



## VOTING INSTRUCTION FORM

ANNUAL AND SPECIAL MEETING  
NORTHLAND POWER INC.

**WHEN:**  
WEDNESDAY, MAY 19, 2021 AT 11:00 A.M. EDT

**WHERE:**  
Virtual-only format  
(www.virtualshareholdermeeting.com/  
NPI2021)

NORTHLAND POWER INC.  
30 ST. CLAIR AVENUE WEST, 17TH FLOOR  
TORONTO, ON M4V 3A2  
CANADA

**STEP 1** **REVIEW YOUR VOTING OPTIONS**

**ONLINE:** VOTE AT **PROXYVOTE.COM** USING YOUR COMPUTER OR MOBILE DATA DEVICE. YOUR CONTROL NUMBER IS LOCATED BELOW.

**BY TELEPHONE:** YOU MAY ENTER YOUR VOTING INSTRUCTIONS BY TELEPHONE AT: ENGLISH: 1-800-474-7493 OR FRENCH: 1-800-474-7501

**BY MAIL:** THIS VOTING INSTRUCTION FORM MAY BE RETURNED BY MAIL IN THE ENVELOPE PROVIDED.

**REMINDER: PLEASE REVIEW THE INFORMATION / PROXY CIRCULAR BEFORE VOTING.**

SCAN TO VIEW MATERIAL AND VOTE NOW

V616112020

### WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE. CONTROL NO.:->

**PROXY DEPOSIT DATE: MAY 17, 2021**

The control number has been assigned to you to identify your shares for voting.

You must keep your control number confidential and not disclose it to others other than when you vote using one of the voting options set out on this form. Should you send this form or provide your control number to others, you are responsible for any subsequent voting of, or subsequent inability to vote, your shares.

Dear Client:

A meeting is being held for shareholders of the above noted issuer.

1. You are receiving this Voting Instruction Form and the enclosed meeting materials at the direction of the issuer as a beneficial owner of securities. You are a beneficial owner because we, as your intermediary, hold the securities in an account for you and the securities are not registered in your name.
2. **Votes are being solicited by or on behalf of the management of the issuer.**
3. Even if you have declined to receive materials, a reporting issuer is entitled to deliver these materials to you and if requested to do so, it is our responsibility to forward them. These materials are being sent at no cost to you, in the language you requested, if available.
4. **Unless you attend the Meeting and vote in person or online (as applicable), your securities can only be voted through us as registered holder or proxy holder of the registered holder in accordance with your instructions. We cannot vote for you if we do not receive your voting instructions. Please complete and return (or provide by one of the alternative available methods) the information requested on this form to provide your voting instructions to us promptly. We will submit a proxy vote on your behalf according to the voting instructions you provide, unless you elect to attend the meeting and vote in person or online (as applicable).**
5. When you give us your voting instructions, you acknowledge that:
  - You are the beneficial owner or are authorized to provide these voting instructions; and
  - You have read the material and the voting instructions on this form.
6. You have the right to appoint yourself or another person, who need not be a shareholder, other than the person(s) specified on the other side of this form to attend and vote your shares at the Meeting:
  - Write your name or the name of your designate on the "Appointee" line and provide a unique **APPOINTEE IDENTIFICATION NUMBER** for your Appointee to access the Virtual Meeting in the space provided on the other side of this form, sign and date the form, and return it by mail, or
  - Go to ProxyVote.com and insert your name or the name of your designate in the "Change Appointee(s)" section and provide a unique **APPOINTEE IDENTIFICATION NUMBER** on the voting site for your Appointee to access the Virtual Meeting.
  - You **MUST** provide your Appointee the **EXACT NAME** and **EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER** to access the Virtual Meeting. Appointees can only be validated

at the Virtual Meeting using the **EXACT NAME** and **EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER** you enter.

**IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER AND PROVIDE IT TO YOUR APPOINTEE, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE VIRTUAL MEETING.**

7. Unless prohibited by law or you instruct otherwise, your Appointee(s) will have full authority to attend and otherwise act at, and present matters to the Meeting and any adjournment or postponement thereof, and vote on all matters that are brought before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in this form or in the management proxy circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require assistance, please contact the person who services your account.
8. If these voting instructions are given on behalf of a body corporate, set out the full legal name of the body corporate, and the name and position of the person giving voting instructions on behalf of the body corporate.
9. If the items listed in the management proxy circular are different from the items listed on the other side of this form, the management proxy circular will be considered correct.
10. **The person(s) specified on the other side of this form will exercise the voting rights attached to the shares in accordance with the instructions given. In the absence of any specific instructions as to voting being provided by you on this form, the item(s) will be voted as recommended on the reverse of this form or as stated in the management proxy circular, except in the case of your appointment of an Appointee.**
11. This Voting Instruction Form should be read in conjunction with the accompanying management proxy circular.
12. **To ensure that your instructions are received in sufficient time to be processed, please ensure that the Voting Instruction Form is received by us or voted online at least one business day before the proxy deposit date noted above or the proxy deadline specified in the management proxy circular.** Voting instructions received on the proxy deposit date or later may not be able to be included in the final tabulation.

This Voting Instruction Form confers discretionary authority to vote on amendments or variations to the matters identified in the notice of the Meeting and with respect to other matters that may properly be brought before the Meeting or any adjournment or postponement thereof.

If you have any questions or require help, please contact the person who services your account.

#### **Disclosure of Information – Electing to Receive Financial Statements or Requesting Meeting Materials**

By electing to receive the financial statements or requesting meeting materials, your name and address may be provided to the reporting issuer (or its agent) for mailing purposes.

**PLEASE SEE OVER**

# VOTING INSTRUCTION FORM

## NORTHLAND POWER INC.

MEETING TYPE: ANNUAL AND SPECIAL MEETING  
 MEETING DATE: WEDNESDAY, MAY 19, 2021 AT 11:00 A.M. EDT  
 RECORD DATE: FOR HOLDERS AS OF APRIL 14, 2021  
 PROXY DEPOSIT DATE: MAY 17, 2021 CUID:  
 ACCOUNT NO: CUSIP: 666511100



CONTROL NO.: →

### STEP 2 APPOINT A PROXY (OPTIONAL)

APPOINTEE(S): John W. Brace, or failing him, Russell Goodman

#### Change Appointee

If you wish to designate another person to attend, vote and act on your behalf at the Meeting, or any adjournment or postponement thereof, other than the person(s) specified above, go to [www.proxyvote.com](http://www.proxyvote.com) or print your name or the name of the other person attending the Meeting in the space provided herein and provide a unique APPOINTEE IDENTIFICATION NUMBER USING ALL BOXES for your Appointee to access the Meeting. You may choose to direct how your Appointee shall vote on matters that may come before the Meeting or any adjournment or postponement thereof. Unless you instruct otherwise your Appointee will have full authority to attend, vote, and otherwise act in respect of all matters that may come before the Meeting or any adjournment or postponement thereof, even if these matters are not set out in the proxy form or the circular for the Meeting. You can also change your Appointee online at [www.proxyvote.com](http://www.proxyvote.com).

You **MUST** provide your Appointee the EXACT NAME and an EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Meeting. Appointees can only be validated at the Virtual Shareholder Meeting using the EXACT NAME and EIGHT (8) CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter below.

PLEASE PRINT APPOINTEE NAME INSIDE THE BOX

→

MAXIMUM 22 CHARACTERS - PLEASE PRINT CLEARLY

CREATE AN EIGHT (8) CHARACTER IDENTIFICATION NUMBER FOR YOUR APPOINTEE

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MUST BE EIGHT CHARACTERS IN LENGTH - PLEASE PRINT CLEARLY

### STEP 3 COMPLETE YOUR VOTING DIRECTIONS

ITEM(S): VOTING RECOMMENDATIONS ARE INDICATED BY BOLD TEXT OVER THE BOXES (FILL IN ONLY ONE BOX "X" PER ITEM IN BLACK OR BLUE INK)

<p>1A Election of Director: John W. Brace</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>	<p>3 Resolution to amend the Corporation's articles to increase the permitted size of the Board from the current range of three to nine directors to a range of three to twelve directors, and to permit the removal of all references to the Class A shares and Class B and C Convertible Shares.</p>	<p>RECOMMENDATION: FOR FOR AGAINST <input type="checkbox"/> <input type="checkbox"/></p>
<p>1B Election of Director: Linda L. Bertoldi</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>1C Election of Director: Marie Bountrogianni</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>	<p>4 Resolution to accept Northland's approach to executive compensation.</p>	<p>RECOMMENDATION: FOR FOR AGAINST <input type="checkbox"/> <input type="checkbox"/></p>
<p>1D Election of Director: Lisa Colnett</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>1E Election of Director: Russell Goodman</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>1F Election of Director: Keith Halbert</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>1G Election of Director: Ian Pearce</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>1H Election of Director: Kevin Glass</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>	<p>TO RECEIVE ANNUAL AND/OR INTERIM FINANCIAL STATEMENTS AND ACCOMPANYING MANAGEMENT'S DISCUSSION AND ANALYSIS, PLEASE MARK THE APPLICABLE BOX.</p>	<p>ANNUAL INTERIM <input type="checkbox"/> <input type="checkbox"/></p>
<p>1I Election of Director: Helen Malloy Hicks</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>		
<p>2 The reappointment of Ernst &amp; Young LLP as auditors of the Corporation and authorization of the directors to fix the auditors' remuneration.</p>	<p>RECOMMENDATION: FOR FOR WITHHOLD <input type="checkbox"/> <input type="checkbox"/></p>	<p><b>STEP 4 THIS DOCUMENT MUST BE SIGNED AND DATED</b>                  *ISSUER CONFIRMATION COPY - INFO ONLY*                  SIGNATURE(S) *INVALID IF NOT SIGNED*                  M M D D Y Y</p>	