

## **NORTHLAND POWER INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (“**Code**”) sets forth the fundamental ethical principles that Northland Power Inc. (the “**Corporation**”) and all its subsidiaries are committed to in all of our business dealings. This Code applies to all representatives, employees, officers and directors (collectively, “**Representatives**”) of the Corporation, and to all other corporations, trusts, partnerships or other entities which may be owned or controlled by the Corporation (the “**Entities**”) (collectively, “**Northland**”).

This Code is intended to promote integrity and the highest level of ethical behaviour and to deter wrongdoing. It is the responsibility of all Representatives to familiarize themselves with it, ask for guidance as needed, and to report any violations of it. Compliance with the Code is mandatory.

Any waivers from this Code will be granted only by the Board of Directors of the Corporation and any such waivers will be granted only in extraordinary circumstances.

#### **Conflicts of Interest**

Conflicts of interest arise when the private interests of an individual in a position of trust conflict with the responsibilities of that position of trust. You must be aware of and avoid any situations when carrying out your duties that might impair or appear to impair your abilities to be fair and objective. If you believe you have a personal interest which may put you in a position of conflict, such matters should be reported in writing to your supervisor or to Pierre Gloutney, the Chair of the Audit Committee, for direction.

The Corporation expects that none of Northland’s Representatives will:

- take personal advantage of any business opportunity discovered through your position or through the use of the property or information of Northland;
- use your position with Northland or Northland’s property or information for personal gain;
- allow Northland’s property or information to be used for illegal activities;
- compete with Northland; or
- take any steps which involve or create the appearance of a conflict of interest.

#### **Confidentiality of Northland Information**

All information about Northland and its businesses is, and must be treated as, confidential until that information has been publicly disclosed by news release or is otherwise generally available to the public.

The Corporation expects you to treat as confidential all proprietary information and trade secrets relating to Northland, its customers, suppliers and potential business opportunities. You may not disclose confidential information, except as required by law or as approved in advance by the appropriate manager, to anyone outside Northland, including family and friends. This applies even after you have left your position with Northland. You may also not disclose confidential information to colleagues at Northland unless they need to know the information to carry out their duties. You are responsible for protecting confidential information in your custody against theft, loss, unauthorized access, destruction or misuse.

You must not convey to others or take for your own use or benefit, non-public information acquired in the course of your work, such as advising others to buy or sell (or buying or selling for your own account) shares of the Corporation or other securities, property or goods/products on the basis of the information you have acquired.

If you have material information (i.e. information concerning the business and affairs of Northland that result or would reasonably be expected to have a significant effect on the market price or value of the shares of the Corporation or could affect the decision of a reasonable investor), you are required to comply with the instructions of your manager as to its protection, use and disclosure.

### **Fair Dealing**

You will not, directly or indirectly, offer or accept bribes or other similar payments, nor promise or accept any other improper benefit for the purpose of influencing or being influenced by any customer, supplier, public official or any other person. Reasonable business entertainment and gifts or favours of nominal value which are appropriate in the circumstances will not be considered a breach of our commitment to fair dealing, as long as such entertainment or gifts are consistent with business practice, not intended as an inducement, not contrary to applicable law and will not embarrass Northland or our Representatives if disclosed publicly.

### **Compliance with Laws, Rules and Regulations**

You are responsible for understanding the laws, rules and regulations that affect or are relevant to your specific position at Northland. If you are not sure whether or how a particular law, rule or regulation may affect you, please refer the matter to your supervisor or to Pierre Gloutney, the Chair of the Audit Committee.

### **Reporting Contraventions of the Code**

If you believe you have contravened the Code, you must advise your supervisor or Pierre Gloutney, the Chair of the Audit Committee.

If you know or suspect that someone else has contravened this Code, or if you have concerns regarding any questionable accounting or auditing matter, situations in which you feel you are being pressured to violate the law or your ethical responsibilities or any other breaches of business ethics or legal or regulatory requirements, you must report it

immediately to your supervisor or to Pierre Gloutney, the Chair of the Audit Committee. Your identity in any follow-up discussions or inquiries will be kept in confidence to the extent appropriate or permitted by law.

If you would prefer to report anonymously, or if the person to whom you have reported concerns has not, in your view, responded appropriately, you may contact Pierre Gloutney by telephone or email or at the address noted below, in a sealed envelope labelled as follows:

147 boulevard 1er  
Terrasse-Vaudreuil, QC  
J7V 5T2  
Tel: (514) 453-7783  
Email: pierregloutney@videotron.ca

***“To be opened by Mr. Gloutney only.”***

Any reprisal, retaliation or disciplinary action against representatives for reporting an alleged breach of this Code in good faith is prohibited. However, any false, mischievous or malicious allegation of a breach of this Code will, itself, constitute a breach of this Code.

Approved by the Board of Directors as of January 1, 2011