

ATLANTIC POWER CORPORATION

BOARD OF DIRECTORS

Responsibilities of the Chief Executive Officer of the Corporation

The role and responsibilities of the Chief Executive Officer are as follows:

(a) the Chief Executive Officer of the Corporation shall be responsible for providing strategic leadership and vision to the Corporation by working with the Board of Directors and management to establish, implement and oversee strategies, plans and policies of the Corporation, subject to the direction and oversight of the Board of Directors, and shall have responsibility for the day-to-day operation of the business of the Corporation in accordance with the Corporation's strategic plan and operating and capital expenditure budgets as previously approved by the Board of Directors;

(b) specific responsibilities include:

(i) to lead the strategic planning process for the Corporation and, together with management, to recommend to the Board of Directors goals for the Corporation's business and, when approved by the Board of Directors, to implement the corresponding strategic, operational and financial plans;

(ii) to report to, and meet regularly and as required with, the Board of Directors and all formally appointed committees of the Board of Directors to review Board and committee issues and provide to the Board of Directors or the relevant committee all information and access to management necessary to permit the Board of Directors or the relevant committee to fulfill its statutory and other legal obligations on a timely basis;

(iii) together with management, to direct and monitor the activities of the Corporation to achieve agreed-upon targets;

(iv) together with management, to develop and implement risk management, monitoring and mitigation to safeguard the assets of the Corporation;

(v) together with management, to oversee operation of the Corporation's projects to align with the achievement of the Corporation's strategic goals, and develop and implement operations policies to guide the Corporation;

(vi) to develop and recommend top level organizational structure and staffing to the Board of Directors and to manage the implementation of the Board of Directors' decisions in this regard;

(vii) together with the Chief Financial Officer, to oversee the development of policies

regarding the Corporation's public disclosures, and to manage and oversee the Corporation's communications with stakeholders (including the Corporation's Shareholders and lenders), the investment community, media, governments and their agencies, employees and the general public;

(viii) to develop and seek the Board of Directors' concurrence for plans for management development and succession in all key positions and then to implement such plans;

(ix) to motivate, lead and mentor the management team, including working to attract and retain individuals with the requisite skills and experience;

(x) together with the Chief Financial Officer, to establish, maintain and ensure the implementation of disclosure controls and procedures, internal controls over financial reporting and processes for the certification of the public disclosure documents required under applicable securities laws concerning such reporting and disclosure;

(xi) to review the financial reporting and public disclosure of the Corporation, to satisfy himself or herself concerning the processes followed in their preparation and to provide the certifications required under applicable securities laws concerning such reporting and disclosure;

(xii) to encourage and promote a culture of ethical business conduct;

(xiii) to perform other duties as are regularly and customarily performed by a chief executive officer of a reporting issuer; and

(xiv) to assume such other appropriate responsibilities as are delegated to him or her by the Board of Directors;

(c) the Chief Executive Officer will ensure the delivery of information to Directors on a timely basis to keep the Directors fully apprised of all matters that are material to Directors at all times; and

(d) the Chief Executive Officer will coordinate with the Chair of the Board of Directors to ensure that information requested by any Director or Board committee member is provided and meets the needs of the member who made the request.