

**NORTHLAND POWER INC.**

**THIS INSTRUMENT OF PROXY IS SOLICITED BY  
MANAGEMENT OF NORTHLAND POWER INC.**

The undersigned holder of common shares of Northland Power Inc. (the “**Corporation**”) hereby appoints John W. Brace or failing him, James C. Temerty C.M., or instead of either of them (see Note 1) \_\_\_\_\_ as proxyholder of the undersigned to attend, vote and act for and on behalf of the undersigned at the **Annual and Special Meeting of Shareholders of the Corporation (the “Meeting”)** to be held in a **virtual-only format by live audio webcast at [www.virtualshareholdermeeting.com/NPI2020](http://www.virtualshareholdermeeting.com/NPI2020) on Friday, May 22, 2020 at 11:00 a.m. (Eastern Time)** and at any adjournment thereof and, without limiting the general authorization and power hereby given, specifies that the common shares registered in the name of the undersigned be voted in the following manner:

1. VOTE  or WITHHOLD FROM VOTING  in favour of electing John W. Brace as a director of the Corporation; and
2. VOTE  or WITHHOLD FROM VOTING  in favour of electing James C. Temerty as a director of the Corporation; and
3. VOTE  or WITHHOLD FROM VOTING  in favour of electing Linda L. Bertoldi as a director of the Corporation; and
4. VOTE  or WITHHOLD FROM VOTING  in favour of electing Marie Bountrogianni as a director of the Corporation; and
5. VOTE  or WITHHOLD FROM VOTING  in favour of electing Lisa Colnett as a director of the Corporation; and
6. VOTE  or WITHHOLD FROM VOTING  in favour of electing Barry Gilmour as a director of the Corporation; and
7. VOTE  or WITHHOLD FROM VOTING  in favour of electing Russell Goodman as a director of the Corporation; and
8. VOTE  or WITHHOLD FROM VOTING  in favour of electing Keith Halbert as a director of the Corporation; and
9. VOTE  or WITHHOLD FROM VOTING  in favour of electing Ian Pearce as a director of the Corporation; and
10. VOTE  or WITHHOLD FROM VOTING  in favour of the reappointment of Ernst & Young LLP as auditors of the Corporation and authorization of the directors to fix the auditors’ remuneration; and
11. VOTE FOR  or AGAINST  the resolution to confirm the Advance-Notice By-Law adopted by the directors of Northland; and
12. VOTE FOR  or AGAINST  the resolution to approve administrative changes to the By-Law to permit a virtual only shareholder meeting and to change the quorum requirement for shareholder meetings from 10% to 25%; and
13. VOTE FOR  or AGAINST  the advisory resolution to accept Northland’s approach to executive compensation.

If any amendments or variations to the matters referred to above or to any other matters identified in the Notice of Meeting are proposed at the Meeting or any adjournment or adjournments thereof, or if any other matters which are not now known to management should properly come before the Meeting or any adjournment or adjournments thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in accordance with the best judgment of such person.

The common shares represented by this instrument of proxy, if in favour of a person designated in this form, will be voted or withheld from voting in accordance with the instructions of the holder of the common shares on any ballot that may be called for and if the holder of the common shares specifies a choice with respect to any matter to be acted upon the common shares will be voted accordingly. **Where no choice is specified, such common shares will be VOTED in favour of matters 1 to 10 above and FOR matters 11 to 13.**

The undersigned hereby revokes any proxy previously given for the purposes of the Meeting in respect of common shares held by the undersigned.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

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Shareholder's signature  
(See Notes 2 and 3)

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Shareholder's name (please print)

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Number of common shares held

**NOTES:**

- 1. Each shareholder has the right to appoint a person to represent him or her and attend and act at the Meeting other than the persons specified above.** Such right may be exercised by striking out the names of the specified persons and by inserting in the blank space provided the name of the person to be appointed, who need not be a shareholder of the Corporation. **If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided on the reverse and return your proxy by mail.**
2. This proxy must be executed by the shareholder or his attorney duly authorized in writing. If the shareholder is a corporation, this proxy must be executed under its corporate seal or by an officer or attorney thereof duly authorized. Also, please date this proxy. If not dated, it shall be deemed to be dated on the day on which it is mailed to the Corporation.
3. In order for this proxy to be valid, it must be properly executed and deposited no later than 11:00 a.m. (Eastern Time) on May 20, 2020 or two business days before the time of any adjournment of the Meeting at the registered office of the Corporation or with Broadridge by mail to Broadridge Investor Communications Solutions, Data Processing Centre, P.O. Box 3700 STN Industrial Park, Markham, ON, L3R 9Z9. **Note: As all beneficial shareholders hold their common shares through an intermediary, all shareholders must complete and return a form of proxy or voting instruction form naming themselves as their representative in order to be able to vote at the Meeting.**