

**ATLANTIC POWER CORPORATION**

**BOARD OF DIRECTORS**

**Responsibilities of Audit Committee Chair**

The role and responsibilities of the Audit Committee Chair are as follows:

(a) the Chair will provide leadership to the Audit Committee in discharging its mandate as set out in the written charter of the Audit Committee (the "AC Charter"), including by:

(i) promoting a thorough understanding by members of the Audit Committee, management and the Corporation's external auditor of:

(A) the duties and responsibilities of the Audit Committee; and

(B) the relationship between the Audit Committee and each of the Corporation's

1. management; and

2. external auditor; and

(ii) promoting cohesiveness among members of the Audit Committee;

(b) the Chair shall be the liaison between the Audit Committee and the Corporation's management and external auditor, promoting open and constructive discussions between members of the Audit Committee and each of these parties;

(c) the Chair shall promote the proper flow of information to the Audit Committee to keep the Audit Committee fully apprised of all matters which are material to the Corporation at all times, including coordinating with the Chief Executive Officer and Chief Financial Officer of the Corporation to ensure that information requested by any member of the Audit Committee is provided and meets the needs of that Audit Committee member;

(d) in connection with meetings of the Audit Committee, the Chair shall be responsible for:

(i) scheduling meetings of the Audit Committee;

(ii) organizing and presenting the agenda for Audit Committee meetings such that:

(A) all of the responsibilities assigned to the Audit Committee under the terms of the AC Charter are discharged on a timely and diligent basis, and

(B) members of the Audit Committee have input into the agendas;

*(iii)* monitoring the adequacy of materials provided to the Audit Committee by management in connection with the Audit Committee's deliberations;

*(iv)* ensuring that members of the Audit Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Audit Committee;

*(v)* recommending procedures to enhance the work of the Audit Committee;

*(vi)* ensuring that the members of the Audit Committee have adequate opportunities to meet without management present;

*(vii)* presiding over the meetings of the Audit Committee; and

*(viii)* presiding over in camera meetings of the Audit Committee;

*(e)* the Chair shall report to the Board of Directors on the activities of the Audit Committee as contemplated in the AC Charter;

*(f)* on an annual basis, the Chair shall lead the Audit Committee in the process for assessing the performance of the Audit Committee;

*(g)* under the direction of the Chair, the Audit Committee shall review and assess the adequacy of the AC Charter annually and recommend to the Board of Directors any changes it deems appropriate;

*(h)* the Chair shall perform such other functions:

*(i)* as may be ancillary to the duties and responsibilities described above; and

*(ii)* as may be delegated to the Chair by the Audit Committee or the Board of Directors from time to time.