



NORTHLAND POWER INC.
(the "Corporation")

DELEGATION OF DECISION MAKING POWERS TO MANAGEMENT

Matters Delegated by the Board of Directors (the "Board") of the Corporation to Management (Note: Amounts stated are based on aggregate net present value for the expenditure or commitment.)

(i) General

- Up to \$30 million in spending and commitments in the event of an emergency with the Board to be advised as soon as reasonably possible and approval sought for commitments in accordance with the limits below
- Unlimited spending and commitments in the face of a default or imminent default under a loan agreement with the Board to be advised as soon as reasonably possible and approval sought for commitments in accordance with the limits below

(ii) Operations Related (for existing operating facilities)

- Unrestricted spending and commitments if they are in accordance with an approved budget with reasonable latitude to commit to expenses and capital expenditures in excess of the budget (10% in aggregate)
- Capital expenditures for existing facilities outside of the approved budget up to \$5 million for any particular facility/commitment
- New contractual commitments, or material changes to old commitments, or guarantees to third parties, except those incurred in the normal course (e.g., credit support for gas purchases that don't affect the line of credit), where the Corporation's or an Entity's commitment is less than \$10 million for a new commitment or \$50 million for an extension or renewal of an existing/old commitment
- Asset sales under \$10 million

(iii) Development Related

- Unlimited for commitments of a non-binding or non-monetary nature

- Up to \$10 million for commitments to invest in any new development project or related group of projects or any other new undertaking or investment
- Board to be advised at the earliest reasonable opportunity of commitments that expose the Corporation or an Entity to reputational risk

(iv) Financing Related

- Unlimited for administrative matters including drawings and repayments under the financing documents of the Corporation and of all other corporations, trusts, partnerships or other entities which may be owned or controlled by the Corporation (the “**Entities**”)
- Unlimited for amendments to the Corporation’s and the Entities’ financing arrangements and credit agreements of a technical nature (i.e., that don’t change the limits or the material terms) or are not otherwise material
- Unlimited for purchases of securities in the normal course e.g., short-term money market investments
- Subject to board pre-approval, unlimited for execution of agreements and amendments to existing agreements, preparation and filing of prospectuses, etc. as required to implement financing-related decisions made by the Board

(v) Legal

- Initiation of any litigation where the amount involved is less than \$10 million

Matters Specifically Requiring Board Approval

(i) General

- Annual budgets
- Strategic plans and updates to strategic plans

(ii) Operations

- Capital expenditures for existing facilities outside of the approved budget in excess of \$5 million for any particular facility/commitment

- New contractual commitments, or material changes to old commitments, or guarantees to third parties, except those incurred in the normal course where the Corporation's or an Entity's commitment is in excess of \$10 million for a new commitment or \$50 million for an extension or renewal of an existing/old commitment
- Asset sales in excess of \$10 million

(iii) Development Related

- Commitments to invest in any new development project or any other new undertaking or investment in excess of \$10 million for any individual project or group of related projects

(iv) Financing Related

- Approve all new project debt financings or material amendments to existing arrangements
- Approve new equity financings by the Corporation or any Entity
- Approve material changes to the conditions of the Corporation's or an Entity's acquisition line of credit

(v) Legal

- Approve response to a regulator on a material issue involving risk of liability to the Board, serious reputational issues for the Corporation and the Entities, penalties or fines
- Approve initiation of any litigation where the amount involved exceeds \$10 million

(vi) Dividends

- Declaration and payment of dividends

Confirmed by the Board of Directors on December 8, 2022.