Headquarters Address
3 Allied Drive, Suite 155
Dedham, Massachusetts 02026
United States

Registered Address
215-10451 Shellbridge Way
Richmond, British Columbia V6X 2W8
Canada

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the ''**Meeting**'') of the shareholders (the ''**Shareholders**'') of Atlantic Power Corporation (the ''**Corporation**'' or ''**Atlantic Power**'') will be held virtually via live audio webcast on Wednesday, the 17th day of June, 2020 at the hour of 10:00 a.m. (Eastern Daylight Time) for the following purposes:

1. **TO RECEIVE** the financial statements of the Corporation for the year ended December 31, 2019, together with the report of the auditors thereon;
2. **TO ELECT** five directors to the board of directors of the Corporation;
3. **TO HOLD** a non-binding advisory vote on named executive officer compensation;
4. **TO APPOINT** auditors of the Corporation and authorize the board of directors of the Corporation to fix the remuneration of the auditors;
5. **TO CONSIDER** and, if deemed advisable, to pass an ordinary resolution of the Shareholders (the ''**LTIP Resolution**''), the full text of which is set forth in Schedule ''B'' to the accompanying Information Circular and Proxy Statement, authorizing the Corporation to amend its sixth amended and restated long-term incentive plan (the ''**LTIP**'') to increase the number of common shares of the Corporation (''**Common Shares**'') issuable under the LTIP; and
6. **TO TRANSACT** such further or other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

At the Meeting, each Shareholder of record at 4:00 p.m. (Eastern Daylight Time) on April 20, 2020 will be entitled to one vote for each Common Share of the Corporation held on all matters proposed to come before the Meeting.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the novel coronavirus COVID-19, and to mitigate risks to the health and safety of the Corporation's communities, shareholders, employees and other stakeholders, the Meeting will be held in a virtual-only format, which will be conducted via live audio webcast over the internet. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

Registered Shareholders and duly appointed proxy holders can attend the Meeting online at https://web.lumiagm.com/279797129, where they can participate, vote, or submit questions during the Meeting's live webcast.

Shareholders who are unable to attend the virtual Meeting are requested to sign, date and return the form of proxy or voting instruction form received in accordance with the instructions provided well in advance of the Meeting.

The accompanying Information Circular and Proxy Statement provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON JUNE 17, 2020

The U.S. Securities and Exchange Commission (the ''**SEC**'') has adopted a ''Notice and Access'' rule that allows companies to deliver a Notice of Internet Availability of Proxy Materials (''**Notice of Internet Availability**'') to Shareholders in lieu of a paper copy of the Information Circular and Proxy Statement, related materials and the Corporation's Annual Report to Shareholders (collectively, the ''**Proxy Materials**''). The Notice of Internet Availability provides instructions as to how Shareholders can access the Proxy Materials online, contains a listing of matters to be considered at the Meeting, and sets forth instructions as to how shares can be voted. Shares must be voted either by telephone, online or by completing and returning a proxy card. **Shares cannot be voted by marking, writing on and/or returning the Notice of Internet Availability. Any Notices of Internet Availability that are returned will not be counted as votes.** Instructions for requesting a paper copy of the Proxy Materials are set forth on the Notice of Internet Availability.

The Corporation is relying on the exemptions set forth in Section 9.1.5 of National Instrument 51-102—*Continuous Disclosure Obligations* and Section 9.1.1 of National Instrument 54-101—*Communication with Beneficial Owners of Securities of a Reporting Issuer* from the requirement under Canadian securities laws to send paper copies of the Proxy Materials to registered and beneficial shareholders of the Corporation.

The Corporation's Information Circular and Proxy Statement and Annual Report for the year ended December 31, 2019 are available free of charge at https://materials.proxyvote.com/04878Q.

DATED at Toronto, Ontario this twenty-eighth day of April, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

''*Kevin T. Howell*''
Chair of the Board of Directors
Atlantic Power Corporation