigation, the Audit Committee will use reasonable efforts to protect your anonymity. You should be aware, however, that the Audit Committee will investigate the situation, which will require some disclosure of information depending on the circumstances. Alternatively, it is acceptable to submit an anonymous concern to the Audit Committee, although this may limit the Audit Committee's ability to investigate.

### **Records**

The Audit Committee will retain as part of its records, any complaints or concerns for a period of no less than seven years. The Audit Committee will keep a written record of all such reports or inquiries and make quarterly reports on any ongoing investigation which will include steps taken to satisfactorily address each complaint.

### **Employee Protection**

All employees of the Corporation or the Entities are assured that no retaliation of any kind is permitted against you for complaints or concerns made in good faith. No

employee will be adversely affected because the employee refuses to carry out a directive which, in fact, constitutes corporate fraud, or is a violation of federal or provincial law. All employees reporting such concerns in good faith shall be protected in their employment.

**Questions about this Policy**

If you have any questions, contact Anthony F. Anderson, Chief Financial Officer of the Corporation or Pierre Gloutney, Chair of the Audit Committee.

Approved by the Board of Directors as of January 1, 2011