



NORTHLAND POWER INC.

PROJECT DELIVERY COMMITTEE CHARTER

Purpose

The Project Delivery Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Northland Power Inc. (the "**Corporation**") to assist the Board with monitoring and overseeing projects in which the Corporation, or any other corporation, trust, partnership or other entity which may be owned or controlled by the Corporation from time to time, has an interest (collectively, the "**Projects**") from the initial investment decision until such Projects have reached substantial completion, but have not commenced commercial operations.

Composition and Meeting Procedures

The Committee shall observe and adhere to the composition framework and meeting procedures for Committees set out in the Mandate of the Board of Directors. The Committee shall meet at such times as it deems necessary to fulfil its responsibilities.

Responsibilities

The responsibilities of the Committee include, but are not limited to the following:

1. Reviewing the construction organisational plan, tools, budget and schedule of the Projects prior to execution, including the risk register.
2. Reviewing any material deviations in Project budget and schedule because of unplanned changes in scope and/or timing and reporting to the Board in respect thereof.
 - a. Review the suggested actions management will take to mitigate or manage said changes above.
3. Review the project specific risk registers, considering cost trends, forecast contingency allocations, including schedule critical path and float analysis.
4. Overseeing and monitoring health, safety and environmental matters as it relates to the Projects.

5. Receiving status updates from management on Projects at such regular intervals as determined by the Committee.
6. Reviewing proposed construction related stage gate envelopes presented by the Project Management Office for each Project and recommending approval of same to the Board.
7. Review and comment on cost control, risk management and project management tools that are being implemented or considered for implementation at the Projects to improve oversight and monitoring of management and the Committee.
8. Conducting an annual review of this Charter, its membership, and the ongoing role and utility of the Committee as it relates to the Board's mandate.
9. Ensuring that the Committee fulfills its duties and responsibilities in compliance with all applicable laws and regulations.

Role of the Chair

The Chair shall:

- (a) provide leadership to the Committee with respect to its responsibilities as described in this Charter;
- (b) establish the agenda for all Committee meetings and review briefing materials for such meetings;
- (c) establishes the frequency of Committee meetings and reviews such frequency from time to time, as considered appropriate, or as requested by the Board or the Committee;
- (d) report to the board on a quarterly basis or as required.
- (e) call and preside at meetings of the Committee;
- (f) prepare a workplan for the Committee which would be reviewed and updated at minimum on an annual basis;
- (g) communicate and co-ordinate with the chair of the Board and the chairs of the other Board committees as necessary; and

- (h) monitor the effectiveness of the Committee and ensure that it has the support necessary from the Corporation's external advisors to fulfill its responsibilities.

Authority and Resources

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Corporation, external advisors that the Committee determines to be necessary to permit it to carry out its duties.

The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.

This Charter will be reviewed annually and presented to the board for approval.

Confirmed by the Board of Directors on November 29, 2023.