

ATLANTIC POWER CORPORATION

BOARD OF DIRECTORS

Responsibilities of the Chair of the Nominating and Corporate Governance Committee

The role and responsibilities of the Chair of the Nominating and Corporate Governance Committee are as follows:

(a) the Chair will provide leadership to the Nominating and Corporate Governance Committee in discharging its mandate as set out in the written charter of the Nominating and Corporate Governance Committee (the "NCGC Charter"), including by:

(i) promoting a thorough understanding by members of the Nominating and Corporate Governance Committee and the Corporation's officers of the duties and responsibilities of the Nominating and Corporate Governance Committee;

(ii) promoting cohesiveness among members of the Nominating and Corporate Governance Committee; and

(iii) acting as the liaison between the Nominating and Corporate Governance Committee, the Board of Directors and the Corporation's management, promoting open and constructive discussions between members of the Nominating and Corporate Governance Committee and each of these parties;

(b) in connection with meetings of the Nominating and Corporate Governance Committee, the Chair shall be responsible for:

(i) taking the principal initiative in scheduling meetings of the Nominating and Corporate Governance Committee;

(ii) organizing and presenting the agenda for Nominating and Corporate Governance Committee meetings such that all of the responsibilities assigned to the Nominating and Corporate Governance Committee under the terms of the NCGC Charter are discharged on a timely and diligent basis and all members of the Nominating and Corporate Governance Committee have input into the agendas;

(iii) monitoring the adequacy of materials provided to the Nominating and Corporate Governance Committee by the Corporation's management in connection with the Nominating and Corporate Governance Committee's deliberations, and ensuring that members of the Committee have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Nominating and Corporate Governance Committee during deliberations;

(iv) recommending procedures to enhance the work of the Nominating and Corporate Governance Committee;

(v) ensuring that the members of the Nominating and Corporate Governance Committee have adequate opportunities to meet without the Corporation's management present; and

(vi) presiding over meetings of the Nominating and Corporate Governance Committee, including in camera meetings;

(c) the Chair shall report to the Board of Directors on the activities of the Nominating and Corporate Governance Committee as contemplated in the NCGC Charter;

(d) on an annual basis, the Chair shall lead the Nominating and Corporate Governance Committee members and facilitate the annual performance review and evaluation of the Nominating and Corporate Governance Committee and its members in accordance with the NCGC Charter, including an assessment of the adequacy of the NCGC Charter;

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

(f) the Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above and as may be delegated to the Chair by the Nominating and Corporate Governance Committee or the Board of Directors from time to time.