

NORTHLAND POWER INC.

MAJORITY VOTING POLICY

The Board of Directors (the “**Board**”) of Northland Power Inc. (the “**Corporation**”) believes that each director should have the confidence and support of the shareholders of the Corporation. In addition, the TSX has now adopted rules which make majority voting mandatory for TSX-listed companies. Accordingly, the Board has unanimously adopted this Majority Voting Policy which replaces the Majority Voting Policy adopted on April 11, 2013. All nominees for election to the Board will be required to abide by this Policy.

Forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each director nominee is recorded and promptly made public after the shareholder meeting. If the vote was by a show of hands, the Corporation will disclose the number of shares voted by proxy in favour or withheld for each director.

Each director of the Corporation must be elected by a majority (50% plus one vote) of the votes cast with respect to his or her election other than at a contested meeting. Even though duly elected as a matter of corporate law, any director who is not elected by at least a majority of the votes cast with respect to his or her election must forthwith submit his or her resignation to the Board, effective on acceptance by the Board.

The Board will refer the resignation to the Governance and Nominating Committee (the “**Committee**”) for its consideration and will request the Committee to provide its recommendation to the Board concerning the resignation. A director who tenders a resignation pursuant to this Policy shall not participate in any meeting of the Board or committee of the Board at which the resignation is considered.

The Board will promptly consider the resignation and the recommendation of the Committee and whether there are extraordinary circumstances that justify rejecting the resignation. The Board shall determine whether or not to accept the resignation within 90 days after the relevant shareholder meeting. The Board will accept such resignation except where it considers that extraordinary circumstances justify rejecting the resignation.

The Corporation will promptly issue a news release with the Board’s decision, a copy of which will be provided to the TSX. If the Board determines not to accept the resignation, the news release must fully state the reasons for that decision.

Subject to any corporate law restrictions, the Board may (1) leave a vacancy in the Board unfilled until the next annual general meeting, (2) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (3) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

This Policy does not apply where an election is contested, i.e. where there are one or more nominees other than the director nominees supported by the Board.

Confirmed by the Board of Directors on December 11, 2019.

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