



MEETING
THE GLOBAL
DEMAND FOR
**INTELLIGENT
ENERGY**

FIRST-QUARTER REPORT

Quarterly Report for the
period ended March 31, 2019



Management's Discussion and Analysis of Northland Power's Financial Position and Operating Results

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SECTION 1: OVERVIEW

Introduction

The purpose of this Management's Discussion and Analysis ("MD&A") is to explain the financial results and to assist the reader in understanding the nature and importance of changes and trends as well as the risks and uncertainties that may affect the operating results and financial position of Northland Power Inc. ("Northland" or the "Company"). This MD&A should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2019 and 2018, as well as its audited consolidated financial statements for the years ended December 31, 2018 and 2017 ("**2018 Annual Report**") and Northland's most recent Annual Information Form dated February 21, 2019 ("**2018 AIF**"). This material is available on SEDAR at www.sedar.com and on Northland's website at northlandpower.com.

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on May 8, 2019; actual results may differ materially. Northland's audit committee reviewed this MD&A and the associated unaudited interim condensed consolidated financial statements and notes, and its Board of Directors approved these documents prior to their release.

All dollar amounts set out herein are in thousands of Canadian dollars, unless otherwise stated.

Forward-Looking Statements

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on May 8, 2019; actual results may differ materially. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans. Readers are cautioned that such statements may not be appropriate for other purposes. Northland's actual results could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur. Forward-looking statements are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects," "anticipates," "plans," "predicts," "believes," "estimates," "intends," "targets," "projects," "forecasts" or negative versions thereof and other similar expressions or future or conditional verbs such as "may," "will," "should," "would" and "could." These statements may include, without limitation, statements regarding future adjusted EBITDA, free cash flow, dividend payments and dividend payout ratios; the construction, completion, attainment of commercial operations, cost and output of development projects; litigation claims; plans for raising capital; and the future operations, business, financial condition, financial results, priorities, ongoing objectives, strategies and outlook of Northland and its subsidiaries. These statements are based upon certain material factors or assumptions that were applied in developing the forward-looking statements, including the design specifications of development projects, the provisions of contracts to which Northland or a subsidiary is a party, management's current plans and its perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Forward-looking statements are subject to numerous risks and uncertainties, which include, but are not limited to, revenue contracts, counterparty risks, contractual operating performance, variability of revenue from generating facilities powered by intermittent renewable resources, offshore wind concentration, natural gas and power market risks, operational risks, permitting, construction risks, project development risks, financing risks, interest rate and refinancing risks, liquidity risk, credit rating risk, currency fluctuation risk, variability of cash flow and potential impact on dividends, taxation, natural events, environmental, health and worker safety risks, market compliance risk, government regulations and policy risks, international activities, reliance on information technology, labour relations, reputational risk, insurance risk, risks relating to co-ownership, bribery and corruption risk, legal contingencies, and the other factors described in the 2018 Annual Report and the 2018 AIF. Other than as specifically required by law, Northland undertakes no obligation to update any forward-looking statements to reflect events or circumstances after such date or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Non-IFRS Financial Measures

This MD&A and certain of Northland's press releases include references to the Company's adjusted earnings before interest, income taxes, depreciation and amortization ("**adjusted EBITDA**"), free cash flow and applicable payout ratio and per share amounts, measures not prescribed by International Financial Reporting Standards (**IFRS**), and therefore do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other companies. Adjusted EBITDA and free cash flow are presented at Northland's share of underlying operations. These measures should not be considered alternatives to net income (loss), cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Rather, these measures are provided to complement IFRS measures in the analysis of Northland's results of operations from management's perspective. Management believes that adjusted EBITDA, free cash flow and applicable payout ratio and per share amounts are widely accepted financial indicators used by investors and securities analysts to assess the performance of a company, including its ability to generate cash through operations. For reconciliations of these non-IFRS measures to their nearest IFRS measure, refer to *SECTION 4.4: Adjusted EBITDA* for a reconciliation of consolidated net income (loss) under IFRS to reported adjusted EBITDA and *SECTION 4.5 Free Cash Flow* for a reconciliation of cash provided by operating activities under IFRS to reported free cash flow.

Adjusted EBITDA

Adjusted EBITDA represents core operating performance of the business excluding leverage, income tax and non-core accounting items. Adjusted EBITDA is calculated as net income (loss) adjusted for the provision for (recovery of) income taxes, depreciation of property, plant and equipment, amortization of contracts and other intangible assets, net finance costs, interest income from Gemini, fair value (gain) loss on derivative contracts, unrealized foreign exchange (gain) loss, (gain) loss on sale of development assets, elimination of non-controlling interests (excluding management and incentive fees to Northland), equity accounting and other adjustments as appropriate. For clarity, Northland's adjusted EBITDA reflects a reduction for its share of general and administrative costs during development and construction that do not qualify for capitalization.

Management believes adjusted EBITDA is a meaningful measure of Northland's operating performance because it excludes certain items included in the calculation of net income (loss) that may not be appropriate determinants of long-term operating performance.

Free Cash Flow

Free cash flow represents the cash generated from the business that management believes is representative of cash available to pay dividends while preserving long-term value of the business. Free cash flow is calculated as cash provided by operating activities adjusted for short-term changes in operating working capital; non-expansory capital expenditures; interest incurred on outstanding debt; scheduled principal repayments; major maintenance and debt reserves; exclusion of pre-completion revenue and operating costs for projects under construction; interest income from Northland's subordinated loan to Gemini; proceeds from government grants; non-controlling interests; preferred share dividends; net proceeds from sale of development assets and other adjustments as appropriate, including lease payments.

For clarity, Northland's free cash flow reflects a reduction for expenditures on development activities until an advanced project qualifies for capitalizing development expenditures. Where Northland controls the distribution policy from its investments, free cash flow reflects Northland's share of the investment's underlying free cash flow, otherwise, Northland includes the cash distributions received from the investment. Free cash flow from foreign operations is translated to Canadian dollars at the exchange rate Northland realizes on cash distributions.

Management believes free cash flow is a meaningful measure of Northland's ability to generate cash flow after all on-going obligations (except common and class A share dividends) to be available to invest in growth initiatives and fund dividend payments.

The free cash flow payout ratio indicates the proportion of free cash flow paid as dividends, whether in cash or in shares under Northland's dividend re-investment plan (**DRIP**). The net payout ratio indicates the proportion of free cash flow paid as cash dividends (not reinvested). The payout ratio generally reflects Northland's ability to fund expansory capital expenditures and sustain dividends.

Northland's debt and equity for a project are generally funded and/or committed at the beginning of construction, but it may be several years before the project starts to generate cash flow. As a result, from time to time, Northland may have a temporarily higher payout ratio than it would if the future free cash flow from projects under construction were reflected in the calculation. This factor may affect the comparability of Northland's payout ratio to that of industry peers.

SECTION 2: NORTHLAND'S OPERATING FACILITIES

As of March 31, 2019, Northland owns or has a net economic interest in 2,014 megawatts (**MW**) of power-producing facilities with a total operating capacity of approximately 2,429 MW. Northland's operating facilities produce electricity from renewable resources and natural gas for sale primarily under long-term power purchase agreements (**PPA**) or other revenue arrangements with creditworthy customers in order to generate predictable cash flows.

Northland's MD&A and unaudited interim condensed consolidated financial statements include the results of its operating facilities, the most significant of which are presented below:

	Year of Commercial Operations or Acquisition	Geographic region ⁽¹⁾	Economic interest ⁽²⁾	Gross Production Capacity (MW)	Net Production Capacity (MW)
Offshore Wind					
Gemini	2017	The Netherlands	60%	600	360
Nordsee One	2017	Germany	85%	332	282
Thermal					
Iroquois Falls	1997	Ontario	100%	120	120
Kingston	1997	Ontario	100%	110	110
Kirkland Lake ⁽³⁾	1993	Ontario	77%	132	102
North Battleford	2013	Saskatchewan	100%	260	260
Spy Hill	2011	Saskatchewan	100%	86	86
Thorold	2010	Ontario	100%	265	265
On-shore Renewable					
Cochrane Solar	2015	Ontario	63%	40	25
Grand Bend	2016	Ontario	50%	100	50
Jardin	2009	Québec	100%	133	133
McLean's	2014	Ontario	50%	60	30
Mont Louis	2011	Québec	100%	101	101
Solar	2014	Ontario	100%	90	90
Total				2,429	2,014

(1) Thermal and on-shore renewables facilities are located in Canada.

(2) As at March 31, 2019, Northland's economic interest was unchanged from December 31, 2018.

(3) Northland indirectly controls 100% of the voting interest of Kirkland Lake, while third-parties have non-voting ownership interests. Northland's effective net economic interest in Kirkland Lake is approximately 77%.

As of March 31, 2019, Northland had 269 MW of generating capacity under construction representing the Deutsche Bucht offshore wind project ("**Deutsche Bucht**"), in addition to its 60% equity stake in the 1,044 MW Hai Long projects under development in Taiwan. On May 7, 2019, Northland announced the final investment decision approval for the construction of its 130 MW La Lucha solar project (refer to *SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES* for additional information). Furthermore, Northland has a portfolio of projects in various stages of development in Europe, North America, Latin America and Asia.

Refer to the 2018 AIF for additional information on Northland's operating facilities and projects under construction or development.

SECTION 3: CONSOLIDATED HIGHLIGHTS

3.1: Significant Events

Significant events during the first quarter of 2019 and through the date of this MD&A are described below.

La Lucha Solar Project

On May 7, 2019, Northland announced the final investment decision approval for the construction of its La Lucha solar project (“**La Lucha**”) in the State of Durango, Mexico. Northland owns 100% of the 130 MW solar project which will have a total capital cost of approximately \$190 million. Northland originated the La Lucha project and has obtained all major permits required for construction. Project completion is expected in the second half of 2020. Refer to *SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES* for additional information.

Hai Long Offshore Wind Project Update

On February 26, 2019, Northland and its 40% partner, Yushan Energy, executed a 20-year PPA with Taiwan Power Company (“**Taipower**”) for the Hai Long 2A offshore wind project, based on the 300 MW Feed-in-Tariff (“**FIT**”) allocation. Refer to *SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES* for additional information.

Deutsche Bucht Offshore Wind Project Update

The Deutsche Bucht offshore wind project is progressing according to schedule and is on budget. The total estimated project cost remains at approximately €1.4 billion (CAD \$2.0 billion) with project completion expected by the end of 2019.

Secondary Offering of Common Shares

On April 5, 2019, a secondary offering closed for Northland’s common shares held by entities controlled by James Temerty, the Chair of the Board of Directors of Northland. Northland did not receive any proceeds from this transaction. Subsequent to the closing, Mr. Temerty beneficially owns, or exercises control and direction over, approximately 11.5% of the common shares and all of the 1,000,000 Class A shares of Northland.

3.2: Operating Highlights

The following table presents key IFRS and non-IFRS financial measures and operational results:

Summary of Consolidated Results

	Three months ended March 31,	
	2019	2018
FINANCIALS		
Sales	\$ 498,540	\$ 486,372
Gross profit	458,923	454,557
Operating income	287,588	281,154
Net income (loss)	204,230	177,955
Adjusted EBITDA	293,675	290,421
Cash provided by operating activities	307,794	306,130
Free cash flow	141,839	148,047
Cash dividends paid to common and Class A shareholders ⁽¹⁾	54,062	39,131
Total dividends declared ⁽²⁾	54,062	52,755
Per Share		
Net income (loss) - basic	\$ 0.78	\$ 0.61
Free cash flow - basic	\$ 0.79	\$ 0.84
Total dividends declared ⁽²⁾	\$ 0.30	\$ 0.30
ENERGY VOLUMES		
Electricity production in gigawatt hours (GWh)	2,539	2,327

(1) Increase primarily as a result of shares under the DRIP being sourced from the secondary market such that all dividends declared reflect cash outflow from Northland.

(2) Represents total dividends declared to common and class A shareholders including dividends in cash or in shares under the DRIP.

SECTION 4: RESULTS OF OPERATIONS

4.1: Operating Results

Offshore Wind Facilities

Northland's operating offshore wind facilities consist of Gemini and Nordsee One. The following table summarizes their operating results:

	Three months ended March 31,	
	2019	2018
Electricity production (GWh) ⁽¹⁾	1,025	1,009
Sales/gross profit ⁽²⁾	\$ 310,222	\$ 316,125
Plant operating costs	33,128	35,558
Operating income	207,667	208,155
Adjusted EBITDA	\$ 187,221	\$ 186,509

(1) Includes GWh both produced and attributed to paid curtailments.

(2) Offshore wind facilities do not have cost of sales and as a result, the reported sales figure equals gross profit.

Northland's two operating offshore wind facilities, Gemini and Nordsee One, are located in the North Sea, off the coasts of the Netherlands and Germany, respectively. For the year ended December 31, 2018, Gemini and Nordsee One contributed approximately 34% and 26%, respectively, of Northland's total adjusted EBITDA. Refer to the 2018 AIF for additional information on Northland's offshore wind facilities.

Gemini has subsidy agreements with the Government of the Netherlands which expire in 2031. The subsidies top up the wholesale market-based revenue generated by Gemini to a fixed, contractual rate per megawatt hour (MWh) and are subject to an annual production ceiling (the "Gemini Subsidy Cap"), beyond which, production earns revenue at wholesale market prices. Based on management's expectations of wind resources and resultant electricity production volumes, the Gemini Subsidy Cap and the associated earnings would be achieved during the fourth quarter of the calendar year. The top up to a fixed contractual rate is subject to a floor price, however, thereby exposing Gemini to market price risk if the average wholesale market price for the year falls below the contractual floor price of approximately €44/MWh. As at March 31, 2019, management estimated the average wholesale market price for 2019 will remain higher than the contractual floor price. For the three months ended March 31, 2018, the loss from the average wholesale market price falling below the contractual floor price on sales was approximately €1 million or 0.8% of revenues from Gemini, however, the impact was ultimately \$nil for the 2018 year.

Nordsee One has a FIT contract with the German government which expires in 2027. The associated tariff is added to the wholesale market price, effectively generating a fixed unit price for energy sold. Under the German *Renewable Energy Sources Act*, while the tariff compensates for most production curtailments required by the system operator, Nordsee One does not receive the tariff for hours where the market power price remains negative for longer than six consecutive hours.

Gemini and Nordsee One results are affected by foreign exchange rate fluctuations. Foreign exchange rate fluctuations primarily affect net income and adjusted EBITDA. Northland has entered into foreign exchange rate swaps for a substantial portion of anticipated cash flow, thereby mitigating some of the impact of foreign exchange rate fluctuations on free cash flow.

Electricity production for the three months ended March 31, 2019, was largely in line with the same quarter of 2018.

Sales of \$310 million for the three months ended March 31, 2019, decreased 1.9% or \$6 million compared to the same quarter of 2018 primarily as a result of foreign exchange fluctuations partially offset by higher sales at Nordsee One. Foreign exchange rate fluctuations resulted in \$14 million lower sales for the three months ended March 31, 2019, compared to the same period of 2018.

Plant operating costs of \$33 million for the three months ended March 31, 2019, decreased 6.8% or \$2 million compared to the same period of 2018 primarily as a result of lower personnel costs in the quarter and certain non-recurring costs at Nordsee One in the first quarter of 2018. In April 2019, the turbine manufacturer for Nordsee One filed for insolvency. Nordsee One

currently depends on the manufacturer to complete outstanding warranty work and perform under its service maintenance agreement. Northland does not currently anticipate a material financial impact from this development.

Operating income and *adjusted EBITDA* of \$208 million and \$187 million, respectively, for the three months ended March 31, 2019, were in line with the same quarter of 2018 primarily due to lower sales offset by lower plant operating costs, as described above.

Thermal Facilities

The following table summarizes the operating results of the thermal facilities:

	Three months ended March 31,	
	2019	2018
Electricity production (GWh)	1,091	930
Sales ⁽¹⁾	\$ 124,323	\$ 116,554
Less: cost of sales	35,243	31,815
Gross profit	89,080	84,739
Plant operating costs	11,662	10,832
Operating income	68,044	64,313
Adjusted EBITDA ⁽²⁾	\$ 77,153	\$ 78,016

(1) Northland accounts for its Spy Hill operations as a finance lease.

(2) Includes management and incentive fees earned by Northland.

The contractual structures of Northland's thermal facilities ensure the facility's gross profit is generally stable, within a seasonal profile, regardless of production or sales levels so long as the plant is available. Under some PPAs, the facility is reimbursed for certain costs of sales by the counterparty. When possible, management also aims to maximize returns through the re-marketing of natural gas storage and transportation ("**gas optimization**"). For the year ended December 31, 2018, Northland's six thermal facilities contributed approximately 30% of total adjusted EBITDA, with North Battleford, Iroquois Falls and Thorold accounting for approximately 27%. Refer to the 2018 AIF for additional information on Northland's thermal facilities.

Electricity production for three months ended March 31, 2019, increased 17.3% or 161 GWh compared to the same quarter of 2018 primarily due to favourable market conditions leading to Thorold's increased dispatching in the Ontario electricity market and favourable operating conditions, particularly colder temperatures, at North Battleford.

Sales of \$124 million for the three months ended March 31, 2019, increased 6.7% or \$8 million compared to the same quarter of 2018 primarily due to gas optimization activities and higher production at Thorold and North Battleford, as described above, as well as payments for higher incremental capacity. The positive variance was partially offset by the effect of higher reported sales for Iroquois Falls in the first quarter of 2018 prior to a retrospective rate reduction by the system operator in the second quarter of 2018.

Gross profit of \$89 million for the three months ended March 31, 2019, increased 5.1% or \$4 million compared to the same quarter of 2018 because the favourable operating results at North Battleford and Thorold were partially offset by higher gas costs associated with the higher production and a reduced PPA rate at Iroquois Falls.

Plant operating costs of \$12 million for the three months ended March 31, 2019, increased 7.7% or \$1 million compared to the same quarter of 2018 primarily due to overall higher production at the thermal facilities.

Operating income of \$68 million for the three months ended March 31, 2019, increased 5.8% or \$4 million compared to the same quarter of 2018 primarily due to higher gross profit from the factors described above.

Adjusted EBITDA of \$77 million for the three months ended March 31, 2019, decreased 1.1% or \$1 million compared to the same quarter of 2018 primarily due to a one-time management fee earned in the first quarter of 2018 from assets sold and the factors described above.

On-shore Renewable Facilities

The following table summarizes the operating results of the on-shore renewable facilities:

	Three months ended March 31,	
	2019	2018
Electricity production (GWh) ⁽¹⁾	423	388
On-shore wind	\$ 41,333	\$ 39,032
Solar	16,897	14,661
Sales/gross profit ⁽²⁾	58,230	53,693
On-shore wind	6,290	6,075
Solar	1,365	946
Plant operating costs	7,655	7,021
Operating income	26,956	23,686
On-shore wind	24,447	22,767
Solar	13,459	11,929
Adjusted EBITDA	\$ 37,906	\$ 34,696

(1) Includes GWh both produced and attributed to paid curtailments.

(2) On-shore renewable facilities do not have cost of sales and as a result, the reported sales figures equal gross profit.

Northland's on-shore renewable assets comprise four on-shore wind and three solar facilities located in Ontario and Québec. On-shore wind projects are similar in nature operationally to offshore wind; however, with lower operating costs and generally lower wind resources. Solar power facilities have much lower fixed operating costs per unit of capacity than thermal or wind facilities. Electricity production from solar facilities tends to be less variable than wind but is limited to available sunlight, which is generally higher in the summer than in the winter. For the year ended December 31, 2018, Northland's on-shore renewable facilities contributed approximately 16% of total adjusted EBITDA. Refer to the 2018 AIF for additional information on Northland's on-shore renewable facilities.

Electricity production at the on-shore renewable facilities for the three months ended March 31, 2019, was 9.1% or 35 GWh higher than same quarter of 2018 primarily as a result of higher overall solar and wind resource across the facilities.

Sales of \$58 million for the three months ended March 31, 2019, increased 8.4% or \$5 million compared to the same quarter of 2018 primarily due to higher overall production. Production variances at the solar facilities have a larger effect on sales than the wind facilities since solar facilities receive a higher contracted price per MW.

Plant operating costs of \$8 million for the three months ended March 31, 2019, were 9.0% or \$1 million higher than the same quarter of 2018 due primarily to profit-sharing fees to the turbine maintenance provider at two wind facilities associated with increased production.

Operating income and *adjusted EBITDA* of \$27 million and \$38 million, respectively, for the three months ended March 31, 2019, increased 13.8% or \$3 million and 9.3% or \$3 million compared to the same quarter of 2018 largely due to higher overall production at the on-shore renewable facilities.

4.2: General and Administrative Costs and Other Income

The following table summarizes general and administrative (G&A) costs:

	Three months ended March 31,	
	2019	2018
Corporate overhead	\$ 7,408	\$ 7,531
Development overhead	4,142	3,267
Development projects	4,216	3,515
Corporate G&A costs	15,766	14,313
Operations G&A	2,493	3,975
Total G&A costs	18,259	18,288

Corporate G&A costs for the three months ended March 31, 2019, increased 10.2% or \$1 million compared to the same quarter of 2018 primarily due to the timing of expenditures related to project development activities and higher personnel costs.

Development overhead costs relate primarily to personnel, rent and other office costs not directly attributable to identifiable development projects. *Development project costs* are generally third-party costs directly attributable to identifiable development projects, whose capitalization begins once management determines that the project has a high likelihood of being pursued through to completion (refer to the 2018 Annual Report for additional information on the policy for capitalization of development costs).

Operations G&A costs for the three months ended March 31, 2019, decreased 37.3% or \$1 million compared to the same period of 2018 primarily as a result of lower personnel costs at the offshore wind facilities.

The following table presents the effect of corporate G&A costs and other income on adjusted EBITDA:

	Three months ended March 31,	
	2019	2018
Corporate G&A costs	(15,766)	(14,313)
Gemini interest income	5,239	5,395
Other ⁽¹⁾	1,922	118
Impact on adjusted EBITDA	\$ (8,605)	\$ (8,800)

(1) Includes corporate energy marketing income.

Gemini interest income represents interest earned on the subordinated debt receivable from Gemini to Northland. Since Northland consolidates the financial results of Gemini, the subordinated debt balances and related investment income and interest expense eliminate upon consolidation; nevertheless, Gemini interest income is included in Northland's consolidated adjusted EBITDA because it reflects returns generated from an investment in core assets.

4.3: Consolidated Results

The following discussion of the consolidated financial results of operations should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2019.

First Quarter

The following describes the significant factors contributing to net income for the quarter ended March 31, 2019:

Total Sales and gross profit of \$499 million and \$459 million, respectively, increased 2.5% or \$13 million and 1.0% or \$4 million compared to the same quarter of 2018 primarily due to higher production at the thermal facilities combined with higher solar and wind resources at the on-shore renewable facilities. These positive variances were partially offset by the effect of foreign exchange fluctuations for Gemini and Nordsee One affecting sales and higher cost of sales at the thermal facilities associated with higher production affecting gross profit.

Plant operating costs decreased 1.8% or \$1 million compared to the same quarter of 2018 primarily due to the timing of expenses at the offshore wind facilities.

G&A costs were largely in line with the same quarter of 2018 primarily due to the timing of expenditures related to project development activities offset by lower personnel costs at the offshore wind facilities.

Finance costs, net (primarily interest expense) decreased 6.7% or \$6 million compared to the same quarter of 2018 primarily due to declining interest costs as a result of scheduled principal repayments on facility-level loans, a lower outstanding balance on corporate credit facilities, and the redemption of convertible debentures in the fourth quarter of 2018.

Fair value gain on derivative contracts was \$43 million compared to a \$3 million loss in the same quarter of 2018 primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

Foreign exchange loss of \$3 million is primarily due to unrealized loss from fluctuations in the closing foreign exchange rate.

Other (income) expense improved 74.1% or \$2 million mainly due to a non-cash fair value adjustment on a loan receivable, partially offset by the gain on sale of an operating asset in 2018.

Primarily as a result of the factors described above, partially offset by a \$15 million higher tax expense, net income increased \$26 million in the first quarter of 2019 compared to the same quarter of 2018.

4.4: Adjusted EBITDA

The following table reconciles net income (loss) to adjusted EBITDA:

	Three months ended March 31,	
	2019	2018
Net income (loss)	\$ 204,230	\$ 177,955
Adjustments:		
Finance costs, net	79,855	85,615
Gemini interest income	5,239	5,395
Provision for (recovery of) income taxes	43,919	29,322
Depreciation of property, plant and equipment	104,022	105,008
Amortization of contracts and intangible assets	4,753	3,547
Fair value (gain) loss on derivative contracts	(43,153)	2,824
Foreign exchange (gain) loss	3,223	(15,099)
Elimination of non-controlling interests	(100,131)	(101,991)
Finance lease (lessor) and equity accounting	939	844
Other adjustments	(9,221)	(2,999)
Adjusted EBITDA	\$ 293,675	\$ 290,421

Adjusted EBITDA includes interest income earned on Northland's €117 million subordinated debt to Gemini, which includes accrued interest. Cash interest payments commenced in 2017 and semi-annual principal payments will commence in 2027

until maturity in 2032. Northland consolidates the financial results of Gemini and, as a result, Northland's loan balances, investment income, and interest expense are eliminated upon consolidation. Interest income from Gemini ("**Gemini interest income**") has been included in adjusted EBITDA since inception of the subordinated debt and has been included in free cash flow upon commencement of cash interest payments during the third quarter of 2017.

For the three months ended March 31, 2019, other adjustments primarily include a non-cash fair value adjustment on a loan receivable. For the three months ended March 31, 2018, other adjustments primarily include a gain on sale of an operating asset.

First Quarter

Adjusted EBITDA of \$294 million for the three months ended March 31, 2019, increased 1.1% or \$3 million compared to the same quarter of 2018 primarily as a result of a \$3 million increase in production and earnings from the on-shore renewable facilities from higher overall solar and wind resource.

4.5 Free Cash Flow

The following table reconciles cash flow from operations to free cash flow:

	Three months ended March 31,	
	2019	2018
Cash provided by operating activities	\$ 307,794	\$ 306,130
Adjustments:		
Net change in non-cash working capital balances related to operations	40,523	32,617
Non-expansory capital expenditures	(680)	(741)
Restricted funding for major maintenance, debt and decommissioning reserves	(3,420)	(2,684)
Interest paid, net	(42,617)	(43,017)
Scheduled principal repayments on facility debt	(12,178)	(11,677)
Funds set aside (utilized) for scheduled principal repayments	(109,512)	(86,841)
Preferred share dividends	(2,929)	(2,851)
Consolidation of non-controlling interests	(46,251)	(56,037)
Lease payments (lessee)	(1,272)	—
Investment income ⁽¹⁾	5,828	5,555
Nordsee One proceeds from government grant	6,138	5,619
Foreign exchange	3,749	330
Other ⁽²⁾	(3,334)	1,644
Free cash flow	\$ 141,839	\$ 148,047

(1) Investment income includes Gemini interest income and interest received on third-party loans to partners on Cochrane Solar.

(2) Other includes adjustments for Nordsee One interest on shareholder loans, equity accounting, Deutsche Bucht expenses excluded from free cash flow and non-cash expenses adjusted in working capital excluded from free cash flow, partially offset by stock-based compensation awards settled in cash in the period.

Scheduled principal repayments on facility term loans reflect repayments as paid. Funds set aside (utilized) for scheduled principal repayments allocates semi-annual repayments evenly across two quarters as well as adjusts for timing of quarterly repayments. Gemini's principal repayment schedule is weighted towards the first payment of the year to align with Gemini's expected cash flow profile. For 2019, Northland's share of Gemini and Nordsee One's principal repayments are expected to total €79 million and €72 million, respectively, (2018 - €77 million and €49 million).

Free cash flow incorporates interest expense each quarter as it is accrued in net income and working capital or paid.

The following table summarizes cash and total dividends paid and respective free cash flow payout ratios as well as per share amounts:

	Three months ended March 31,	
	2019	2018
Cash dividends paid to common and Class A shareholders	\$ 54,062	\$ 39,131
Free cash flow payout ratio - cash dividends ⁽¹⁾	53.9%	38.6%
Total dividends paid to common and Class A shareholders ⁽²⁾	\$ 54,062	\$ 52,422
Free cash flow payout ratio - total dividends ^{(1) (2)}	64.4%	53.4%
Weighted average number of shares - basic (000s) ⁽³⁾	180,203	176,068
Weighted average number of shares - diluted (000s) ⁽⁴⁾	187,625	187,322
Per share (\$/share)		
Dividends paid	\$0.30	\$0.30
Free cash flow — basic	\$0.79	\$0.84
Free cash flow — diluted	\$0.76	\$0.81

(1) On a rolling four-quarter basis.

(2) Represents dividends paid in cash and in shares under the DRIP. For 2019, cash dividends equal total dividends because shares under the DRIP are being sourced from the secondary market.

(3) Includes common shares and class A shares but excludes common shares issuable upon conversion of outstanding convertible debentures.

(4) Includes common shares, class A shares and any common shares issuable upon conversion of outstanding convertible debentures.

First Quarter

Free cash flow of \$142 million for the three months ended March 31, 2019, was 4.2% or \$6 million lower than the same quarter of 2018 primarily due to a \$16 million increase in scheduled principal repayments, primarily for Nordsee One debt. Factors partially offsetting the decrease in free cash flow included:

- \$5 million decrease in net interest expense due to declining interest costs as a result of scheduled principal repayments on facility-level loans, lower outstanding balance on corporate credit facilities and redemption of convertible debentures in the fourth quarter of 2018; and
- \$2 million increase in overall production and earnings from Northland's other operating facilities.

As at March 31, 2019, the rolling four quarter free cash flow net payout ratio was 53.9%, calculated on the basis of cash dividends paid and 64.4% calculated on the basis of total dividends, compared to 38.6% and 53.4%, respectively, in 2018. The increase in the free cash flow payout ratios from 2018 was primarily due to the higher scheduled Nordsee One principal repayments in 2019 combined with an increase in the number of shares due to the redemption of the convertible debentures in December 2018. The free cash flow net payout ratio of 53.9% calculated on the basis of cash dividends additionally increased due to a drop in the DRIP participation since the discount was reduced to nil.

SECTION 5: CHANGES IN FINANCIAL POSITION

The following table provides a summary of account balances derived from the unaudited interim condensed consolidated balance sheets as at March 31, 2019 and December 31, 2018.

As at	March 31, 2019	December 31, 2018
Assets		
Cash and cash equivalents	\$ 361,503	\$ 278,400
Restricted cash	365,855	450,437
Trade and other receivables	328,508	275,088
Other current assets	40,652	39,675
Property, plant and equipment	7,965,669	8,105,845
Contracts and other intangible assets	554,436	581,097
Other assets ⁽¹⁾	535,650	534,563
	\$ 10,152,273	\$ 10,265,105
Liabilities		
Trade and other payables	286,468	197,828
Interest-bearing loans and borrowings	6,893,172	7,011,572
Net derivative financial liabilities ⁽²⁾	509,910	537,157
Net deferred tax liability ⁽²⁾	203,216	179,549
Other liabilities ⁽³⁾	698,558	798,377
	\$ 8,591,324	\$ 8,724,483
Total equity	1,560,949	1,540,622
	\$ 10,152,273	\$ 10,265,105

(1) Includes goodwill, finance lease receivable, long-term deposit and other assets.

(2) Presented on a net basis.

(3) Includes dividends payable, corporate credit facilities, convertible debentures, provisions and other liabilities.

Significant changes in Northland's unaudited interim condensed consolidated balance sheets were as follows:

- *Restricted cash* decreased by \$85 million, primarily due to the release of funds set aside for debt service at Nordsee One, which were reclassified to cash during the quarter, as a result of an amendment to Nordsee One's debt facility agreement.
- *Property, plant and equipment* decreased by \$140 million, primarily due to depreciation and foreign exchange fluctuation, partially offset by construction-related activities at Deutsche Bucht and the initial recognition of lease assets of \$53 million.
- *Trade and other payables* increased by \$89 million, mainly due to the timing of construction-related payables at Deutsche Bucht.
- *Interest-bearing loans and borrowings* decreased by \$118 million, mainly due to foreign exchange fluctuations, partially offset by Deutsche Bucht construction activities.
- *Net deferred tax liability* (deferred tax asset less deferred tax liabilities) increased by \$24 million due to movements in the differential between accounting and tax balances, particularly fair value gain on derivative contracts.
- *Other liabilities* decreased by \$100 million, primarily due to a partial repayment of Northland's revolving facility and foreign exchange fluctuation, partially offset by the initial recognition of lease liabilities of \$53 million.

SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES

Northland maintains sufficient liquidity to meet short- and medium-term cash needs and ensures that it has access to sufficient resources to capitalize on investment opportunities and to meet development expenditure commitments, monthly cash dividend requirements and other needs in the normal course of operations. Northland finances these commitments through cash flow from operations, non-recourse project financing, corporate credit facilities, convertible debentures and equity, such as common and preferred shares.

Equity and Convertible Unsecured Subordinated Debentures

The change in shares and class A shares during 2019 and 2018 was as follows:

For period ended	March 31, 2019	December 31, 2018
Shares outstanding, beginning of year	179,201,743	174,440,081
Conversion of debentures	7,312	2,527,626
Shares issued under the LTIP	—	23,467
Shares issued under the DRIP	—	2,210,569
Shares outstanding, end of period	179,209,055	179,201,743
Class A shares	1,000,000	1,000,000
Total common and convertible shares outstanding, end of period	180,209,055	180,201,743

Preferred shares outstanding as at March 31, 2019 and December 31, 2018 are as follows:

As at	March 31, 2019	December 31, 2018
Series 1	4,501,565	4,501,565
Series 2	1,498,435	1,498,435
Series 3	4,800,000	4,800,000
Total	10,800,000	10,800,000

In their most recent report issued in October 2018, Standard & Poor's reaffirmed Northland's corporate credit rating of BBB (Stable). In addition, Northland's preferred share rating was reaffirmed on Standard & Poor's Canada scale of BB+.

As at March 31, 2019, Northland had 179,209,055 common shares outstanding with no change in Class A and preferred shares outstanding from December 31, 2018. During the first quarter of 2019, \$0.2 million of convertible debentures were converted into 7,312 common shares.

As of the date of this MD&A, Northland has 179,210,536 common shares outstanding with no change in Class A and preferred shares outstanding from March 31, 2019. If the convertible debentures outstanding as at March 31, 2019, totaling \$156 million, were converted in their entirety, an additional 7.2 million common shares would be issued.

Normal Course Issuer Bid (NCIB)

Pursuant to its NCIB, commencing December 17, 2018, Northland is authorized to purchase for cancellation, up to 8,000,000 common shares representing approximately 4.5% of Northland's then issued and outstanding common shares. The NCIB will expire on December 16, 2019, or such earlier date as Northland completes its purchases pursuant to the NCIB. For the three months ended March 31, 2019, no common shares were purchased under the NCIB.

Liquidity and Capital Resources

The following table reconciles Northland's opening cash and cash equivalents to closing cash and cash equivalents:

	Three Months Ended March 31,	
	2019	2018
Cash and cash equivalents, beginning of period	\$ 278,400	\$ 400,573
Cash provided by operating activities	307,794	306,130
Cash used in investing activities	(104,496)	(296,529)
Cash (used in) provided by financing activities	(115,238)	14,916
Effect of exchange rate differences	(4,957)	18,106
Cash and cash equivalents, end of period	\$ 361,503	\$ 443,196

First Quarter

Cash and cash equivalents for the three months ended March 31, 2019, increased \$83 million due to \$308 million in cash provided by operating activities, partially offset by \$105 million in cash used in investing activities, \$115 million in cash used in financing activities and the effect of foreign exchange translation of \$5 million.

Cash provided by operating activities for the three months ended March 31, 2019, was \$308 million comprising:

- \$204 million of net income;
- \$144 million in non-cash and non-operating items such as depreciation and amortization, finance costs, changes in fair value of financial instruments and deferred taxes; and
- \$41 million in changes in working capital due to the timing of payables, receivables and deposits.

Cash used in investing activities for the three months ended March 31, 2019, was \$105 million, primarily comprising:

- \$161 million used for the purchase of property, plant and equipment, primarily for the construction of Deutsche Bucht;
- \$60 million change in working capital related to the timing of construction payables at Deutsche Bucht; and
- \$4 million of restricted cash funding associated with construction at Deutsche Bucht and maintenance reserves for operating facilities.

Cash used in financing activities for the three months ended March 31, 2019, was \$115 million, primarily comprising:

- \$132 million in repayments under the corporate revolving facility (\$120 million) and scheduled principal repayments on project debt (\$12 million);
- \$57 million of common, Class A and preferred share dividends;
- \$49 million in dividends to the non-controlling shareholders; and
- \$44 million in interest payments.

Factors partially offsetting cash used in financing activities include:

- \$98 million of proceeds primarily from borrowings under Deutsche Bucht's construction loan; and
- \$70 million change in restricted cash, primarily from release of funds set aside for debt service at Nordsee One.

Movement of the euro against the Canadian dollar decreased cash and cash equivalents by \$5 million for the three months ended March 31, 2019. Northland aims to mitigate the effects of exchange rate fluctuations through a variety of mechanisms, including foreign exchange rate hedges and using euro-denominated corporate debt for operating expenditures and the purchase of property, plant and equipment in euros by Deutsche Bucht.

The following table provides a continuity of the cost of property, plant and equipment for the three months ended March 31, 2019:

	Cost balance as at Dec. 31, 2018	Additions	Other ⁽¹⁾	Exchange rate differences	Cost balance as at March 31, 2019
Operations:					
Offshore wind	\$ 5,666,499	\$ —	\$ 10,596	\$ (239,792)	\$ 5,437,303
Thermal ⁽²⁾	1,760,009	667	70	—	1,760,746
On-shore renewable	1,721,698	19	28,117	—	1,749,834
Construction:					
Offshore wind	819,462	160,059	677	(35,894)	944,304
Corporate	26,851	700	13,296	(495)	40,352
Total	\$ 9,994,519	\$ 161,445	\$ 52,756	\$ (276,181)	\$ 9,932,539

(1) Includes initial recognition of lease right-of-use assets and amounts accrued under the LTIP. Refer to Note 2.3 and 4 of the interim financial statements for additional information on lease recognition.

(2) Excludes Spy Hill lease receivable accounting treatment.

Long-term Debt

Operating facilities and projects under construction are financed primarily with non-recourse project debt with fixed or hedged interest rates and repayments tied to the terms of the project's initial PPA post-completion. Each project is undertaken as a special-purpose entity so that an adverse event at one facility would not affect Northland's other facilities. By owning and operating high-quality assets and applying its deep, long-term experience, Northland expects to continue to enjoy a competitive cost of capital, which maximizes returns from growth initiatives.

The following table provides a continuity of Northland's debt for the three months ended March 31, 2019:

	Balance as at Dec. 31, 2018	Financings, net of costs	Repayments	Amort. of costs/fair value	Exchange rate differences	Balance as at March 31, 2019
Operations:						
Offshore wind	\$ 4,160,574	\$ —	\$ —	\$ 4,582	\$ (176,454)	\$ 3,988,702
Thermal	995,131	—	(6,455)	(294)	—	988,382
On-shore renewable	1,100,198	—	(5,723)	271	—	1,094,746
Construction:						
Offshore wind	755,669	98,472	—	—	(32,798)	821,343
Corporate ⁽¹⁾	309,274	(10)	(119,964)	193	(13,080)	176,413
Total	\$ 7,320,846	\$ 98,462	\$ (132,142)	\$ 4,752	\$ (222,332)	\$ 7,069,586

(1) Excludes convertible unsecured subordinated debentures.

In February 2019, Nordsee One amended its debt facility agreement to include a debt service reserve facility, resulting in the release of €50 million in funds previously restricted for debt service.

In addition to the loans outstanding in the above table, as at March 31, 2019, \$43 million of letters of credit were outstanding under non-recourse project-level credit facilities for operational use.

Debt Covenants

Northland generally conducts its business indirectly through separate subsidiary legal entities and is dependent on the distribution of cash from those subsidiary entities to defray its corporate expenses, repay corporate debt and to pay cash dividends to common, Class A and preferred shareholders. Most operating subsidiaries hold non-recourse debt, which typically prohibits distributions if the loan is in default (notably for non-payment of principal or interest) or if the entity fails to achieve a benchmark debt service coverage ratio, which is the ratio of adjusted EBITDA to scheduled principal and interest payments over a specified time period. Northland and its subsidiaries were in compliance with all debt covenants for the period ended March 31, 2019.

Corporate Credit Facilities and Letters of Credit

Northland's corporate credit facilities are available for general corporate purposes, to support operational, construction and development opportunities and to provide letters of credit issued on behalf of Northland. The corporate credit facilities are summarized in the table below:

As at March 31, 2019	Facility size	Amount drawn	Outstanding letters of credit	Available capacity	Maturity date
Syndicated revolving facility	\$ 1,000,000	\$ 179,676	\$ 89,209	\$ 731,115	Jun. 2023
Bilateral letter of credit facility	100,000	—	99,682	318	Mar. 2020
Export credit agency backed letter of credit facility	100,000	—	42,405	57,595	Mar. 2020
Total	\$ 1,200,000	\$ 179,676	\$ 231,296	\$ 789,028	
Less: deferred financing costs		3,262			
Total, net		\$ 176,414			

- In the first quarter of 2019, Northland repaid \$120 million (€80 million) of the balance drawn on the revolving facility.
- Amounts drawn against the revolving facility reflect €120 million converted at the period-end exchange rate.
- Of the \$231 million of corporate letters of credit issued as at March 31, 2019, \$115 million relates to projects under advanced development or construction.

Northland's corporate credit facilities include provisions that allow for renewals at Northland's option, subject to approval by the lenders.

SECTION 7: SUMMARY OF QUARTERLY CONSOLIDATED RESULTS

Northland's consolidated financial results are affected by seasonal factors, contract provisions and extraordinary items, which result in quarterly variations. Northland's quarterly net income (loss) also varies due to any non-cash impairments/recoveries and foreign exchange adjustments required to translate euro and U.S. dollar denominated balances to the appropriate quarter-end Canadian dollar equivalent and due to fair value movements of financial derivative contracts.

Accounting policies and principles have been applied consistently for all periods presented in the table below.

<i>In millions of dollars, except per share information</i>	Q1 2019	Q4 2018	Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017
Total sales	\$ 498.5	\$ 380.9	\$ 350.2	\$ 338.1	\$ 486.4	\$ 394.6	\$ 295.2	\$ 322.4
Operating income	287.6	170.7	150.4	130.5	281.2	196.5	103.5	144.5
Net income (loss)	204.2	65.3	93.2	69.0	178.0	82.3	31.7	61.7
Adjusted EBITDA	293.7	221.3	196.8	183.0	290.4	238.7	160.2	168.2
Cash provided by operating activities	307.8	291.2	193.3	343.3	306.1	257.6	172.5	142.2
Free cash flow	141.8	88.7	63.9	37.0	148.0	69.5	45.3	99.7
Per share statistics								
Net income (loss) - basic	\$ 0.78	\$ 0.23	\$ 0.38	\$ 0.29	\$ 0.61	\$ 0.25	\$ 0.12	\$ 0.19
Net income (loss) - diluted	0.76	0.22	0.37	0.28	0.59	0.25	0.12	0.19
Free cash flow - basic	0.79	0.50	0.36	0.21	0.84	0.40	0.26	0.57
Total dividends declared	0.30	0.30	0.30	0.30	0.30	0.28	0.27	0.27

SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES

La Lucha 130 MW Solar Project – Mexico

On May 7, 2019, Northland announced the final investment decision approval for the construction of its La Lucha solar project in the State of Durango, Mexico. Northland owns 100% of the 130 MW solar project which will have a total capital cost of approximately \$190 million. Northland originated the La Lucha project and has obtained all major permits required for construction. Project completion is expected in the second half of 2020.

La Lucha is expected to advance to construction while Northland negotiates bilateral power contracts with a range of commercial and industrial offtakers in the market. Northland will initially fund the project through a combination of cash on hand and corporate credit facilities. Closer to project completion, Northland expects to utilize non-recourse project financing to finance La Lucha once management secures offtake agreements.

Hai Long 1,044 MW Offshore Wind Project – Taiwan

In the first half of 2018, the Company's Hai Long project owned by Northland and its 40% partner, Yushan Energy, was allocated a total of 1,044 MW (626 MW net to Northland) by the Bureau of Energy of Taiwan under a FIT program and an auction process. Key aspects of the Hai Long project are presented below:

Sub-project	Gross Capacity (MW)	Net Capacity (MW) ⁽¹⁾	Year of Grid Connection	Type of Procurement
Hai Long 2A	300	180	2024	FIT
Hai Long 2B	232	139	2025	Auction
Hai Long 3	512	307	2025	Auction
Total	1,044	626		

(1) Represents Northland's 60% economic interest.

On February 26, 2019, Northland and Yushan Energy executed a 20-year PPA with Taipower for the Hai Long 2A offshore wind project, based on the 300 MW FIT allocation.

Deutsche Bucht 269 MW Offshore Wind Project – Germany

The Deutsche Bucht offshore wind project is progressing according to schedule and is on budget. The total estimated project cost remains at approximately €1.4 billion (CAD \$2.0 billion) with project completion expected by the end of 2019.

SECTION 9: OUTLOOK

Northland aims to increase shareholder value by creating high-quality projects underpinned by revenue contracts that deliver predictable cash flows. Management actively seeks to invest in technologies and jurisdictions where Northland can benefit from an early-mover advantage and establish a meaningful presence while striving for excellence in managing Northland's operating facilities by enhancing their performance and value.

As of May 8, 2019, management continues to expect adjusted EBITDA in 2019 to be in the range of \$920 to \$1,010 million and free cash flow per share in 2019 to be in the range of \$1.65 to \$1.95.

SECTION 10: LITIGATION, CLAIMS AND CONTINGENCIES

Litigation, claims and other contingencies arise from time to time in the ordinary course of business for Northland. None of these contingencies, individually or in aggregate, are expected to result in a liability that would have a material adverse effect on Northland.

SECTION 11: FUTURE ACCOUNTING POLICIES

Northland assesses each new IFRS or amendment to determine whether it may have a material impact on its consolidated financial statements. As at March 31, 2019, there have been no accounting pronouncements by the International Accounting Standards Board that would materially affect Northland's consolidated financial statements.

SECTION 12: RISKS AND UNCERTAINTIES

For information concerning Northland's risks, uncertainties, financial instruments and contractual commitments refer to Northland's 2018 Annual Report and the 2018 AIF filed electronically at www.sedar.com under Northland's profile. Management believes there have been no material changes in the business environment or risks faced by Northland during the quarter that have not been disclosed in the 2018 Annual Report or the 2018 AIF.

Northland's overall risk management approach seeks to mitigate the financial risks to which it is exposed in order to maintain stable and sustainable levels of cash available to pay dividends to shareholders. Northland does not seek to mitigate fair value risk. Northland classifies financial risks into the categories of market risk, counterparty risk and liquidity risk. Refer to Note 15 of the 2018 Annual Report for additional information on Northland's risk management.

SECTION 13: CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING

A rigorous and comprehensive financial governance framework is in place at Northland and its subsidiaries. Northland's 2018 Annual Report contains a statement signed by Northland's Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**) outlining management's responsibility for financial information contained in the report. Northland filed certifications, signed by the CEO and CFO, with the Canadian Securities Administrators in February 2019 in association with the filing of the 2018 Annual Report and other annual disclosure documents. In those filings, Northland's CEO and CFO certified, as required in Canada by National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the appropriateness of the financial disclosures in Northland's annual filings and the effectiveness of Northland's disclosure controls and procedures. The CEO and CFO have certified to securities regulators the appropriateness of the financial disclosures in Northland's interim filings for the period ended March 31, 2019, and that they are responsible for the design of disclosure controls and procedures and internal controls over financial reporting. The interim filings include this MD&A and the accompanying unaudited interim condensed consolidated financial statements.

There have been no changes in the design of internal controls over financial reporting during the quarter ended March 31, 2019, that have materially affected or are reasonably likely to materially affect Northland's internal controls over financial reporting.

Interim Condensed Consolidated Financial Statements

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Interim Condensed Consolidated Balance Sheets

In thousands of Canadian dollars

As at	March 31, 2019 <i>(Unaudited)</i>	December 31, 2018 <i>(Audited)</i>
Assets		
Cash and cash equivalents	\$ 361,503	\$ 278,400
Restricted cash [Note 7]	365,855	450,437
Trade and other receivables	328,508	275,088
Other current assets	40,652	39,675
Derivative assets [Note 8]	10,139	8,187
Total current assets	\$ 1,106,657	\$ 1,051,787
Property, plant and equipment [Note 3, 4]	7,965,669	8,105,845
Contracts and other intangible assets	554,436	581,097
Goodwill	204,942	204,942
Finance lease receivable	143,880	144,889
Derivative assets [Note 8]	22,295	6,502
Long-term deposits	61,836	56,845
Deferred tax asset	46,171	56,156
Other assets	124,992	127,887
Total assets	\$ 10,230,878	\$ 10,335,950
Liabilities and equity		
Trade and other payables	\$ 286,468	\$ 197,828
Interest-bearing loans and borrowings	415,655	428,570
Dividends payable	18,725	18,713
Derivative liabilities [Note 8]	112,155	136,464
Total current liabilities	\$ 833,003	\$ 781,575
Interest-bearing loans and borrowings	6,477,517	6,583,002
Corporate credit facilities [Note 5.1]	176,414	309,274
Convertible debentures [Note 5.2]	154,137	153,969
Provisions and other liabilities	349,282	316,421
Derivative liabilities [Note 8]	430,189	415,382
Deferred tax liability	249,387	235,705
Total liabilities	\$ 8,669,929	\$ 8,795,328
Equity		
Common and Class A shares [Note 6.1]	\$ 2,438,194	\$ 2,438,036
Preferred shares	260,880	260,880
Contributed surplus	436	326
Accumulated other comprehensive loss	(114,776)	(68,659)
Deficit	(1,472,252)	(1,558,875)
Equity attributable to shareholders	1,112,482	1,071,708
Non-controlling interests [Note 7]	448,467	468,914
Total equity	1,560,949	1,540,622
Total liabilities and equity	\$ 10,230,878	\$ 10,335,950

See accompanying notes.

Interim Condensed Consolidated Statements of Income (Loss)

In thousands of Canadian dollars except per Share and Share information

<i>(Unaudited)</i>	Three months ended March 31,			
		2019		2018
Sales	\$	498,540	\$	486,372
Cost of sales		39,617		31,815
Gross profit	\$	458,923	\$	454,557
Expenses				
Plant operating costs		52,445		53,411
General and administrative costs - operations		9,901		11,506
General and administrative costs - development		8,358		6,782
Depreciation of property, plant and equipment		104,022		105,008
	\$	174,726	\$	176,707
Investment income		273		112
Finance lease income		3,118		3,192
Operating income	\$	287,588	\$	281,154
Finance costs, net [Note 10]		79,855		85,615
Amortization of contracts and other intangible assets		4,753		3,547
Foreign exchange (gain) loss		3,223		(15,099)
Fair value (gain) loss on derivative contracts [Note 8]		(43,153)		2,824
Other (income) expense		(5,239)		(3,010)
Income (loss) before income taxes	\$	248,149	\$	207,277
Provision for (recovery of) income taxes				
Current		15,277		13,012
Deferred		28,642		16,310
		43,919		29,322
Net income (loss)	\$	204,230	\$	177,955
Net income (loss) attributable to:				
Non-controlling interests [Note 7]		60,616		66,840
Common shareholders		143,614		111,115
	\$	204,230	\$	177,955
Weighted average number of Shares outstanding - basic (000s) [Note 9]		180,203		176,068
Weighted average number of Shares outstanding - diluted (000s) [Note 9]		187,625		187,322
Net income (loss) per share - basic [Note 9]	\$	0.78	\$	0.61
Net income (loss) per share - diluted [Note 9]	\$	0.76	\$	0.59

See accompanying notes.

Interim Condensed Consolidated Statements of Comprehensive Income (Loss)

In thousands of Canadian dollars

<i>(Unaudited)</i>	Three months ended March 31,	
	2019	2018
Net income (loss)	\$ 204,230	\$ 177,955
Items that may be re-classified into net income (loss):		
Exchange rate differences on translation of foreign operations	(53,521)	67,562
Change in fair value of hedged derivative contracts [Note 8]	(29,597)	(67,944)
Deferred tax recovery (expense)	4,975	14,825
Other comprehensive income (loss)	\$ (78,143)	\$ 14,443
Total comprehensive income (loss)	\$ 126,087	\$ 192,398
Total comprehensive income (loss) attributable to:		
Non-controlling interests [Note 7]	28,590	79,552
Common shareholders	97,497	112,846
	\$ 126,087	\$ 192,398

See accompanying notes.

Interim Condensed Consolidated Statements of Changes in Equity

In thousands of Canadian dollars

<i>(Unaudited)</i>	Common and Class A shares	Preferred shares	Deficit	Contributed surplus	Accumulated other comprehensive income (loss)	Equity attributable to shareholders'	Non- controlling interests	Total equity
December 31, 2018	\$ 2,438,036	\$ 260,880	\$ (1,558,875)	\$ 326	\$ (68,659)	\$ 1,071,708	\$ 468,914	\$ 1,540,622
Net income (loss)	—	—	143,614	—	—	143,614	60,616	204,230
Deferred income taxes	—	—	—	—	4,507	4,507	468	4,975
Change in translation of net investment in foreign operations	—	—	—	—	(42,124)	(42,124)	(11,397)	(53,521)
Change in fair value of hedged derivative contracts [Note 8]	—	—	—	—	(8,500)	(8,500)	(21,097)	(29,597)
Deferred rights [Note 6.1]	—	—	—	110	—	110	—	110
Common and Class A share and non- controlling interest dividends declared [Note 6.3, 7]	—	—	(54,062)	—	—	(54,062)	(49,037)	(103,099)
Preferred share dividends [Note 6.2]	—	—	(2,929)	—	—	(2,929)	—	(2,929)
Conversion of debentures [Note 6.1]	158	—	—	—	—	158	—	158
March 31, 2019	\$ 2,438,194	\$ 260,880	\$ (1,472,252)	\$ 436	\$ (114,776)	\$ 1,112,482	\$ 448,467	\$ 1,560,949

See accompanying notes.

Interim Condensed Consolidated Statements of Changes in Equity - continued

In thousands of Canadian dollars

<i>(Unaudited)</i>	Common and Class A shares	Preferred shares	Long-Term Incentive Plan reserve	Deficit	Contributed surplus	Accumulated other comprehensive income (loss)	Equity attributable to shareholders'	Non- controlling interests	Total equity
December 31, 2017	\$ 2,335,892	\$ 260,880	\$ 8,872	\$ (1,640,041)	\$ 582	\$ (20,358)	\$ 945,827	\$ 512,058	\$ 1,457,885
Net income (loss)	—	—	—	111,115	—	—	111,115	66,840	177,955
Deferred income taxes	—	—	—	—	—	14,806	14,806	19	14,825
Change in translation of net investment in foreign operations	—	—	—	—	—	54,762	54,762	12,800	67,562
Change in fair value of hedged derivative contracts [Note 8]	—	—	—	—	—	(67,837)	(67,837)	(107)	(67,944)
LTIP shares and deferred rights [Note 6.1]	—	—	(6,722)	—	190	—	(6,532)	—	(6,532)
Disposal of non-controlling interest [Note 7]	—	—	—	26,943	—	—	26,943	(26,943)	—
Common and Class A share and non- controlling interest dividends declared [Note 6.3, 7]	13,291	—	—	(52,755)	—	—	(39,464)	(77,053)	(116,517)
Preferred share dividends [Note 6.2]	—	—	—	(2,851)	—	—	(2,851)	—	(2,851)
Conversion of debentures [Note 6.1]	24	—	—	—	—	—	24	—	24
Transfer of LTIP reserve to liabilities	—	—	(2,150)	—	—	—	(2,150)	—	(2,150)
March 31, 2018	\$ 2,349,207	\$ 260,880	\$ —	\$ (1,557,589)	\$ 772	\$ (18,627)	\$ 1,034,643	\$ 487,614	\$ 1,522,257

See accompanying notes.

Interim Condensed Consolidated Statements of Cash Flows

In thousands of Canadian dollars

<i>(Unaudited)</i>	Three months ended March 31,	
	2019	2018
Operating activities		
Net income (loss)	\$ 204,230	\$ 177,955
Items not involving cash or operations:		
Depreciation of property, plant and equipment	104,022	105,008
Amortization of contracts and other intangibles	4,753	3,547
Finance costs, net	49,801	50,126
Fair value (gain) loss on derivative contracts [Note 8]	(43,153)	2,824
Finance lease	929	855
Unrealized foreign exchange (gain) loss	3,223	(15,099)
Gain on sale of assets	(341)	(2,397)
Deferred tax expense (recovery)	28,642	16,310
Other	(3,789)	(382)
	\$ 348,317	\$ 338,747
Net change in non-cash working capital balances related to operations	(40,523)	(32,617)
Cash provided by operating activities	\$ 307,794	\$ 306,130
Investing activities		
Purchase of property, plant and equipment	(161,445)	(103,721)
Restricted cash utilization (funding)	(4,332)	(64,337)
Interest received	884	740
Other	(42)	1,660
Net change in working capital related to investing activities	60,439	(130,871)
Cash used in investing activities	\$ (104,496)	\$ (296,529)
Financing activities		
Proceeds from borrowings, net of transaction costs	98,463	301,868
Repayment of borrowings	(132,142)	(118,689)
Interest paid	(43,501)	(43,757)
Restricted cash utilization (funding)	70,204	(5,199)
Lease principal payments	(1,061)	—
Common and Class A share dividends [Note 6.3]	(54,062)	(39,131)
Dividends to non-controlling interests [Note 7]	(49,026)	(76,798)
Preferred share dividends [Note 6.2]	(2,929)	(2,851)
Other	(1,184)	(527)
Cash (used in) provided by financing activities	\$ (115,238)	\$ 14,916
Effect of exchange rate differences on cash and cash equivalents	(4,957)	18,106
Net change in cash and cash equivalents during the period	83,103	42,623
Cash and cash equivalents, beginning of period	278,400	400,573
Cash and cash equivalents, end of period	\$ 361,503	\$ 443,196

See accompanying notes.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

1. Description of Northland's Business

Northland Power Inc. (“**Northland**”) is incorporated under the laws of Ontario, Canada and has ownership or net economic interests, through its subsidiaries, in operating power-producing facilities and in projects under construction or in development phases. Northland’s operating assets comprise facilities that produce electricity from clean energy sources for sale primarily under long-term power purchase agreements (**PPAs**) or other revenue arrangements with creditworthy customers in order to provide stable cash flow. Northland’s operating assets and investments are primarily located in Canada, Germany and the Netherlands. Northland’s significant assets under construction are located in Germany.

Northland is a corporation domiciled in Canada with common shares (“**Shares**”), Series 1 cumulative rate reset preferred shares (“**Series 1 Preferred Shares**”), Series 2 cumulative floating rate preferred shares (“**Series 2 Preferred Shares**”), Series 3 cumulative rate reset preferred shares (“**Series 3 Preferred Shares**”) and Series C convertible unsecured subordinated debentures (“**2020 Debentures**”) that are publicly traded on the Toronto Stock Exchange (“**TSX**”). Northland is the parent company for the operating subsidiaries that carry on Northland’s business. Northland’s registered office is located in Toronto, Ontario.

These unaudited interim condensed consolidated financial statements (“**Interim Financial Statements**”) include the results of Northland and its subsidiaries, of which the most significant are listed in the following table:

	Geographic region ⁽¹⁾	% voting ownership as at Mar. 31, 2019 ⁽²⁾
Offshore Wind		
Buitengaats C.V. and ZeeEnergie C.V. (“ Gemini ”)	The Netherlands	60.0%
Nordsee One GmbH (“ Nordsee One ”)	Germany	85.0%
Northland Deutsche Bucht GmbH (“ Deutsche Bucht ”)	Germany	100.0%
Thermal		
Iroquois Falls Power Corp. (“ Iroquois Falls ”)	Ontario, Canada	100.0%
Kingston CoGen Limited Partnership (“ Kingston ”)	Ontario, Canada	100.0%
Kirkland Lake Power Corp. (“ Kirkland Lake ”) ⁽³⁾	Ontario, Canada	100.0%
North Battleford Power L.P. (“ North Battleford ”)	Saskatchewan, Canada	100.0%
Spy Hill Power L.P. (“ Spy Hill ”)	Saskatchewan, Canada	100.0%
Thorold CoGen L.P. (“ Thorold ”)	Ontario, Canada	100.0%
On-shore Renewable		
Four solar facilities (“ Cochrane Solar ”)	Ontario, Canada	62.5%
Grand Bend Wind L.P. (“ Grand Bend ”)	Ontario, Canada	50.0%
Saint-Ulric Saint-Léandre Wind L.P. (“ Jardin ”)	Québec, Canada	100.0%
McLean’s Mountain Wind L.P. (“ McLean’s ”)	Ontario, Canada	50.0%
Mont-Louis Wind L.P. (“ Mont Louis ”)	Québec, Canada	100.0%
Nine solar facilities (“ Solar ”)	Ontario, Canada	100.0%

(1) Geographic region corresponds to place of incorporation or, in the case of partnerships, registration, for all entities listed except North Battleford and Spy Hill, which are registered in Ontario, Canada.

(2) As at March 31, 2019, Northland’s economic interest was unchanged from December 31, 2018.

(3) Northland holds a 68% controlling interest in Canadian Environmental Energy Corporation (CEEC), which holds 100% of the voting shares of Kirkland Lake. Northland’s effective net economic interest in Kirkland Lake is approximately 77%.

2. Summary of Significant Accounting Policies and Changes

2.1 Basis of Preparation and Statement of Compliance

These Interim Financial Statements of Northland and its subsidiaries were prepared in accordance with International Accounting Standard (IAS) 34, Interim Financial Reporting, utilizing the accounting policies Northland outlined in its December 31, 2018 audited annual consolidated financial statements, except for the change in accounting policies discussed in Note 2.3 below. The accounting policies are in line with International Financial Reporting Standards (IFRS) guidelines. The Interim Financial Statements do not include all of the information and disclosures required in the audited annual consolidated financial statements and should be read in conjunction with Northland's 2018 audited annual consolidated financial statements.

These Interim Financial Statements are presented in Canadian dollars and all values are presented in thousands except where otherwise indicated.

Certain prior period disclosures have been reclassified for consistency with the current period presentation.

The Interim Financial Statements for the three months ended March 31, 2019 were approved by the Board of Directors on May 8, 2019.

2.2 Basis of Consolidation

The Interim Financial Statements comprise the financial statements of Northland and its subsidiaries at and for the three months ended March 31, 2019. Subsidiaries are fully consolidated on the date that Northland obtains control and continue to be consolidated until the date that such control ceases. Control is achieved when Northland is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Northland reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated balance sheets and consolidated statements of income (loss) from the date Northland gains control until the date control ceases. All intra-group balances, income and expenses and unrealized gains and losses resulting from intra-group transactions are eliminated in full.

2.3 Change in Accounting Policies

In 2016, the International Accounting Standards Board (IASB) replaced IAS 17, "Leases" ("IAS 17"), IFRIC 4, "Determining Whether an Arrangement Contains a Lease" ("IFRIC 4"), SIC-15, "Operating Leases - Incentives", and SIC-27, "Evaluating the Substance of Transactions Involving the Legal Form of a Lease" with a new accounting standard, IFRS 16, "Leases" ("IFRS 16"), which sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 requires lessees to account for all leases under a single on-balance sheet model. At the commencement date of a lease, a lessee recognizes a liability to make lease payments and an asset representing the right to use the underlying asset. The standard includes two recognition exemptions — leases of "low-value" assets and short-term leases (i.e. leases with a lease term of 12 months or less). Lessees will be required to recognize an interest expense element on the lease liability and a depreciation expense on the lease right-of-use (ROU) asset. Upon the occurrence of certain events, such as a change in the lease term or a change in future lease payments resulting from a change in an index or rate, the lessee is required to remeasure the lease liability and will generally recognize the impact as an adjustment to the lease ROU asset. Lessor accounting under IFRS 16 is substantially unchanged from IAS 17.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach.

Initial application of IFRS 16

Northland has applied IFRS 16 from January 1, 2019 using the modified retrospective approach. Accordingly, comparative information was not restated. Northland elected to utilize practical expedients available under the modified retrospective approach in order to:

- Not reassess whether a contract is, or contains, a lease at the date of initial application, resulting in Northland only applying IFRS 16 to existing contracts previously identified as leases under IAS 17 and IFRIC 4;
- Apply a single discount rate to a portfolio of leases with reasonably similar characteristics; and
- Not apply the requirements of IFRS 16 to short-term leases and leases for which the underlying asset is of low value.

Under the selected transition approach, lessees previously classified as finance leases under IAS 17, carry forward at the existing balance of assets and liabilities prior to initial application.

For lessees previously classified as operating leases under IAS 17, Northland recognized a lease liability under IFRS 16 equal to the present value of remaining lease payments discounted at the lessee's incremental borrowing rate and chose to recognize a lease ROU asset in an amount equal to the lease liability. As at January 1, 2019, Northland recognized an increase in lease assets and liabilities of \$53 million on the consolidated balance sheets. The lease ROU asset balance is included in "property, plant and equipment" in the consolidated balance sheets. The long-term portion of the lease liability balance is included in "provisions and other liabilities" and the current portion is included in "trade and other payables" in the consolidated balance sheets.

The table below reconciles the lease commitments disclosed in the 2018 annual audited consolidated financial statements to the lease liability recognized on January 1, 2019:

Lease commitments disclosed as at December 31, 2018	\$ 90,422
Less: Variable lease payments	(11,439)
Less: Application of IFRS 16 policy for payment measurement and lease term ⁽¹⁾	(5,626)
Less: Other adjustments ⁽²⁾	(8,539)
	64,818
Discounted using the weighted average lessee's incremental borrowing rate of 2.99%	(12,297)
Lease liability recognized as at January 1, 2019	\$ 52,521

(1) Includes adjustments for consumer price index escalation considered in commitments but treated as a change in future lease payments and remeasurement of the lease liability when incurred under IFRS 16, partially offset by additional payments expected from reasonably certain renewals.

(2) Includes adjustments for short-term and low-value leases and commitments that do not meet the definition of a lease under IFRS 16 and commitments related to leases previously classified as finance leases.

As a result of initial adoption of IFRS 16, general and administrative (**G&A**) and plant operating costs decreased while depreciation expense and finance costs increased on the consolidated statements of income (loss).

Accounting policy for leases under IFRS 16

Northland as a lessor

Northland enters into PPAs to provide electricity and electricity-related products at predetermined prices. At inception of the contract, Northland assesses whether it is, or contains, a lease that conveys to the counterparty the right to control the use of Northland's property, plant and equipment (**PP&E**) in return for payment. If the PPA meets the definition of a lease and the terms of the contract do not transfer substantially all of the benefits and risks of ownership of PP&E, it is classified as an operating lease. Where the terms do transfer substantially all of the benefits and risks of ownership, it is classified as a finance lease.

Finance lease receivables are initially recognized at amounts equal to the present value of the net investment in the lease. Finance lease income is recognized in a manner that produces a constant rate of return on Northland's net investment in the lease and is included in operating income.

At the commencement of the lease, which generally coincides with start of commercial operations of the facility, Northland separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values.

Northland as a lessee

At the inception of a contract, Northland assesses whether the contract is, or contains, a lease that conveys to Northland the right to control the use of an underlying asset in return for payment. If the contract meets the definition of a lease, a lease liability is recognized in an amount equal to the present value of the unpaid lease payments discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used. Lease payments include: (i) all fixed payments; (ii) variable payments that depend on an index or rate; and (iii) any purchase option or termination penalty reasonably certain to be incurred. A lease ROU asset is recognized in amount equal to the lease liability less any lease incentives received and plus: (i) any payments made prior to the start of the lease; (ii) any initial direct costs incurred; and (iii) an estimate of the cost to restore the asset as required by the lease contract.

Northland remeasures the lease liability in response to changes in future lease payments, such as consumer price index (**CPI**) escalations or changes in lease term, adjusting the lease asset by an equivalent amount.

Northland applies the cost model to subsequently measure lease ROU assets and applies same impairment policy as other PP&E. Lease ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. The lease term includes any renewal or termination Northland is reasonably certain to exercise. In the case of land leased for future development, Northland assumes an initial lease term of 5 years. Where leased assets are required for the operation of the facility, Northland assumes the lease will be renewed to match the term of the facility's PPA. Northland reassesses the lease term in response to significant events or changes in circumstances. If a lease transfers ownership of the underlying asset or Northland expects to exercise a purchase option, the related ROU asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of the lease.

2.4 Future Accounting Policies

Northland assesses each new IFRS or amendment to determine whether it may have a material impact on its consolidated financial statements. As at March 31, 2019, there have been no accounting pronouncements by the IASB that would materially affect Northland's consolidated financial statements.

3. Property, Plant and Equipment

As at	March 31, 2019	December 31, 2018
Property, plant and equipment, net	\$ 6,959,199	\$ 7,280,499
Construction-in-progress	953,609	825,346
Lease ROU asset [Note 4]	52,861	—
Total property, plant and equipment, net	\$ 7,965,669	\$ 8,105,845

For the three months ended March 31, 2019, construction-in-progress relates primarily to construction activities on the Deutsche Bucht project.

4. Leases

Northland and several of its subsidiaries have entered into leases for land with private landowners and public municipalities as well as leases for buildings and operating equipment. The original terms of these leases range from one to 22 years.

The amount of the lease ROU asset and associated depreciation by type of underlying asset as at March 31, 2019 is as follows:

	Land	Vehicle	Equipment	Building	Total
As at December 31, 2018 ⁽¹⁾	\$ —	\$ —	\$ 2,808	\$ —	\$ 2,808
Initial recognition [Note 2.3]	28,164	182	10,902	13,273	52,521
Depreciation expense	(469)	(17)	(555)	(514)	(1,555)
Foreign exchange	—	(5)	(440)	(468)	(913)
As at March 31, 2019	\$ 27,695	\$ 160	\$ 12,715	\$ 12,291	\$ 52,861

(1) Reflects leases previously classified as finance leases for which a lease asset was recognized in the consolidated balance sheets at December 31, 2018.

The lease ROU asset balance is included in "property, plant and equipment" in the consolidated balance sheets.

Northland expenses payments for leases that are short-term (i.e. term of 12 months or less) and low value as well as variable payments that are excluded from lease payments, such as usage-based fees or utilities charges. Lease expenses of \$0.6 million was recognized in "G&A" and "plant operating costs" in the consolidated statements of income (loss).

5. Corporate Credit Facilities and Convertible Debentures

5.1 Corporate Credit Facilities

The corporate credit facilities are summarized in the table below:

	Facility size	Amount drawn as at Mar. 31, 2019	Outstanding letters of credit	Available capacity	Maturity	Amount drawn as at Dec. 31, 2018
Syndicated revolving facility ⁽¹⁾	\$ 1,000,000	\$ 179,676	\$ 89,209	\$ 731,115	Jun. 2023	\$ 312,720
Bilateral letter of credit facility	100,000	—	99,682	318	Mar. 2020	—
Export credit agency backed letter of credit facility	100,000	—	42,405	57,595	Mar. 2020	—
Total	\$ 1,200,000	\$ 179,676	\$ 231,296	\$ 789,028		\$ 312,720
Less: deferred financing costs		3,262				3,446
Total, net		\$ 176,414				\$ 309,274

(1) The amount drawn on the syndicated revolving facility comprises €120.0 million (2018 - €200.0 million) converted to CAD at the period-end exchange rate.

In the first quarter of 2019, Northland repaid \$120 million (€80 million) of the balance drawn on the revolving facility.

Amounts drawn under the syndicated revolving facility are collateralized by a debenture security and general security agreement that constitutes a first-priority lien on all of the real property and present and future property and assets of Northland.

5.2 Convertible Debentures

The 2020 Debentures have a maturity of June 30, 2020 (“2020 Debentures”) and may be converted into Shares at a conversion price of \$21.60 per share at any time prior to the maturity date. The debentures are summarized below:

	Maturity date	Number of additional Shares if fully converted as at Mar. 31, 2019	Outstanding as at Mar. 31, 2019	Outstanding as at Dec. 31, 2018
2020 Debentures	June 30, 2020	7,211,574	155,770	155,928
Less: deferred financing costs			1,633	1,959
Total, net			\$ 154,137	\$ 153,969

At issuance, Northland estimated the fair value of the embedded holder option as nominal, and as a result, the entire amount of the Debentures was classified as a long-term liability.

The payment of convertible unsecured subordinated debenture principal and interest is subordinated in right of payment to the prior payment of all senior indebtedness of Northland.

6. Equity

6.1 Common Shares and Class A Shares

Northland is authorized to issue an unlimited number of Shares. The terms and conditions of Northland's Class A Shares are defined in Northland's articles of incorporation. The Class A Shares are convertible into Shares on a one-for-one basis.

The change in Shares and Class A Shares during 2019 and 2018 was as follows:

	March 31, 2019		December 31, 2018	
	Shares	Amount	Shares	Amount
Shares outstanding, beginning of year	179,201,743	\$ 2,423,421	174,440,081	\$ 2,321,277
Conversion of debentures	7,312	158	2,527,626	54,597
Shares issued under the LTIP	—	—	23,467	583
Shares issued under the DRIP	—	—	2,210,569	47,611
Change in deferred taxes	—	—	—	(647)
Shares outstanding, end of period	179,209,055	\$ 2,423,579	179,201,743	\$ 2,423,421
Class A shares	1,000,000	14,615	1,000,000	14,615
Total common and convertible shares outstanding, end of period	180,209,055	\$ 2,438,194	180,201,743	\$ 2,438,036

Dividend Re-Investment Plan

The Dividend Re-Investment Plan (**DRIP**) provides shareholders and the Class A shareholder the right to reinvest their dividends in Shares up to a 5% discount to the market price as defined in the DRIP. Shares issued under the DRIP can be sourced from treasury or purchased on the market at the election of Northland's Board of Directors. For the three months ended March 31, 2019, all Shares issued under the DRIP were purchased on the secondary market with a 0% discount to the market price. Northland's Board of Directors has the discretion to alter the discount or source of Shares issued under the DRIP.

Share-based compensation

Northland's Long-Term Incentive Plan (**LTIP**) provides for a maximum of 3.1 million Shares to be reserved and available for grant to employees of Northland and its subsidiaries. As at March 31, 2019, 1.2 million Shares remain available for future issuance under the LTIP. Shares may be awarded based on development profits, which arise from new projects or acquisitions ("**Development LTIP**"). The number of Shares awarded at each milestone is determined using the amount of expected development profits at that milestone date. As a result, the amount of Development LTIP costs recognized depends on the estimated number of Shares to be issued at each milestone date, which in turn is based on management's best estimate of a project's expected development profit. Changes in estimates related to the number of Shares to be issued, forfeiture rates and vesting dates and changes in fair value up to the grant date are recognized in the period of the change. Awards under the LTIP may be settled in Shares or in cash, at the discretion of Northland's Board of Directors.

Shares may also be awarded under the LTIP to recognize achievements or attract and retain executives ("**Deferred Rights**"). Grants of Deferred Rights vest over a maximum of a three-year period, and the expected cost is expensed over the vesting period.

For the three months ended March 31, 2019, Northland capitalized \$0.5 million (2018 - \$1.1 million) and expensed \$0.1 million (2018 - \$0.1 million) of costs under the LTIP. No forfeitures are assumed to occur. The balance of accrued awards related to the Development LTIP is shown in liabilities because these awards are expected to be settled in cash.

In addition to the LTIP, stock-based compensation in the form of Restricted Share Units (**RSU**) and Deferred Share Units (**DSU**) may be granted by Northland to employees and directors. These awards are settled and paid in cash and accounted for as a liability until paid.

6.2 Preferred Shares

Preferred share dividends, excluding tax, were paid as follows:

	Three months ended March 31,	
	2019	2018
Series 1	\$ 989	\$ 989
Series 2	417	339
Series 3	1,523	1,523
Total	\$ 2,929	\$ 2,851

6.3 Dividends

Dividends declared per Share and in aggregate were as follows:

	Three months ended March 31,	
	2019	2018
Dividends declared per Share	\$ 0.30	\$ 0.30
Aggregate dividends declared		
Dividends in cash	\$ 52,531	\$ 39,681
Dividends in Shares	1,531	13,074
Total	\$ 54,062	\$ 52,755

7. Non-Controlling Interests

Non-controlling interests relate to the interests not owned by Northland for Gemini (40%), Nordsee One (15%), McLean's (50%), Grand Bend (50%), Cochrane Solar (37.5%) and CEEC (32%). CEEC has voting control of Kirkland Lake but ownership interest of 8.8% as a result of non-voting ownership interest held by third-parties.

Summarized financial information on items subject to non-controlling interests in the consolidated balance sheets (shown at 100% totals) are as follows:

March 31, 2019	Current assets ⁽¹⁾	Long-term assets	Current liabilities	Long-term liabilities
Gemini	\$ 432,627	\$ 3,432,413	\$ 287,784	\$ 3,027,980
Nordsee One	172,590	1,487,830	179,415	1,096,129
McLean's	6,310	142,225	7,076	136,457
Grand Bend	17,316	332,999	4,432	365,046
Cochrane Solar	11,996	301,605	11,508	178,432
CEEC	22,817	25,188	8,390	11,800
Total	\$ 663,656	\$ 5,722,260	\$ 498,605	\$ 4,815,844

December 31, 2018	Current assets ⁽¹⁾	Long-term assets	Current liabilities	Long-term liabilities
Gemini	\$ 376,620	\$ 3,631,820	\$ 302,426	\$ 3,109,424
Nordsee One	202,843	1,562,072	174,564	1,108,656
McLean's	5,625	138,439	6,892	132,180
Grand Bend	17,200	326,678	2,953	355,595
Cochrane Solar	9,992	305,657	10,851	174,884
CEEC	20,994	25,406	8,837	12,520
Total	\$ 633,274	\$ 5,990,072	\$ 506,523	\$ 4,893,259

(1) As at March 31, 2019, restricted cash of \$152 million (December 2018 - \$243 million) is included for Gemini and Nordsee One where the availability of funds is intended for debt repayments and final construction costs.

As at March 31, 2019, Northland had an outstanding receivable balance of \$40.1 million with Cochrane Solar's First Nations partner (2018 - \$38.7 million). This balance appears at a fair value of \$31.3 million (2018 - \$25.0 million) on the consolidated balance sheets, including \$4.4 million classified as "trade and other receivables" and the remaining portion as "other assets".

The change in non-controlling interests during 2019 and 2018 is as follows:

	Gemini	Nordsee One	McLean's	Grand Bend	Cochrane Solar	CEEC	Total
As at January 1, 2018	\$ 241,514	\$ 33,225	\$ 7,881	\$ 8,279	\$ 57,349	\$ 163,810	\$ 512,058
Net income (loss) attributable ⁽¹⁾	89,646	18,696	971	5,808	1,678	10,579	127,378
Dividends and distributions declared ⁽¹⁾	(100,473)	—	(2,830)	(14,010)	(7,725)	(5,872)	(130,910)
Allocation of other comprehensive income (loss) ⁽¹⁾	(12,183)	30	—	—	(516)	—	(12,669)
Disposal of non-controlling interests	—	—	—	—	—	(26,943)	(26,943)
As at December 31, 2018	\$ 218,504	\$ 51,951	\$ 6,022	\$ 77	\$ 50,786	\$ 141,574	\$ 468,914
Net income (loss) attributable ⁽¹⁾	47,104	6,472	910	3,359	(897)	3,668	60,616
Dividends and distributions declared ⁽¹⁾	(34,469)	(8,014)	(800)	(5,050)	—	(704)	(49,037)
Allocation of other comprehensive income (loss) ⁽¹⁾	(27,201)	(3,372)	—	—	(1,453)	—	(32,026)
As at March 31, 2019	\$ 203,938	\$ 47,037	\$ 6,132	\$ (1,614)	\$ 48,436	\$ 144,538	\$ 448,467

(1) Net income (loss), dividends and distributions, and other comprehensive income (loss) are shown at the respective non-controlling interest share.

Dividends payable on the consolidated balance sheets includes \$0.7 million owed to CEEC at March 31, 2019 (2018 - \$0.7 million).

8. Financial Instruments

The derivative financial instruments consist of the following:

As at March 31, 2019	Current assets	Current liabilities	Long-term assets	Long-term liabilities	Total
Derivatives designated for hedge accounting					
Canadian dollar interest rate swaps	\$ 70	\$ (7,579)	\$ 158	\$ (42,319)	\$ (49,670)
U.S. dollar foreign exchange contracts	1,212	—	447	—	1,659
Euro interest rate swaps	—	(64,777)	—	(300,896)	(365,673)
Euro foreign exchange contracts	270	(1,329)	7,339	(55,876)	(49,596)
Power forward contracts	947	(30)	77	—	994
Derivatives not designated for hedge accounting					
Canadian dollar interest rate swaps	1	(24,990)	1	—	(24,988)
U.S. dollar foreign exchange contracts	—	(9)	—	—	(9)
Euro foreign exchange contracts	6,926	(651)	13,744	(5,362)	14,657
Gas forward contracts	713	(12,790)	529	(25,736)	(37,284)
Total	\$ 10,139	\$ (112,155)	\$ 22,295	\$ (430,189)	\$ (509,910)

As at December 31, 2018	Current assets	Current liabilities	Long-term assets	Long-term liabilities	Total
Derivatives designated for hedge accounting					
Canadian dollar interest rate swaps	\$ 98	\$ (6,692)	\$ 338	\$ (33,691)	\$ (39,947)
U.S. dollar foreign exchange contracts	1,308	—	483	—	1,791
Euro interest rate swaps	—	(88,915)	—	(221,417)	(310,332)
Euro foreign exchange contracts	—	(2,973)	1,250	(110,619)	(112,342)
Power forward contracts	1,300	(5)	—	(13)	1,282
Derivatives not designated for hedge accounting					
Canadian dollar interest rate swaps	1	(21,570)	3	—	(21,566)
U.S. dollar foreign exchange contracts	33	—	—	—	33
Euro foreign exchange contracts	2,361	(1,045)	2,578	(18,296)	(14,402)
Gas forward contracts	3,086	(15,264)	1,850	(31,346)	(41,674)
Total	\$ 8,187	\$ (136,464)	\$ 6,502	\$ (415,382)	\$ (537,157)

The change in derivative financial instruments for the three months ended March 31, 2019 and 2018 is as follows:

	Designated in hedge relationships					Fair value changes on derivatives not designated in hedge relationships ⁽²⁾	Foreign exchange gain (loss)	Balance as at Mar. 31, 2019 asset (liability)
	Balance as at Dec. 31, 2018 asset (liability)	Changes in fair value recognized in OCI ⁽¹⁾	Cash and accrued payments / (receipts) ⁽²⁾	Unrealized fair value changes ⁽²⁾				
Canadian dollar interest rate swaps	\$ (61,513)	\$ (8,495)	\$ 1,860	\$ (3,090)	\$ (3,420)	\$ —	\$ (74,658)	
Euro interest rate swaps	(310,332)	(83,495)	18,380	(3,917)	—	13,691	(365,673)	
Gas forward contracts	(41,674)	—	—	—	4,390	—	(37,284)	
Power forward contracts	1,282	(288)	—	—	—	—	994	
U.S. dollar foreign exchange contracts	1,824	(154)	—	(20)	—	—	1,650	
Euro foreign exchange contracts	(126,744)	62,835	82	(4,158)	33,046	—	(34,939)	
Total	\$ (537,157)	\$ (29,597)	\$ 20,322	\$ (11,185)	\$ 34,016	\$ 13,691	\$ (509,910)	

(1) Amounts recognized in "Change in fair value of hedged derivative contracts" in the consolidated statements of comprehensive income (loss).

(2) Amounts recognized in "Fair value (gain) loss on derivative contracts" in the consolidated statements of income (loss).

	Balance as at Dec. 31, 2017 asset (liability)	Designated in hedge relationships			Fair value changes on derivatives not designated in hedge relationships ⁽²⁾	Foreign exchange gain (loss)	Balance as at Mar. 31, 2018 asset (liability)
		Changes in fair value recognized in OCI ⁽¹⁾	Cash and accrued payments / (receipts) ⁽²⁾	Unrealized fair value changes ⁽²⁾			
Canadian dollar interest rate swaps	\$ (70,603)	\$ 1,194	\$ 2,978	\$ 345	\$ 1,151	\$ —	\$ (64,935)
Euro interest rate swaps	(281,912)	1,196	20,971	—	—	(14,260)	(274,005)
Gas forward contracts	(44,228)	—	—	—	(463)	—	(44,691)
U.S. dollar foreign exchange contracts	2,112	290	—	(45)	—	—	2,357
Euro foreign exchange contracts	(90,857)	(70,624)	(4,190)	13,036	(36,470)	—	(189,105)
Total	\$ (485,488)	\$ (67,944)	\$ 19,759	\$ 13,336	\$ (35,782)	\$ (14,260)	\$ (570,379)

(1) Amounts recognized in "Change in fair value of hedged derivative contracts" in the consolidated statements of comprehensive income (loss).

(2) Amounts recognized in "Fair value (gain) loss on derivative contracts" in the consolidated statements of income (loss).

The objective of Northland's hedges is to reduce volatility in its cash flow related to changes in foreign exchange, interest rates and market prices for gas and power. The nature of the risks that Northland is exposed to and the related hedge objectives did not change in the three months ended March 31, 2019.

9. Net Income (Loss) per Share

The calculation of basic net income (loss) per Share is based on the consolidated net income (loss) for the year, less preferred share dividends divided by the sum of the weighted average number of Shares outstanding and the weighted average number of Class A Shares. Diluted net income per Share is calculated by dividing consolidated net income (loss), net of preferred share dividends, plus expenses related to the debt that is assumed to be converted by the weighted average number of Shares used in the basic net income (loss) per Share calculation plus the number of Shares that would be issued assuming conversion of the 2020 Debentures into Shares during the period.

The reconciliation of the numerator in calculating basic and diluted net income (loss) is as follows:

	Three months ended March 31,	
	2019	2018
Net income (loss) for the period attributable to common shareholders	\$ 143,614	\$ 111,115
Less: preferred share dividends, net	(2,929)	(2,851)
Net income (loss) attributable to common shareholders for basic earnings	\$ 140,685	\$ 108,264
Add back: convertible unsecured subordinated debentures interest and amortization	1,633	2,503
Net income (loss) attributable to common shareholders for diluted earnings	\$ 142,318	\$ 110,767

The reconciliation of the denominator in calculating basic and diluted per share amounts is as follows:

	Three months ended March 31,	
	2019	2018
Weighted average number of Shares outstanding	179,202,854	175,068,211
Weighted average number of Class A shares	1,000,000	1,000,000
Weighted average number of Shares outstanding, basic	180,202,854	176,068,211
Effect of dilutive securities:		
Convertible unsecured subordinated debentures	7,421,699	11,253,870
Weighted average number of Shares outstanding, diluted	187,624,553	187,322,081

10. Finance Costs

Net finance costs consist of the following:

	Three months ended March 31,	
	2019	2018
Interest on debt, borrowings and bank fees	\$ 73,283	\$ 78,726
Amortization of deferred financing costs	6,004	6,517
Discount on provisions for decommissioning liability	1,114	1,112
Lease interest	338	—
Finance income	(884)	(740)
Finance costs, net	\$ 79,855	\$ 85,615

For the three months ended March 31, 2019, \$7.4 million (2018 - \$6.7 million) in interest was incurred related to facilities under construction, which was capitalized and included in construction-in-progress.

11. Operating Segment Information

Northland identified the following operating segments: (i) offshore wind, which includes Gemini, Nordsee One and Deutsche Bucht; (ii) thermal; (iii) on-shore renewable, and (iv) other, which includes energy marketing income, investment income and costs associated with corporate activities. The operating segments have been identified based upon the nature of operations and technology used in the generation of electricity. Northland analyzes the performance of its operating segments based on their operating income, which is defined as revenue less operating expenses.

Significant information for each segment for the consolidated statements of income (loss) is as follows:

Three months ended March 31, 2019	External revenue	Inter-segment revenue	Total revenue	Depreciation of PP&E	Finance costs, net	Operating income (loss)
Offshore wind	\$ 310,222	\$ —	\$ 310,222	\$ 67,664	\$ 46,918	\$ 207,667
Thermal	124,323	—	124,323	12,463	14,119	68,044
On-shore renewable	58,230	—	58,230	23,276	14,705	26,956
Other	5,765	49,300	55,065	619	4,113	(15,079)
Eliminations	—	(49,300)	(49,300)	—	—	—
Total	\$ 498,540	\$ —	\$ 498,540	\$ 104,022	\$ 79,855	\$ 287,588

Three months ended March 31, 2018	External revenue	Inter-segment revenue	Total revenue	Depreciation of PP&E	Finance costs, net	Operating income (loss)
Offshore wind	\$ 316,125	\$ —	\$ 316,125	\$ 69,268	\$ 49,305	\$ 208,155
Thermal	116,554	—	116,554	12,422	14,671	64,313
On-shore renewable	53,693	—	53,693	22,791	15,141	23,686
Other	—	34,286	34,286	527	6,498	(15,000)
Eliminations	—	(34,286)	(34,286)	—	—	—
Total	\$ 486,372	\$ —	\$ 486,372	\$ 105,008	\$ 85,615	\$ 281,154

Significant information for each segment for the consolidated balance sheets is as follows:

As at March 31, 2019	PP&E, net	Contracts and other intangibles, net	Goodwill	Equity-accounted investment	Total assets
Offshore wind	\$ 5,737,224	\$ 492,132	\$ —	\$ —	7,203,378
Thermal	938,057	62,304	150,201	—	1,485,265
On-shore renewable	1,263,346	—	54,741	—	1,390,195
Other	27,042	—	—	3,161	152,040
Total	\$ 7,965,669	\$ 554,436	\$ 204,942	\$ 3,161	\$ 10,230,878

As at December 31, 2018	PP&E, net	Contracts and other intangibles, net	Goodwill	Equity-accounted investment	Total assets
Offshore wind	\$ 5,883,408	\$ 517,253	\$ —	\$ —	7,369,367
Thermal	949,800	63,844	150,201	—	1,486,609
On-shore renewable	1,258,585	—	54,741	—	1,368,366
Other	14,052	—	—	3,696	111,608
Total	\$ 8,105,845	\$ 581,097	\$ 204,942	\$ 3,696	\$ 10,335,950

Information on operations by geographic area is as follows:

Sales

	Three months ended March 31,	
	2019	2018
Europe	\$ 310,222	\$ 316,125
Canada	188,318	170,247
Total	\$ 498,540	\$ 486,372

Property, plant and equipment, net

As at	March 31, 2019	December 31, 2019
Europe ⁽¹⁾	\$ 5,748,142	\$ 5,883,409
Canada	2,217,527	2,222,436
Total	\$ 7,965,669	\$ 8,105,845

(1) Includes PP&E related to non-operating corporate assets.

12. Litigation, Claims, Contingencies and Commitments

Litigation, claims and other contingencies arise from time to time in the ordinary course of business for Northland. None of these contingencies, individually or in aggregate, are expected to result in a liability that would have a material adverse effect on Northland.



Corporate Information

DIRECTORS

Mr. James C. Temerty (Chair)
The Right Honourable John N. Turner
Ms. Linda L. Bertoldi
Dr. Marie Bountrogianni
Mr. John W. Brace
Mr. Barry Gilmour
Mr. Russell Goodman

EXECUTIVE OFFICERS

Mr. Mike Crawley
President and Chief Executive Officer

Mr. Paul J. Bradley
Chief Financial Officer

Mr. Troy Patton
Chief Operations Officer

Mr. Morten Melin
Executive Vice President, Construction

Mr. Michael D. Shadbolt
Vice President and General Counsel

Ms. Linda L. Bertoldi
Secretary

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of
Canada
100 University Avenue
Toronto, Ontario, Canada
M5J 2Y1
Attention: Equity Services

COMMON SHARES, DEBENTURES AND PREFERRED SHARES

Northland's common shares and Series C convertible unsecured subordinated debentures and Series 1, Series 2 and Series 3 preferred shares are listed on the Toronto Stock Exchange and trade under the symbols NPI, NPI.DB.C, NPI.PR.A, NPI.PR.B and NPI.PR.C, respectively.

DIVIDEND REINVESTMENT PLAN (DRIP)

The DRIP provides common shareholders and the Class A shareholder the opportunity to elect to reinvest their dividends in common shares of Northland.

TAX CONSIDERATIONS

Northland's common shares, preferred shares and convertible unsecured subordinated debentures are qualified investments for RRSPs and DPSPs under the Income Tax Act (Canada).

CONTACT NORTHLAND

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Our Vision:

To be a top clean and green developer, constructor, owner, and operator of sustainable infrastructure assets, inspiring our people to achieve a sustainable and prosperous future for all stakeholders.



**NORTHLAND
POWER**

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