



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

AND MANAGEMENT
INFORMATION CIRCULAR –
SOLLICITATION OF PROXIES

INNERGEX

INNERGEX RENEWABLE ENERGY INC.

APRIL 6, 2017

Dear Shareholders,

It is our pleasure to invite you to the annual and special meeting of shareholders of Innergex Renewable Energy Inc. to be held at the Club St-James on May 9, 2017.

During the meeting you will hear about our most recent results, our 2016 performance and our future plans. You will also have the opportunity to meet and converse with the Board of Directors and Management.

This Circular contains important information on how and when to exercise your voting rights as shareholders, the matters to be discussed at the meeting as well as director compensation, director nominations, our approach to executive officer compensation and our governance practices. Please take some time to read this Circular.

We appreciate your confidence in Innergex Renewable Energy Inc. and look forward to welcoming you to the meeting.

Sincerely,



Jean La Couture
Chairman of the Board



Michel Letellier
President and Chief Executive Officer

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INNERGEX RENEWABLE ENERGY INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: Shareholders of Innergex Renewable Energy Inc.

You are invited to attend the annual and special meeting (the “**Meeting**”) of the shareholders of Innergex Renewable Energy Inc. (the “**Corporation**”) which will be held on May 9, 2017 at 4 p.m. at the Club St-James, 1145 Union Avenue, Montréal, Province of Québec.

During the meeting we will cover the following items:

1. Receiving the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016, together with the report of the auditor thereon;
2. Electing directors for the ensuing year;
3. Appointing the auditor of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix its remuneration;
4. To consider and, if deemed appropriate, to adopt, with or without variation, a special resolution to reduce the stated capital account maintained in respect of the common shares of the Corporation to \$500,000, and to credit to the contributed surplus account of the Corporation an amount equal to the difference between the current stated capital account maintained in respect of the common shares and \$500,000;
5. To consider an advisory resolution on the Corporation’s approach to executive compensation; and
6. Transacting such other business that may properly come before the Meeting or any adjournment thereof.

March 31, 2017 has been chosen as the record date for determining those shareholders of the Corporation entitled to receive notice of and to vote at the Meeting. The accompanying management information circular (the “**Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice.

In order to ensure representation at the Meeting, registered shareholders must complete the enclosed form of proxy and submit it as soon as possible but not later than 5 p.m. (Eastern day time) on May 5, 2017 or 48 hours prior to the time of any adjournment or postponement of the Meeting (or such earlier time as required by your nominee) as set out in the accompanying Circular.

Non-registered shareholders or shareholders that hold their shares in the name of a “nominee”, such as a bank, trust company, securities broker or other financial institution, must seek instructions from their nominee as to how to complete their form of proxy and vote their shares. Non-registered shareholders will have received the accompanying Circular in a mailing from their nominee, together with the appropriate form of proxy or voting instruction form. It is important that non-registered shareholders adhere to the voting instructions provided to them by their nominee.

Les actionnaires qui préfèrent recevoir la présente circulaire d’information de la direction en français n’ont qu’à en aviser le secrétaire de la Société.

Dated at Longueuil, Québec, this 6th day of April, 2017. By order of the Board of Directors

INNERGEX RENEWABLE ENERGY INC.

(s) Nathalie Théberge

Nathalie Théberge
Vice President – Corporate Legal Affairs and Secretary

INNERGEX RENEWABLE ENERGY INC.

MANAGEMENT INFORMATION CIRCULAR

This management information circular (the “**Circular**”) is provided in connection with the solicitation of proxies to be used at the annual and special meeting of shareholders of Innergex Renewable Energy Inc. (the “**Corporation**”) to be held on May 9, 2017 at 4 p.m. at the Club St-James, 1145 Union Avenue, Montréal, Québec, or at any adjournment thereof (the “**Meeting**”) for the purposes set forth in the Corporation’s notice of Meeting (the “**Notice of Meeting**”).

The enclosed proxy is being solicited by the management of the Corporation. The solicitation is being made primarily by mail, but proxies may also be solicited by telephone, by facsimile, by the internet, by advertisement or by other personal contact by directors, officers and other employees of the Corporation. The entire cost of the solicitation will be borne by the Corporation.

Unless otherwise indicated, the information contained in this Circular is given as at March 31, 2017.

VOTING BY REGISTERED SHAREHOLDERS

A registered shareholder is a person whose shares are registered directly in its own name in the records of registered shareholders maintained for the Corporation by the transfer agent and register, Computershare Investors Services Inc.

IF YOU ARE A REGISTERED SHAREHOLDER AND IN ORDER TO ENSURE REPRESENTATION AT THE MEETING YOU MUST:

Complete, date and sign the enclosed form of proxy, or other appropriate form of proxy, and, in either case:

By Mail:

- Deliver the completed proxy to the Corporation’s transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1 in the enclosed addressed, prepaid envelope; or

By Facsimile

- Submit the completed proxy to Computershare Investor Services Inc., facsimile number 416-263-9524 or 1-866-249-7775,

by no later than 5 p.m. (EDT) on May 5, 2017 or 48 hours prior to the time of any adjournment or postponement of the Meeting as set out in the accompanying Circular

Or you may:

By Telephone

- Call toll free 1-866-732-vote (8683) from a touch tone phone. Follow the instructions. You will need your control number, which appears on your proxy form. We need to receive your voting instructions before 5 p.m. (EDT) on May 5, 2017

On the Internet

- Go to www.investorvote.com and follow the instructions on screen. You will need your control number, which appears on your proxy form. We need to receive your voting instructions before 5 p.m. (EDT) on May 5, 2017

In Person

Attend the Meeting and do not complete the proxy form. When you arrive at the meeting, please see a representative of Computershare. Your vote will be taken and counted at the meeting.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of common shares of the Corporation (the “**Common Shares**”) can be recognized and acted upon at the Meeting. If Common Shares are listed in your account statement provided by your broker, then, in almost all cases, those Common Shares will not be registered in your name on the records of the Corporation. Such Common Shares will likely be registered under the name of your broker or an agent of your broker (each, an “**Intermediary**”) and the beneficial owner of such shares is designated as a “non-registered shareholder”. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms.

Non-registered shareholders will receive either voting instruction forms or, less frequently, forms of proxy. The purpose of these forms is to permit such shareholders to direct the voting of the Common Shares they beneficially own.

IF YOU ARE A NON-REGISTERED SHAREHOLDER AND HAVE RECEIVED, AS PART OF THE MATERIAL FOR THE MEETING:

A Voting Instruction Form, then:

- If you do not wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), the voting instruction form must be completed in accordance with the directions on the form.
- If you wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you must complete the voting instruction form in accordance with the directions provided, and a proxy, giving the right to attend and vote, will be forwarded to you.

A Form of Proxy, then:

- If you do not wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you must complete a proxy using one of the methods described therein.
- If you wish to attend and vote at the Meeting in person (or have another person attend and vote on your behalf), you must strike out the names of the persons named in the proxy and insert your (or such other person's) name in the blank space provided and return the proxy in accordance with the instructions provided by the Intermediary.

There are two kinds of non-registered shareholders: (i) those who object to their name being made known to the Corporation (called “**OBOs**” for Objecting Beneficial Owners) and (ii) those who do not object to their name being made known to the Corporation (called “**NOBOs**” for Non-Objecting Beneficial Owners).

In accordance with the requirements of Regulation 54-101 *Respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* (Québec), the Corporation will directly deliver proxy-related material to its NOBOs through the Corporation's transfer agent, Computershare Investors Services Inc. With respect to the OBOs, the Corporation has caused to be distributed, and intends to pay the fees to deliver, the Notice of Meeting and this Circular to CDS and the Intermediaries for onward distribution. Intermediaries are required to forward such materials to OBOs unless a non-registered shareholder has waived the right to receive them. Usually, Intermediaries will use service companies to forward such materials to OBOs.

These securityholder materials are being sent to both registered and nonregistered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Non-registered shareholders should follow the instructions on the forms they receive from the Corporation or their Intermediaries and contact the Corporation or their Intermediaries promptly if they need assistance.

APPOINTMENT OF AUTHORIZED REPRESENTATIVE BY PROXY

The persons named in the accompanying form of proxy are officers of the Corporation. **Each shareholder has the right to appoint a person, other than a person designated in the accompanying form of proxy or voting instruction form, who need not be a shareholder of the Corporation, to attend and act on behalf of the shareholder at the Meeting. To exercise this right, a shareholder may either insert such other person's name in the blank space provided in the accompanying form of proxy or voting instruction form and strike out the names of the nominees indicated therein or complete another proper form of proxy.**

REVOCAION OF PROXIES

A shareholder of the Corporation may revoke an instrument of proxy at any time prior to the exercise thereof. If a shareholder who has given a proxy personally attends the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked in writing by instrument executed by the shareholder or his authorized attorney, and deposited either (i) at the offices of the Corporation to the attention of the Vice President – Corporate Legal Affairs and Secretary, at 1111 Saint-Charles Street West, East Tower, suite 1255, Longueuil, Québec, J4K 5G4, (ii) at the offices of Computershare Investor Services Inc. at the location specified above at any time up to and including 24 hours, excluding Saturdays, Sundays and Holidays, preceding the day of the Meeting or any adjournment thereof, or (iii) with the consent of the Chairman of such Meeting, on the day of the Meeting or any adjournment thereof.

EXERCISE OF VOTING RIGHTS BY PROXIES

The two directors named on the form of proxy or voting instruction form have agreed to serve as your proxyholder and will vote your Common Shares in respect of which they are appointed as proxy in accordance with your instructions given thereon. **In the absence of such instructions, Common Shares will be voted IN FAVOUR of each item identified in the Notice of Meeting.**

The enclosed form of proxy or voting instruction form confers discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting, and with respect to any other matter which may properly come before the Meeting. As at the date of this Circular, the Corporation is not aware of any amendments, variations or other matters proposed or likely to come before the Meeting, except those that are indicated in the Notice of Meeting. If any matters which are not known as of the date hereof should properly come at the Meeting, the persons named in the accompanying form of proxy or voting instruction form will vote on such matters in accordance with their best judgment.

VOTING OF SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares issuable in series. There are currently 108,375,159 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to vote at any meeting of shareholders. All holders of Common Shares of record at the close of business on March 31, 2017 will be entitled to receive notice of the Meeting and to vote at the Meeting.

The authorized share capital of the Corporation also includes: the Cumulative Rate Reset Preferred Shares, Series A (the “**Series A Shares**”), the Cumulative Floating Rate Preferred Shares, Series B (the “**Series B Shares**”) and the Cumulative Redeemable Fixed Rate Preferred Shares, Series C (the “**Series C Shares**”). There are currently 3,400,000 Series A Shares and 2,000,000 Series C Shares issued and outstanding. No Series B Shares are currently issued and outstanding. The holders of Series A and Series C Shares are not, as such, entitled to receive notice of or to vote at the Meeting.

Unless otherwise indicated, the matters submitted to a vote at the Meeting must be approved by a majority of votes of the holders of Common Shares attending the Meeting in person or by proxy.

To the knowledge of the directors and executive officers of the Corporation, on March 31, 2017, no person or entity beneficially owned or controlled or directed, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all Common Shares, other than the following persons or entities:

PERSON/ENTITY	APPROXIMATE NUMBER OF COMMON SHARES BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED	APPROXIMATE PERCENTAGE OF ISSUED AND OUTSTANDING COMMON SHARES BENEFICIALLY OWNED OR CONTROLLED OR DIRECTED
1832 Asset Management L.P. ⁽¹⁾	15,704,825	14.49%
Caisse de dépôt et placement du Québec	11,031,145	10.18%

(1) 1832 Asset Management L.P. is a wealth management firm and a subsidiary of a schedule I Canadian bank.

MATTERS TO BE ACTED UPON AT THE MEETING

As of the date hereof, to the knowledge of the directors of the Corporation, the only matters to be dealt with at the Meeting are the following:

1. Presentation of Financial Statements

The Corporation's audited consolidated financial statements for the financial year ended December 31, 2016 (“**Fiscal 2016**”), together with the report of the auditor thereon will be placed before the Meeting. The annual audited consolidated financial statements of the Corporation are available on SEDAR at sedar.com. No vote with respect thereto is required nor will be taken.

2. Election of Directors

Pursuant to the Articles of the Corporation, the board of directors (the “**Board**”) is composed of a minimum of three and a maximum of ten directors.

The Board is currently comprised of seven directors, consisting of Jean La Couture (Chairman of the Board), Richard Laflamme, Daniel Lafrance, William A. Lambert, Michel Letellier, Dalton McGuinty and Monique Mercier. Michel Letellier, the President and Chief Executive Officer (“**CEO**”) of the Corporation, is the only non-independent director on the Board.

The following are the nominees proposed for election as directors at the 2017 Meeting, namely, Jean La Couture, Nathalie Francisci, Richard Gagnon, Daniel Lafrance, Michel Letellier, Dalton McGuinty and Monique Mercier. Other than Nathalie Francisci and Richard Gagnon, all are currently directors of the Corporation.

Except where the authority to vote in favour of the directors is withheld, the persons whose names are printed on the form of proxy intend to vote IN FAVOUR of the election of each of the seven proposed nominees whose names and biographies are set forth on pages 10 to 12 under the heading “Nominees” as directors of the Corporation.

Management of the Corporation has no reason to believe that any of such nominees will be unable or unwilling to serve as a director but if either of those circumstances should occur prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion, unless the shareholder has specified in the form of proxy that his or her Common Shares are to be withheld from voting on the election of directors. Each director elected will hold office until the next annual meeting or until the election of his successor, unless he or she resigns or his or her office is vacated earlier in accordance with applicable law.

Majority Voting Policy

On February 23, 2017, the Board modified its written Majority Voting Policy. It provides that, in an election of directors, any nominee who receives a greater number of votes withheld than votes in favour of his election must tender his resignation to the Board immediately following the shareholders' meeting. Under this policy, the Board shall accept the resignation absent exceptional circumstances, will make its final decision of whether or not to accept the resignation and announce such decision in a press release within ninety (90) days following the shareholders' meeting. A copy of the press release shall be provided to the Toronto Stock Exchange (“TSX”). If the Board declines to accept the resignation, the press release will fully state the reasons for that decision. A director who tenders his resignation pursuant to this policy will not participate in any meeting of the Board at which the resignation is considered. The policy does not apply in circumstances involving contested director elections.

Advance Notice

Our By-laws contain an advance notice requirement for director nominations. Shareholders who wish to nominate candidates for election as directors must provide a notice to the Secretary of not less than 30 days or more than 65 days prior to the date of the Meeting and include the information set forth in our By-laws. See the complete By-laws on SEDAR at sedar.com.

3. Appointment of the Auditor of the Corporation

Deloitte LLP has acted as the auditor of the Corporation since 2004.

The persons named in the accompanying form of proxy intend to vote IN FAVOUR of the resolution appointing Deloitte LLP as auditor of the Corporation to hold office until the next annual meeting of shareholders or until its successor is appointed, and authorizing the Board to fix its remuneration, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be withheld from voting in respect of the appointment of the auditor.

4. Reduction of Stated Capital Account

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, adopt, with or without amendments, a special resolution to reduce the stated capital account maintained in respect of the Common Shares to \$500,000, and to credit to the contributed surplus account maintained in respect of the Common Shares an amount equal to the difference between the current stated capital of the Common Shares and \$500,000.

Background and Reasons for the Reduction of Stated Capital Account Maintained in respect of the Common Shares

Under the *Canada Business Corporations Act*, a corporation is prohibited from taking certain actions, including purchasing its own shares and declaring or paying dividends on its shares, if, among other things, there are reasonable grounds for believing that the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares.

The Corporation's stated capital account maintained in respect of the Common Shares has increased following its issuance of Common Shares issued by way of private placement to three Desjardins Group affiliates on April 15, 2016 and to Hydromega Group of Companies on June 20, 2014, and by way of dividend re-investments since June 2013 pursuant to the Dividend Re-Investment Plan of the Corporation.

In order to give the Board flexibility in declaring dividends in accordance with its stated policy and managing the Corporation's capital structure going forward, the Board has decided to submit a special resolution to its shareholders for their approval of the reduction of the stated capital account maintained in respect of the Common Shares to \$500,000.

Certain Canadian Federal Income Tax Considerations

This summary is of a general nature only. It is based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and its Regulations, all amendments thereto proposed by the Minister of Finance (Canada) prior to the date hereof, and the Corporation's counsel's understanding of the current published administrative and assessing practices of the Canada Revenue Agency ("**CRA**"). This summary assumes that any proposed amendments will be enacted as intended, and that legislative, judicial or administrative actions will not modify or change the statements expressed herein. It does not otherwise take into account or anticipate any changes in laws whether by judicial, governmental or legislative decision or action or any changes in administrative practices of the CRA nor does it take into account provincial or foreign income tax legislation or considerations. All references to the Tax Act in this summary are restricted to the scope defined in this paragraph.

The reduction of stated capital account maintained in respect of the Common Shares will not result in a deemed dividend or in a reduction of the adjusted cost base of the Common Shares for shareholders of the Corporation. Furthermore, the reduction in the stated capital account of the Common Shares will not give rise to immediate tax consequences under the Tax Act for shareholders of the Corporation. Shareholders of the Corporation may wish to consult their own tax advisors with respect to the proposed stated capital account reduction. This summary is not intended to be, nor should it be construed as, legal or tax advice to shareholders of the Corporation.

Stated Capital Reduction Special Resolution

At the Meeting, you will be asked to consider voting in favour of or against, the adoption of a special resolution on reducing the stated capital account as follows:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, as follows:

1. The stated capital account maintained in respect of the common shares of the Corporation is reduced to \$500,000, without any payment or distribution to the shareholders of the Corporation.
2. An amount equal to the difference between the current stated capital account maintained in respect of the common shares of the Corporation and \$500,000 is credited to the contributed surplus account maintained in respect of the Common Shares of the Corporation.
3. Notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the Board of Directors of the Corporation may, in its sole discretion and without further approval of the shareholders of the Corporation, revoke this special resolution at any time until the next annual meeting of shareholders prior to effecting such reduction in stated capital and elect not to act on or carry out this special resolution.
4. Any director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and do all other things as in the opinion of such director or officer may be necessary or desirable to implement this special resolution and matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents and the taking of any such action.

For the reasons indicated above, the Board believes that the proposed reduction of stated capital account maintained in respect of the Common Shares is in the best interests of the Corporation and, accordingly, recommends that shareholders vote "FOR" the special resolution. The special resolution must be approved by not less than two-thirds of the votes cast by shareholders present in person or represented by proxy at the Meeting to be effective. Shareholders are specifically advised that the proposed special resolution grants the Board the discretion, without further shareholder approval, to revoke the special resolution and to not effect the reduction of the stated capital account maintained in respect of the Common Shares.

The persons named in the accompanying form of proxy intend to vote IN FAVOUR of the adoption of the special resolution to reduce the stated capital account, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be voted against the reduction of the stated capital account of the Corporation.

5. Advisory Vote on Executive Compensation

At the Meeting, you will be asked to consider voting in favour of or against, on an advisory basis, a resolution on our approach to executive compensation as follows:

Be it resolved that, on an advisory basis, and not to diminish the role and responsibilities of the Board of Directors, the shareholders accept the approach to executive compensation disclosed in the Corporation's information circular delivered in advance of the 2017 annual and special meeting of shareholders.

Since your vote is an advisory vote, the results will not be binding on the Board. The Board remains fully responsible for its compensation decisions and is not relieved of this responsibility by a positive or negative advisory vote. However, the Board will take the result of the vote into account when considering its review of executive compensation. For information on our approach to executive compensation, see pages 21 to 38 of this Circular.

The persons named in the accompanying form of proxy intend to vote IN FAVOUR of the advisory resolution on the Corporation's approach to executive compensation, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be voted against the Corporation's approach to executive compensation.

In 2016 the advisory resolution on our approach to executive compensation received the support of 98.31% of the votes cast by shareholders.

OUR BOARD OF DIRECTORS

Nominees

The following table sets forth the names of all persons proposed to be nominated for election as directors (the "Nominees"), their place of residence, their principal occupation(s) for the preceding five years, their other directorships, the date on which they became directors of the Corporation, their age, the Board committees of the Corporation on which they serve, the 2016 voting results of their election as director and the number and value of securities and Deferred Share Units ("DSU"s) of the Corporation beneficially owned, or over which control or direction is exercised, directly or indirectly, by each of them, as at March 31, 2017.

JEAN LA COUTURE ⁽¹⁾ , CHAIRMAN OF THE BOARD		INDEPENDENT
Residence, Principal Occupation & Other Directorships		
Jean La Couture, residing in Montréal, Québec, Canada, is President of Huis Clos Ltée, a management and mediation firm. He is Chairman of the Board of Groupe Pomerleau and director and Chairman of the Audit Committee of Québecor Inc., a reporting issuer. He is also a director of Caisse de dépôt et placement du Québec.		
Chair and Committee Membership:		
	Chairman of the Board of Directors	
	Chair of the Nominating Committee	
	Member of the Corporate Governance Committee	
	Member of the Audit Committee	
Director Since:		March 2010
Age:		70
Voting Result 2016:	Votes for: 99.71%	Votes withheld: 0.29%
Number of other Reporting Issuer Directorships:		1
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		46,092
DSUs:		-
Total Value of the Common Shares and DSUs Held ⁽²⁾ :		\$659,116

Residence, Principal Occupation & Other Directorships

Nathalie Francischi ICD.D and CHRP, residing in Montreal, Québec, Canada, is a partner, Governance & Diversity for the international executive search firm Odgers Berndtson since 2013. From 2011 to 2013, she was President of the Québec chapter of the Institute of Corporate Directors and since 2011 she is also an associate professor in governance for the Director Education Program jointly developed by the Institute of Corporate Directors, Rotman University and McGill University. Prior to that she was from 1996 to 2008 the founding president of Venatus Conseil a financial services and investment management firm. Nathalie Francischi graduated from the Institut Universitaire de Technologies Paris XI in DUT Marketing and holds the equivalent of a master's degree in Human Resources Management. She has completed the Director Education program and is a member of l'Ordre des conseillers en ressources humaines since 1999. Nathalie Francischi is a member of the Board of Directors of the Montreal Heart Institute Foundation and of the Institute of Corporate Directors.

Chair and Committee Membership:

Director Since: New Nominee

Age: 46

Voting Result 2016: New Nominee

Number of other Reporting Issuer Directorships: None

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: -

DSUs: -

Total Value of the Common Shares and DSUs Held⁽²⁾: -

Residence, Principal Occupation & Other Directorships

Richard Gagnon, residing in Laval, Québec, Canada, has acted as a corporate director as his principal occupation since January 2017. From November 2003 to January 2017, he was President and Chief Executive Officer of Humania Assurance Inc. (a Canadian health insurance company). Holding a Bachelor of Arts: administration, communication and law (1979), he is also a "Fellow Administrateur Agréé" since 1996. Richard Gagnon currently acts as a director of The Professionals Financial and of the l'Ordre des Ingénieurs du Québec.

Chair and Committee Membership:

Director Since: New Nominee

Age: 60

Voting Result 2016: New Nominee

Number of other Reporting Issuer Directorships: None

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: -

DSUs: -

Total Value of the Common Shares and DSUs Held⁽²⁾: -

Residence, Principal Occupation & Other Directorships

Daniel Lafrance, residing in Kirkland, Québec, Canada, has acted as a corporate director as his principal occupation since August 2013. From February 1992 to August 2013, he was Senior Vice-President Finance and Procurement, Chief Financial Officer and Secretary of Lantic Inc., wholly owned by Rogers Sugar Inc., a reporting issuer. Holding a bachelor's degree in business (1976) and a specialty in accounting (1977) from the University of Ottawa, Daniel Lafrance is also a member of the Institute of Chartered Accountants of Ontario since 1980. He currently acts as a director of Rogers Sugar Inc., a reporting issuer and of its wholly owned subsidiary Lantic Inc.

Chair and Committee Membership:

Chair of the Audit Committee
Member of the Human Resources Committee
Member of the Nominating Committee

Director Since: March 2010

Age: 62

Voting Result 2016: Votes for: 99.77% Votes withheld: 0.23%

Number of other Reporting Issuer Directorships: 1

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: 43,000

DSUs: -

Total Value of the Common Shares and DSUs Held⁽²⁾: \$614,900

Residence, Principal Occupation & Other Directorships

Michel Letellier, residing in St-Lambert, Québec, Canada, has been the President and Chief Executive Officer of the Corporation since October 25, 2007. He acted as Executive Vice President and Chief Financial Officer of the Corporation from 2003 until his appointment as President and Chief Executive Officer of the Corporation. From 1997 to 2003, Michel Letellier was Vice President and Chief Financial Officer of Innergex GP Inc. and was responsible for the financial management of the affairs of Innergex GP Inc., Innergex, Limited Partnership and Innergex Power Income Fund. Michel Letellier holds an MBA from Université de Sherbrooke as well as a bachelor's degree in commerce (finance) from Université du Québec à Montréal. He currently acts as a director of KP Tissue Inc., a reporting issuer.

Chair and Committee Membership:

Director Since: October 2002

Age: 52

Voting Result 2016: Votes for: 99.74% Votes withheld: 0.26%

Number of other Reporting Issuer Directorships: 1

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: 643,813

DSUs: -

Total Value of the Common Shares and DSUs Held⁽²⁾: \$9,206,526

Residence, Principal Occupation & Other Directorships

Dalton James Patrick McGuinty, residing in Ottawa, Ontario, Canada, has been a Senior advisor consultant for Desire2 Learn since 2014 and for PriceWaterHouseCoopers Canada from January 2015 to September 2015. He was the Premier of Ontario, Canada from 2003 to 2013 and worked as an attorney at McGuinty & McGuinty law firm from 1983 to 1996. He was elected member of the Ontario Provincial Parliament in 1990 and elected leader of the Ontario Liberal Party in 1996. Dalton McGuinty was named a senior fellow for the Harvard University Weatherhead Center for International Affairs from 2013-2014. He has completed the Director Education Program jointly developed by the Institute of Corporate Directors, Rotman University and McGill University. He currently acts as a director of Electrovaya Inc., a reporting issuer and of Pomerleau Inc. which is not a reporting issuer. He is also Director of the Ottawa Heart Institute.

Chair and Committee Membership:

Member of the Human Resources Committee

Member of the Nominating Committee

Director Since: May 2015

Age: 61

Voting Result 2016: Votes for: 99.63% Votes withheld: 0.37%

Number of other Reporting Issuer Directorships: 1

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: -

DSUs: 4,627

Total Value of the Common Shares and DSUs Held⁽²⁾: \$66,166

Residence, Principal Occupation & Other Directorships

Monique Mercier, residing in Vancouver, British Columbia, Canada, is Executive Vice President, Corporate Affairs, Chief Legal and Governance Officer of TELUS Corporation, a telecommunications company. She holds a degree from the Faculty of Law of Université de Montréal and a master's degree in politics from Oxford University. Monique Mercier has been a member of the Board of Directors of the Canadian Cancer Research Society since 2013 and of the Vancouver Symphony Orchestra since 2014. Until September 2015, she was also a member of the Board of Directors and Chair of the Compensation Committee of Stornoway Diamond Corporation, a reporting issuer.

Chair and Committee Membership:

Chair of the Corporate Governance Committee

Member of the Nominating Committee

Director Since: October 2015

Age: 60

Voting Result 2016: Votes for: 99.73% Votes withheld: 0.27%

Number of other Reporting Issuer Directorships: None

Equity Ownership:

Common Shares Beneficially Owned or Controlled or Directed: 4,022

DSUs: 1,601

Total Value of the Common Shares and DSUs Held⁽²⁾: \$80,409

(1) Jean La Couture and Daniel Lafrance were appointed directors of the Corporation on March 29, 2010 upon completion of a Plan of Arrangement whereby the Corporation was acquired by way of a reverse takeover by Innergex Power Income Fund (the "Fund"). Prior to the Arrangement, Jean La Couture and Daniel Lafrance were, since 2003, trustees of Innergex Power Trust, a wholly-owned subsidiary of the Fund.

(2) Value is based on the Common Shares price of \$14.30 at the closing of the market on March 31, 2017.

(3) A new nominee.

Directors Serving Together and Maximum Number of Boards

The Charter of the Board provides that the maximum number of reporting issuers' boards of directors on which each director may sit is set at four and no member of the Board may serve, together with another member of the Board, on the board of directors of more than two reporting issuers.

The Corporation's DSU Plan

Under the Corporation's Deferred Share Unit Plan (the "**DSU Plan**"), Directors and officers may elect to receive all or any portion of their compensation in DSUs in lieu of cash compensation. Directors' fees are paid on a quarterly basis and, at the time of each quarterly payment, the applicable amount is converted to DSUs. The number of DSUs to be credited is determined by dividing (a) the quarterly portion of the Director's annual fee that the Director elected to be paid in DSUs by (b) the weighted average trading price of a Common Share on the TSX during the period of five Trading Days ending on the Trading Day prior to the date of payment of the fees. A DSU is a unit that has a value based upon the value of one Common Share. When a dividend is paid on Common Shares, the Director's DSU account is credited with additional DSUs computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of DSUs recorded in the Director's account on the record date for the payment of such dividend, by (b) the market price of a Common Share as of the dividend payment date.

DSUs cannot be redeemed for cash until the Director leaves the Board or the officer leaves. The cash redemption value of a DSU equals the weighted average trading price of a Common Share on the TSX during the period of five Trading Days ending on the Trading Day prior to the time of redemption. DSUs are not shares, cannot be converted to shares, and do not carry voting rights. DSUs received by Directors and officers in lieu of cash compensation and held by them represent an at-risk investment in the Corporation. The value of DSUs is based on the value of the Common Shares, and therefore is not guaranteed.

Policy Regarding Minimum Shareholding by Directors

To align director interests with those of the shareholders, each non-management director is required to acquire, over a three-year period from his or her initial election, a number of Common Shares or of DSUs having a value equal to at least three times the annual base retainer paid for directors of the Corporation. The directors shall maintain such minimum participation as long as they remain directors of the Corporation. On the other hand, the President and CEO, the sole management director, shall acquire and maintain, as long as he occupies such position and until twelve months after he retires, a number of Common Shares or DSUs having a value equal to at least three times his annual base salary.

The investment in Common Shares or DSUs is valued under the policy at the closing price of the Common Shares at the end of the preceding fiscal year.

As at the date of the Circular, all current Board members are in compliance with the Policy Regarding Minimum Shareholding by Directors, as set forth in the following table:

DIRECTORS COMPLIANCE WITH MINIMUM SHAREHOLDING POLICY				
Annual Base Retainer Paid to Directors in 2016				\$48,000
Minimum Shareholding Requirement for Non-Management Directors (3 times the base retainer of directors)				\$144,000
Minimum Shareholding Requirement for President and CEO (3 times his base salary)				\$1,549,170
As of March 31, 2017				
Directors	Number of Common Shares Held	Number of DSUs held	Investment Value ⁽¹⁾	Compliance with Policy
JEAN LA COUTURE	46,092	-	\$646,671	✓
RICHARD LAFLAMME	15,333	-	\$215,122	✓
DANIEL LAFRANCE	43,000	-	\$603,290	✓
WILLIAM A. LAMBERT	147,000	-	\$2,062,410	✓
MICHEL LETELLIER ⁽²⁾	643,813	-	\$9,032,696	✓
DALTON MCGUINTY ⁽³⁾	-	4,627	\$64,917	✓
MONIQUE MERCIER ⁽⁴⁾	4,022	1,601	\$78,891	✓

(1) Based on closing price of the Common Shares on December 30, 2016 of \$14.03.
(2) Michel Letellier is required to comply with his minimum shareholding requirements until twelve months after he retires.
(3) Dalton McGuinty's three-year period to reach the minimum shareholding requirement started on May 13, 2015.
(4) Monique Mercier's three-year period to reach the minimum shareholding requirement started on October 1, 2015.

Bankruptcy, Insolvency and Cease-Trade Order

While serving as a director of Quebecor Inc., the controlling shareholder of Quebecor World Inc., Jean La Couture was asked to join the board of directors of Quebecor World Inc. on December 10, 2007. On January 21, 2008, Quebecor World Inc. filed for protection under the *Companies Creditors Arrangement Act* in Canada and Chapter 11 of the U.S. *Bankruptcy Code*. Jean La Couture resigned as Director of Quebecor World Inc. on December 16, 2008.

To the knowledge of the Corporation and with the exception of the foregoing, none of the Nominees (a) is, as of the date of this Circular, nor has been within ten years before the date of this Circular, a director, chief executive officer or chief financial officer of a corporation that (i) was subject to a cease-trade order, an order similar to a cease-trade order or an order which denied the relevant corporation access to any exemption under securities legislation which was in effect for a period of more than 30 consecutive days that was issued while the Nominee was acting in the capacity of director, chief executive officer or chief financial officer, or (ii) was subject to a cease-trade order, an order similar to a cease-trade order or an order which denied the relevant corporation access to any exemption under securities legislation that was issued after the Nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer; (b) is, as of the date of this Circular, nor has been within ten years before the date of this Circular, a director or executive officer of any corporation, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) has, within ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Nominee.

Compensation of directors

The compensation of directors is designed to attract and retain highly skilled and experience persons to serve on the Corporation's Board and to recognize the time and commitment required to perform their duties.

The following table provides a summary of the compensation earned by the directors of the Corporation (other than Michel Letellier who also acted as officer of the Corporation in Fiscal 2016 and who did not receive any compensation for his services as director) for services received in such capacity during Fiscal 2016.

Since December 2015, the Directors have the ability to elect to receive all or part of their cash compensation in the form of DSUs. More information about the DSU Plan is provided on page 13 of this Proxy Circular.

NAME	FEES EARNED (\$)	SHARE-BASED AWARDS (\$)	OPTION-BASED AWARDS (\$)	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)	PENSION VALUE (\$)	ALL OTHER COMPENSATION (\$)	TOTAL (\$)
JEAN LA COUTURE	160,000	–	–	–	–	–	160,000
RICHARD LAFLAMME ⁽¹⁾⁽²⁾	109,000	–	–	–	–	–	109,000
DANIEL LAFRANCE ⁽¹⁾	116,000	–	–	–	–	–	116,000
WILLIAM A. LAMBERT	91,250	–	–	–	–	–	91,250
DALTON MCGUINTY	77,250 ⁽³⁾	–	–	–	–	–	77,250
MONIQUE MERCIER	78,500	–	–	–	–	–	78,500

(1) In 2016, Richard Laflamme and Daniel Lafrance participated in their capacity as a director of the Board in strategic meetings with management and for such participation they received respectively \$3,000 and \$5,000 which fees are included in the fees earned.

(2) In 2015, a working group comprised of employees of the Corporation and of one director was created by the Human Resources Committee in order to review the Corporation's new RRSP program (the "RRSP Working Group"); as such, \$2,000 is included in the fees earned by Richard Laflamme as a director.

(3) Directors have the ability to elect to receive all or part of their fees in the form of DSUs pursuant to the DSU Plan. For Fiscal 2016, Dalton McGuinty elected to receive all of his director's base compensation totalling \$48,000 in DSUs. See the Corporation's DSU Plan on page 13 for more details on the DSU Plan.

In Fiscal 2016, directors (other than Michel Letellier) were paid a base compensation and were paid for attendance at the Corporation's Board meetings in accordance with the amounts set out below. Michel Letellier, as a director of the Corporation, who was also an officer of the Corporation, was not entitled to remuneration for his services to the Corporation as a director. All directors were reimbursed for out-of-pocket expenses incurred in connection with their duties as directors. The Human Resources Committee conducts an annual review of all aspects of director compensation to ensure compensation reflects the time and effort devoted and remains appropriate within the market. The Board determined director compensation based on the recommendations of the Human Resources Committee. The Board has reviewed the fees payable to directors and committee members for the financial year commencing January 1, 2017 to, among other things, adjust them to be comparable to the fees payable to the boards composing the compensation Comparison Group which is described at page 22 of this Proxy Circular.

COMPENSATION	FISCAL 2016		FISCAL 2017	
	AMOUNT	TOTAL PAID	AMOUNT	TOTAL PAYABLE
Directors' Base Compensation	\$48,000	\$240,000	\$52,000	\$260,000
Chairman of Board	\$160,000 ⁽¹⁾	\$160,000	\$173,000 ⁽¹⁾	\$173,000
Chair of Committee (other than Audit and Human Resources)	\$10,000	\$5,000	\$10,000	\$10,000
Chair of Human Resources Committee	\$13,500	\$13,500	\$15,000	\$15,000
Chair of Audit Committee	\$20,000	\$20,000	\$20,000	\$20,000
Committee Members – Audit	\$6,000	\$6,000	\$6,500	\$6,500
Committee Members – Other	\$3,500	\$31,500	\$4,000	\$32,000
Attendance at Meetings				
- in person	\$2,000 per meeting	\$156,000 ⁽²⁾	\$2,000 per meeting	Determined according to number of meetings
- by conference call	\$1,000 per meeting (if less than 1 hour); \$2,000 per meeting (otherwise)		\$1,000 per meeting (if less than 1 hour); \$2,000 per meeting (otherwise)	

(1) All inclusive. No attendance fees or other chair functions are paid to the Chairman of the Board.

(2) Including \$2,000 received by Richard Laflamme for his work with the RRSP Working Group and \$3,000 for his participation to strategic meetings with Management and \$5,000 received by Daniel Lafrance for his participation to strategic meetings with Management.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation is dedicated to enhancing its corporate governance practices on an ongoing basis in order to respond to the evolution of best practices. The following table contains our disclosure on our governance practices pursuant to **Regulation 58-101 Respecting Disclosure of Corporate Governance Practices** (the "CSA Disclosure Instrument") and **National Policy 58-201 – Effective Corporate Governance** (the "CSA Governance Policy")

Board of Directors

Directors Independence The Board of Directors of the Corporation has reviewed the independence of each director within the meaning of the CSA Disclosure Instrument in light of the information provided by each of them and has determined, after reviewing the role and relationships of each of the directors, that six of the seven nominees proposed for election to the Board by the management of the Corporation are independent.

In camera sessions (Board meetings) Independent directors meet after each meeting to discuss matters of interest without the presence of non-independent directors and members of Management. Such meetings are chaired by the Chairman of the Board, Jean La Couture, who is independent within the meaning of the CSA Disclosure Instrument. Ten meetings of independent directors at which non-independent directors and members of Management were not in attendance were held in Fiscal 2016.

Chairman of the Board Independence Jean La Couture, as Chairman of the Board, is independent within the meaning of the CSA Disclosure Instrument.

Independent Directors: Jean La Couture (Chairman), Daniel Lafrance, Dalton McGuinty, Monique Mercier, Nathalie Francisci and Richard Gagnon.

Non Independent Director: Michel Letellier, as President and Chief Executive Officer of the Corporation.

In camera sessions (committee meetings) All Board committees, namely the Audit Committee, the Human Resources Committee, the Corporate Governance Committee and the Nominating Committee, are composed exclusively of independent directors. The Audit Committee meets with and without the auditor after each meeting and without members of Management being present. The Audit Committee also meets with the Chief Financial Officer without other members of Management being present. The other committees meet after each meeting, without members of Management being present.

Record of Attendance

Overall, the combined attendance by the directors at Board meetings in Fiscal 2016 was 98%. The following table sets forth the record of attendance of the directors of the Corporation for meetings of the Board and, where applicable, for meetings of the Audit Committee, the Corporate Governance Committee, the Human Resources Committee and the Nominating Committee for Fiscal 2016.

DIRECTOR	NUMBER OF BOARD MEETINGS ATTENDED	NUMBER OF AUDIT COMMITTEE MEETINGS ATTENDED	NUMBER OF CORPORATE GOVERNANCE COMMITTEE MEETINGS ATTENDED	NUMBER OF HUMAN RESOURCES COMMITTEE MEETINGS ATTENDED	NUMBER OF NOMINATING COMMITTEE MEETINGS ATTENDED
JEAN LA COUTURE	10/10	4/4	2/2	2/2 ⁽¹⁾	1/1
RICHARD LAFLAMME	10/10	-	2/2	3/3	1/1
WILLIAM A. LAMBERT	10/10	4/4	1/2	-	1/1
DANIEL LAFRANCE	10/10	4/4	-	3/3	1/1
MICHEL LETELLIER	10/10	-	-	-	-
DALTON MCGUINITY	9/10	-	-	1/1 ⁽²⁾	1/1
MONIQUE MERCIER	9/10	-	1/1 ⁽³⁾	-	1/1

(1) Jean La Couture ceased being a Member of the Human Resources Committee on August 4, 2016.

(2) Dalton McGuinty became a member of the Human Resources Committee on August 4, 2016.

(3) Monique Mercier became Chair and member of the Corporate Governance Committee on August 4, 2016.

Board Mandate

The primary stewardship responsibility of the Board of Directors is to ensure the Corporation's viability. Its mandate is to oversee the management of the business and affairs of the Corporation with a view to evaluating, on an ongoing basis, whether its resources are being managed in a manner consistent with shareholder value enhancement, ethical considerations and stakeholders' interests. The Board has adopted a formal mandate (the "**Charter**") for itself which is reproduced under Schedule "A" to this Circular.

The Charter describes the responsibilities of the Board in matters of:

- Strategic planning*
- Human resources and performance assessment*
- Financial matters and internal control*
- Risk management*
- Corporate governance*
- Health, safety and environment*

Board Committees

To help the Board perform its duties and responsibilities, the Board has four standing committees, being the Audit Committee, the Corporate Governance Committee, the Human Resources Committee and the Nominating Committee, and has no other permanent standing committee. A written charter has been developed for each Committee setting their respective mandates, and each Committee reports to the Board.

Audit Committee Disclosure

Daniel Lafrance is Chair of the Audit Committee and Jean La Couture and William A. Lambert are its other current members. Each of them is independent, experienced and financially literate within the meaning of *Regulation 52-110 Respecting Audit Committees*. The specific experience of each of the members of the Audit Committee is detailed in the Annual Information Form of the Corporation available on SEDAR at sedar.com.

The mandate of the Audit Committee, attached as Schedule "B" to the Annual Information Form of the Corporation and available on SEDAR at sedar.com, explicitly describes the role and oversight responsibilities of the Audit Committee.

In particular, the mandate of the Audit Committee provides that the Audit Committee shall, inter alia:

- recommend the appointment of the external auditor, its compensation, as well as reviewing and monitoring its qualification, performance and independence;
- review the relationships between the external auditor and the Corporation, including considering the auditor's judgments about the quality, transparency and appropriateness and not just the acceptability of the Corporation's accounting principles and resolving any issues between the external auditor and Management;
- pre-approve all non-audit services to be provided to the Corporation and its subsidiaries. The Audit Committee has approved a written policy on pre-approval of non-audited services;
- review and recommend the approval of the annual and interim financial statements of the Corporation, including the Corporation's MD&A disclosure and earnings press releases and Annual Information Form prior to their release, filing and distribution;
- oversee the implementation of adequate procedures for the review of the Corporation's public disclosure of financial information (other than the public disclosure referred to in the preceding sentence) extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;
- establish procedures for the receipt, retention and treatment of complaints or concerns received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- review hiring policies for employees or former employees of the Corporation's firm of external auditors;
- authorize or conduct investigations into any matters that fall within its scope of responsibilities;
- if it considers appropriate, hire outside advisors and communicate directly with external or internal auditors, if applicable.

The Board has approved a whistle-blowing procedure with respect to the anonymous submission by employees of concerns regarding, *inter alia*, questionable accounting or auditing matters.

Position Descriptions

The Board has developed written charters for each committee and has developed a written position description for the Chairman of the Board, for each Committee's chairperson and for the President and Chief Executive Officer

Mandate of the Chairman of the Board The mandate of the Chairman of the Board states that he is responsible for the management and operation of the Board and for relations between the Board, shareholders and other interested parties. He must ensure that the Board performs the tasks related to its mandate in an efficient manner, and that directors clearly understand and respect the limits between the Board and Management's responsibilities. The mandate of the Chairman of the Board also states that he shall provide leadership to enhance Board effectiveness.

Mandate of each Committee' chairperson The mandate of each Committee's chairperson provides that each Committee chairperson's key role is to manage his respective committee and ensure that the committee carries out its mandate effectively. Like the Chairman of the Board, each Committee chairperson is expected to provide leadership to enhance committee effectiveness and must oversee the Committee's discharge of its responsibilities. Committee chairpersons must report regularly to the Board on the businesses of their respective committees.

Mandate of the President and Chief Executive Officer The Board has delegated to the President and Chief Executive Officer and his management team the responsibility for the day-to-day management while respecting the Corporation's strategic plans, operational agenda, corporate policies and financial limits approved from time to time by the Board.

The Board expects to be advised, on a regular basis, as to the results being achieved and to be presented, for approval, with alternative plans and strategies proposed to be implemented, in keeping with evolving conditions. Furthermore, the Board expects the President and Chief Executive Officer and his management team to review the Corporation's strategies, carry out a comprehensive budgeting process, monitor the Corporation's performance against the budget and identify opportunities and risks affecting the Corporation and find ways to deal with them. The performance of the President and Chief Executive Officer and his management team is assessed against the achievement of strategic objectives and budget and the financial performance of the Corporation. See "Executive Compensation".

In addition to those matters which by law must be approved by the Board, or a committee of the Board to which approval authority has been delegated by the Board, Board approval is required for all matters of policy and all actions proposed to be taken by the Corporation which are not in the ordinary course of business. In particular, the Board approves major capital expenditures, all material transactions and the appointment of all officers.

Board Assessments

The Corporate Governance Committee has the mandate to ensure that a process is in place for the annual review of the contribution and qualifications of individual directors, the performance and effectiveness of the Board as a whole and the Board committees. The Corporate Governance Committee reviews and approves a performance evaluation questionnaire that is forwarded annually to directors. The questionnaires and guideline for discussions cover a wide range of issues and allows for comments and suggestions and covers the Board and Board committees, as well as individual performance. The Chairman of the Board compiles responses and contacts each director, when deemed necessary, to discuss the Board and Board committee evaluations as well as individual directors' performance, including that of the Board and committee chairpersons. The Chairman of the Board then reports the results to the Board. This formal evaluation process takes place on an annual basis.

The most recent annual evaluation, which was conducted in the fourth quarter of Fiscal 2016, showed that the Board, its Committees, Committee chairpersons and individual directors were effectively fulfilling their responsibilities.

Orientation and Continuing Education for Directors

Orientation In addition to having extensive discussions with the Chairman of the Board and the President and Chief Executive Officer with respect to the business and operations of the Corporation, new directors attend orientation and training sessions provided by various members of senior management. They are provided with extensive information on the Corporation's business, its strategic and operational business plans, its corporate objectives, its operating performance, its corporate governance philosophy and its financial position. They also meet individually with members of senior management. The Board further ensures that director nominees fully understand the role of the Board and its Committees and the contributions that individual directors are expected to make.

Continuing Education Presentations are made by Management and outside consultants to the Board from time to time to educate and keep Board members informed of changes within the Corporation and of regulatory and industry requirements and standards.

In 2016, Board members were provided with the following continuing education tools and activities:

- Training session by a consultant on stock market trends and key performance indicators;
- Training session on Cybersecurity;
- Training session on Health and Safety;
- Training session on certain hydroelectricity operation challenges;
- Strategic planning working session with executive team, providing an overview of the renewable energy evolution, markets, prices and trends;
- Global membership for the Board of Directors with the Institute of Corporate Directors. This membership ensures that the Corporation's directors benefit from and have access to quality up-to-date information, tools and training; and
- Regular updates provided by the members of the executive team on market evolution, financial and tax development, corporate governance and human resources management.

Ethical Business Conduct

Innergex's Code of Conduct The Corporation has adopted a written Code of Conduct which was updated in 2017 and which applies to each employee, director and officer of the Corporation. The purpose of the Code is to provide guidelines to ensure that the Corporation's reputation for integrity and good corporate citizenship is maintained through the adherence to high ethical standards and compliance thereto by all of those individuals.

The Corporation's Code of Conduct is available on SEDAR at sedar.com and a copy is remitted to all new employees and is made available to all employees via the intranet and upon request to the Secretary.

- ⇒ The Board, through its Corporate Governance Committee, reviews the implementation of and compliance with the Code of Conduct. In this respect, it receives regular reports from the Vice President – Corporate Legal Affairs and Secretary and written declarations as to any complaints received pursuant to the Code of Conduct.
- ⇒ In 2017, we implemented the Innergex EthicLine which provides our team members with a tool to submit anonymous questions or complaints regarding ethical concerns or situation. This tool is supported by a third party provider who runs the hotline and forwards calls and reports received to the Vice-President - Corporate Legal Affairs and Secretary for investigation. The Hotline is available 24 hours a day, seven days a week.

Conflicts of Interest Our Code of Conduct clearly states that directors and officers should avoid and disclose any situation that could potentially create any conflicts of interest. The Board can and does exercise independent judgement. The Board monitors the disclosure of conflicts of interest by directors and ensures that no director will vote or participate in a discussion on a matter in respect of which such director has a material interest.

Fostering Ethical Culture At the Board's request, the employees of the Corporation received training sessions in late 2015 given by the Vice President – Corporate Legal Affairs and Secretary on the Code of Conduct and related policies. Another training session shall be provided by mid-2017. All directors, executive officers and active employees must sign the Code of Conduct. The Board promotes a business environment where employees are encouraged to report malfeasance, irregularities and other concerns. The Board has also adopted a whistle-blowing procedure with respect to the submission by employees of concerns regarding, *inter alia*, questionable accounting or auditing matters and other non-ethical concern and implemented an ethical call-free line of ethic to manage any complaints anonymously if required. Moreover, the Board has implemented an Executive Incentive Recoupment Policy providing for the recoupment of certain incentive compensation paid to senior executive officers under certain circumstances.

Nomination of Directors

The Nominating Committee is responsible for identifying and recommending to the Board suitable nominees for election to the Board.

Recruiting is based on the skills and experience of the candidates in relation with the needs of the Corporation and the adequacy of the time commitment of individuals to the Corporation's matters. To that effect, the Board has developed a skill matrix as further described below.

The Nominating Committee must comply with the Policy Regarding the Representation of Women on the Board.

Each director will have the opportunity of interviewing new candidates and final decisions will be made at Board meetings.

All independent members of the Board are members of the Nominating Committee, namely Jean LaCouture (Chairman), Daniel Lafrance, Richard Laflamme, William Lambert, Dalton McGuinty and Monique Mercier.

The Corporation's Nominating Committee has the responsibility of reviewing the composition of the Board, defining, where appropriate, qualifications for directors and procedures for identifying possible nominees, proposing new nominees for appointment to the Board where applicable and providing orientations to new Board members.

The charter of the Nominating Committee is available on the Corporation's website at www.innergex.com.

Skill Matrix

The Corporate Governance Committee developed a skill matrix to identify the key skills and areas of strength which it believes are important to oversee the business and the growth of the Corporation, guide Management and properly manage the risks the Corporation is facing.

The skill matrix is used by the Board as an additional tool to review the appropriateness of the composition of the Board, to identify potential new candidates for appointment to the Board, based on their skills and experience to complement the current skills and experience mix of the Board. In addition to the key skills and experience identified in the skill matrix, members of the Board are selected based on their good business judgement, high level of integrity, honesty, firm commitment to the interests of all shareholders and availability to devote sufficient time to their duties as a Board member.

The table on the right illustrates, for each skill and experience, the current skills and experience mix of the Nominees to the Board. The use of the skill matrix may also serve as a guide for the Corporate Governance Committee to identify specific development needs of each Board member and of the Board as a whole.

	Jean La Couture	Nathalie Francisci	Richard Gagnon	Daniel Lafrance	Michel Letellier	Dalton McGuinly	Monique Mercier
Skills / Experience							
Public Board	3	2	2	2	3	2	3
Renewable Power Industry	3	2	1	2	3	2	2
Audit / Financial	3	2	2	3	3	2	2
Human Resources / Compensation	3	3	3	2	2	2	3
Operations / Maintenance / Construction / Engineering	2	1	1	2	2	2	1
Health & Safety	2	2	2	2	2	2	1
Environment / Permitting	2	1	1	2	2	2	1
Regulatory & Public Affairs / Communication	2	2	3	2	2	3	2
Investment Banking / Financing	2	2	2	3	3	1	2
Compliance / Legal	2	2	2	2	2	2	3
Mergers and Acquisitions	2	2	2	3	3	1	3
Strategic Planning	2	2	3	3	3	2	2
Geographical Experience							
British Columbia	2	1	3	3	3	2	3
Ontario	2	2	3	3	2	3	2
Québec	3	3	3	3	3	2	3
USA	2	1	1	2	2	1	2
Other markets	2	1	1	1	2	2	1

Legend: 1: Nominee having no or minimal skills, experience or knowledge of this field; 2: Nominee having general skills, education or experience in this field, without being an expert or a professional thereof; 3: Nominees having great knowledge, experience or being expert or specialized in this field or market.

Director Term Limits and Other Mechanisms of Board Renewal

The Charter of the Board of Directors provides that any director who has reached 72 years of age or has served on the Corporation's Board for a period of 15 years or more (the "**Retirement Time**") must tender his resignation to the Board on or before February 1, following the occurrence of the Retirement Time. The Board may, at its discretion, decide to accept the resignation or offer such director to continue to sit on the Board beyond the Retirement Time. These limits do not apply to a director who is also a member of the Corporation's Management.

Policies Regarding the Representation of Women on the Board

The Corporation adopted a written policy relating to the identification and nomination of women directors. The purpose of its Policy Regarding Representation of Women on the Board is to foster gender diversity on the Board of Directors when identifying and selecting new candidates for election to the Board.

The Nominating Committee is responsible for identifying and assessing potential candidates for nomination to the Board of Directors of the Corporation. To that effect, (i) in order to fill any vacancies created at the Board level, the best potential available candidates are identified, assessed and selected in order to enrich the Board with complementary skill sets and experience as identified in the Corporation's Skill Matrix and (ii) in order to increase the number of women on the Board of Directors when identifying and assessing potential new candidates to fill any vacancies, the Nominating Committee will strive to ensure that at least 50% of the final potential new candidates to be recommended for consideration by the Board of Directors are women.

The Nominating Committee reports to the Board with respect to the process of identification and selection of new candidates in order to ensure that the Policy is implemented effectively. The effectiveness of the Policy has not been measured. The Corporation does not believe that targets are the right approach and, accordingly, the Corporation has not adopted a target.

Consideration Given to the Representation of Women in Executive Officer Appointments

The Corporation values diversity of gender, ethnicity, nationality and other attributes, and is committed to supporting the increase of women in leadership positions. However, with a view to fostering diversity, the Corporation does not believe that targets are the right approach. The Corporation's first criteria in selecting candidates to an executive position is based on primary considerations such as experience, skill and ability.

However, while neither a written policy nor targets relating to the identification and nomination of women executives have been adopted to date and the emphasis in filling vacancies has been finding the best qualified candidates given the needs and circumstances of the Corporation, a nominee's diversity of gender, ethnicity, nationality, age, experience and other attributes has and will be considered in the assessment of officer nominees.

Number of Women on the Board and in Executive Officer Positions

In 2016, the Corporation had one woman (17%) and five men (83%) sitting on its Board of Directors as independent directors. The Nominees proposed for elections as independent directors at the 2017 Meeting include two women (33%) and four men (67%) and for the whole board, including the independent director, of 29% (two women) and 71% (five men).

The executive officers team is currently composed of two women (16.7%) and 10 men (83.3%). The composition of Management has historically been very stable, with a very low rate of turnover. In the last seven years, only five new executive officers were named, including two women and three men.

Compensation

The process by which the Board determines the compensation of the Corporation's officers and the Compensation Governance are described under section "Compensation of Named Executive Officers" of this Circular.

The process by which the Board determines the compensation of the Corporation's directors and the information on compensation received by the directors of the Corporation is described under section "Compensation of Directors" of this Circular.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Compensation Governance

The Human Resources Committee is responsible for overseeing the Corporation's compensation program on a global basis and making recommendations to the Board on executive compensation and compensation plan matters. In addition, the Committee assesses the overall human resources management of the Corporation, the risks related to compensation as well as succession planning for the President and Chief Executive Officer and all other executive officers of the Corporation. The responsibilities, power and operation of the Human Resources Committee are further described in the Charter of the Human Resources Committee of the Corporation reproduced in Schedule "B" to this Circular.

The members of the Human Resources Committee are Richard Laflamme (Chair), Daniel Lafrance and Dalton McGuinty, all of whom are independent directors within the meaning of Section 1.4 of *Regulation 52-110 Respecting Audit Committees* under the *Securities Act* (Québec). Each Committee member has skills and experience that are relevant to his responsibilities in compensation, talent management, organisational development, leadership, governance and risk management gained by being a director, a current or former senior officer with oversight of compensation decision-making processes, human resources functions or pension plan management and by participating in related education programs.

In 2016, the Human Resources Committee's work included, among other things:

- Setting performance objectives for the Corporation and the President and Chief Executive Officer and evaluating his performance;
- Reviewing the appropriateness of the two comparison groups of the Corporation and making changes thereto;
- Reviewing and adjusting the Corporation's executive compensation program, including base remuneration, short-term and long-term incentives and all other advantages;

- Reviewing and adjusting the remuneration of the directors;
- Reviewing the Corporation's succession planning for the President and Chief Executive Officer and the executive officers including discussions of development plans; and
- Reviewing and assessing the risks associated with the Corporation's compensation policies and practices.

Risk Oversight

The Human Resources Committee reviews and approves the Corporation's compensation policies and practices, taking into account any associated risks. As further described hereunder, the components of compensation include a base salary, a Short-Term Incentive Plan (Performance Bonus) and a long-term equity-based incentive plan made up of the Stock Option Plan (the "**Stock Option Plan**") and the Performance Share Plan. The Board believes that the balanced use of these key components of the compensation program eliminates reliance on any single performance metrics thus mitigating risks related to compensation and ensuring that compensation is aligned with the interests of shareholders. During the review performed for Fiscal 2016, the Committee has not identified any risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

As part of the compensation risk management measures, the Board has implemented, over recent years, compensation governance policies and guidelines such as anti-hedging provisions whereby the Corporation's executive officers and directors are prohibited from purchasing financial instruments relating to the Corporation's common shares, a Recoupment Policy that allows the Board to claw back incentive compensation from executive officers when financial results have to be materially restated or corrected because of executive fraud or misconduct, and minimum shareholding requirements for executives, as further described below under "Other Key Compensation Policies of the Corporation".

Succession Planning

The Human Resources Committee oversees Management's succession planning. At least once a year, the Human Resources Committee reviews the progress, examines any gaps in the succession plan, reviews the development plan of each identified potential successor as well as the different scenarios to efficiently address any emergency replacement events. The Human Resources Committee meets at least once a year with the President and Chief Executive Officer and other officers to review the succession plan and identify the development needs of qualified internal candidates for filling potential future openings in key positions.

Independent Advisors

The Human Resources Committee may hire outside advisors at the expenses of the Corporation in order to assist the Committee in the performance of its duties.

In Fiscal 2015 and 2016, the Human Resources Committee did not retain the services of any compensation consultant.

Comparison Groups

The Corporation uses two comparison groups.

As a tool for benchmarking the Corporation's senior executive compensation, in general the Corporation uses ⇒ the "**Compensation Comparison Group**"

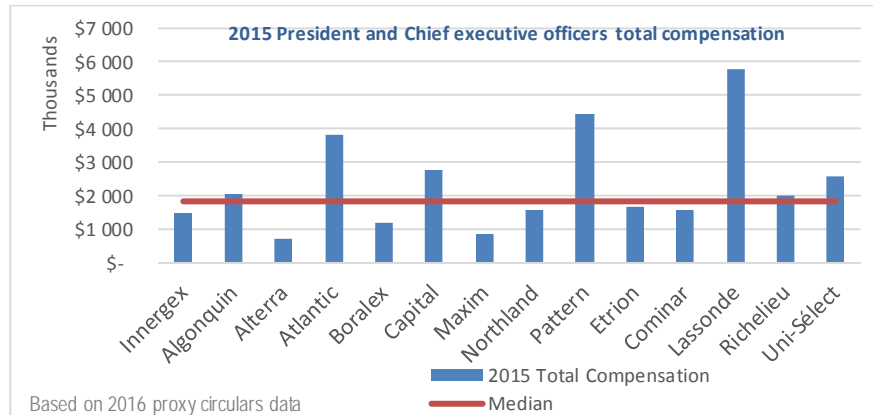
To determine the vesting of a portion of the performance shares rights granted since 2015 based on the ranking of the three-year average total shareholder's return of the Corporation relative to peers, the Corporation uses ⇒ the "**Performance Group**"

⇒ **Compensation Comparison Group** The Corporation uses the Compensation Comparison Group to benchmark the Corporation's senior executive compensation. It is composed of the 13 publicly-traded corporations listed below, which were selected taking into account the industry (with a focus on the Renewable Energy industry), the location with a focus on Québec based head office, the capitalization, the earnings before interest, taxes, depreciation and amortization and the total assets of each. The Compensation Comparison Group's appropriateness is reviewed on an annual basis to ensure that the inclusion criteria and the included corporations are still relevant. The Human Resources Committee reviewed the composition of the Compensation Comparison Group in 2016, which is currently composed of the following entities:

COMPENSATION COMPARISON GROUP

Algonquin Power & Utilities Corp.	Alterra Power Corp.	Atlantic Power Corp.
Boralex Inc.	Capital Power Corporation	Cominar Real Estate Investment Trust
Etrion Corporation	Lassonde Industries Inc.	Maxim Power Corp.
Northland Power Inc.	Pattern Energy Group Inc.	Richelieu Hardware Ltd.
Uni-Sélect Inc.		

The 2015 total compensation of the President and Chief Executive Officer was positioned below the median, as shown in the table on the right, when compared with the total compensation of the corporations composing the Compensation Comparison Group.



⇒ **Performance Group** Beginning in 2015, the Corporation uses the Performance Group in order to link 50% of the performance objectives of the performance share rights granted under the Performance Share Plan to the ranking of the Corporation's total shareholders return ("**TSR**") among the TSR of each of the entities composing the Performance Group over three-year periods. In 2016, it was composed of the 16 publicly-traded entities listed below, including the Corporation, plus the S&P/TSX Composite Index, which were selected since their activities, yield or dividend payment profiles are similar or comparable to those of the Corporation. For consistent comparison purposes, the TSR Performance Group is reviewed on an annual basis prior to each performance share right grant to ensure that the entities or indexes included are still relevant. The sole change to the Performance Group made in 2016 was adding Fortis Inc. since Capstone Infrastructure Corp. ceased to be a reporting issuer. See the Performance Share Plan section for more details on each grants, the performance targets and on the calculation of the TSR and of the ranking.

PERFORMANCE GROUP			
Algonquin Power & Utilities Corp.	Brookfield Renewable Energy Partners L.P.	Fortis Inc.	Pattern Energy Group Inc.
Alterra Power Corp.	Capital Power Corporation	Innervex Renewable Energy Inc.	S&P/TSX Composite Index
Atlantic Power Corp.	Cominar Real Estate Invest. Fund	Maxim Power Corp.	TransAlta Renewables Inc.
Boralex Inc.	Emera Incorporated	Northland Power Inc.	Valener Inc.

Compensation Program Framework at a glance

Through its executive compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, it seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives and to motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's short and long-term success. It also seeks to align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value and preserve a stable dividend while building for the future. Accordingly, the Compensation Programs of the Corporation includes a mix of the following components, which are discussed further in the pages noted.

Base Salary (page 26)

- Fixed Compensation reviewed annually
- Based on skills, experience, role and responsibilities
- Competitive to attract and retain talented and experienced executives

Performance Bonus (Annual Incentive)(page 26)

- Performance bonuses, not guaranteed at risk variable compensation to motivate successful achievement of annual performance objectives
- Based mainly on the overall performance of the Corporation and partially on individual performance the weighing is as follows:
 - 35% to 37.5% based on a financial measure
 - 35% to 37.5% of the performance objectives are aligned with long term growth: the development objectives
 - 25% to 30% on personal objectives

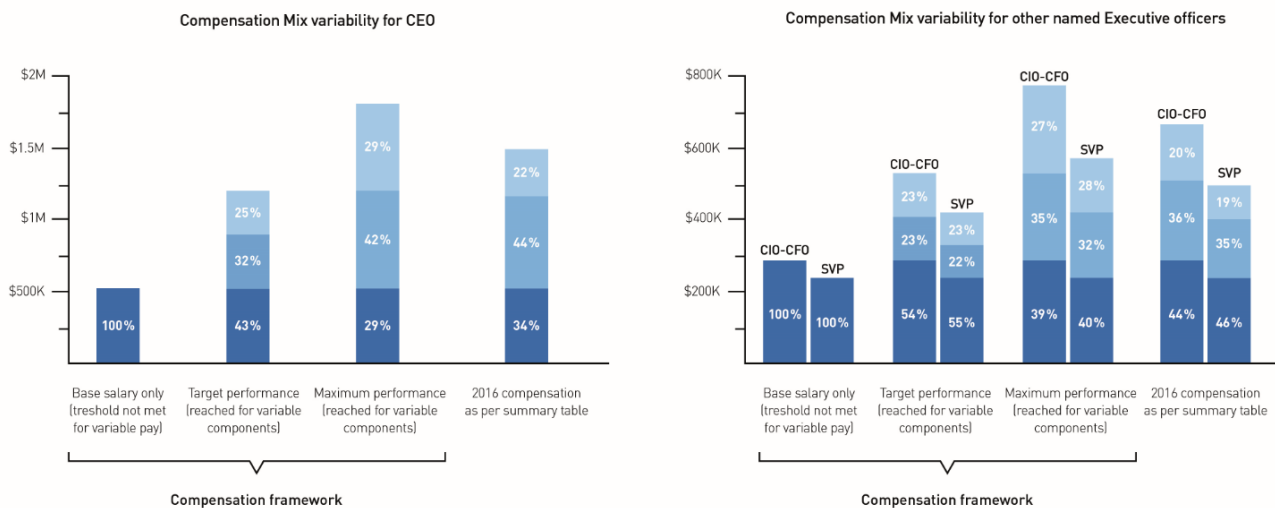
Equity based Incentive Plans (page 29)

- Composed of a mix of a Stock Option Plan and a non-dilutive Performance Share Plan which are both variable and at risk compensations
- To align interest of executive with value creation for shareholder on a long term basis
- Stock options value is linked to the Common Share price appreciation vesting over a 4-year period for options
- Rewards of the Performance shares are based on a financial measure: a combination of both an absolute target shareholders return and a relative one (the ranking of the TSR of the Corporation among its Performance Group) over a 3-year period

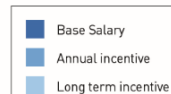
Other Benefits and Perquisites

- Contributions to RRSPs and other perquisites such as car allocation

The compensation program mix between base salary and the variable annual and long-term incentives for Fiscal 2016 for the Chief Executive Officer, the Chief Financial Officer (“CFO”) and the Chief Investment Officer (“CIO”) and for the other Named Executive Officers (“SVP”) the Senior Vice-President:



- ⇒ At least 38% of the target 2016 CEO compensation mix (33% for the other NEOs) is aligned with long-term growth; namely 35% to 37.5% of the Annual Incentive (the development objectives of the Performance Bonus) and 100% of the long-term incentives.
- ⇒ At least 38% of the target 2016 CEO compensation (33% for the other NEOs) is based on financial measures such as the adjusted payout ratio, total shareholder return and common share value.



Summary Table

The following table presents information regarding the compensation earned in Fiscal 2014, 2015 and 2016 by the President and Chief Executive Officer of the Corporation, the Chief Financial Officer of the Corporation and the other three most highly compensated executive officers of the Corporation as of December 31, 2016 (the “Named Executive Officers or “NEO”).

FISCAL YEAR	SALARY (\$)	SHARE-BASED AWARDS (\$) ⁽¹⁾	OPTION-BASED AWARDS (\$) ⁽²⁾	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$)		PENSION VALUE (\$)	ALL OTHER ⁽⁷⁾⁽⁸⁾ COMPENSATION (\$)	TOTAL COMPENSATION (\$)
				ANNUAL INCENTIVE PLANS ⁽³⁾	LONG-TERM INCENTIVE PLANS			
MICHEL LETELLIER President and Chief Executive Officer								
2016	516,390	283,740	41,500	653,046	–	–	12,685	1,507,361
2015	503,500	321,694	–	638,514	–	–	12,465	1,476,173
2014	475,000	193,974	61,845	450,528	–	–	12,135	1,193,482
JEAN PERRON Chief Financial Officer								
2016	289,514	108,617	17,250	219,027 ⁽⁴⁾	–	–	12,685	647,093
2015	281,207	125,511	–	209,366	–	–	12,465	628,549
2014	265,290	74,945	24,225	177,468	–	–	12,135	554,063
JEAN TRUDEL Chief Investment Officer								
2016	282,634	108,617	17,250	248,403 ⁽⁵⁾	–	–	12,685	669,589
2015	274,525	125,511	–	210,568	–	–	12,465	623,069
2014	254,190	74,945	24,225	170,475	–	–	12,135	535,970
FRANÇOIS HÉBERT Senior Vice President – Operations and Maintenance								
2016	247,575	86,186	12,500	172,694	–	–	12,070	531,025
2015	241,395	97,483	–	166,997	–	–	12,070	517,945
2014	231,000	58,889	18,240	144,158	–	–	11,550	463,837
PETER GROVER Senior Vice President – Wind and Solar Projects Management								
2016	223,154	86,186	12,500	180,660 ⁽⁶⁾	–	–	11,162	513,662
2015	217,584	97,484	–	147,696	–	–	10,879	473,643
2014	209,720	58,889	18,240	130,165	–	–	10,486	427,500

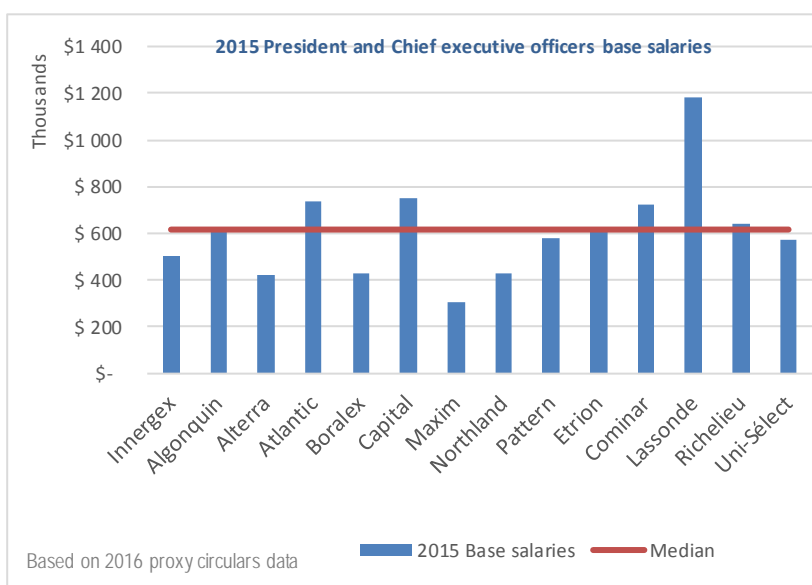
- (1) For valuation purposes, (i) the value of the performance share rights (“PSR”) granted under the Performance Share Plan is based on the volume weighted average trading price of the Common Shares on the TSX for the 5 trading days immediately preceding each grant, which was \$10.01 for the Fiscal 2014 grant and \$11.88 and \$12.68 for the Fiscal 2015 grants (further to a decision of the Board, an additional PSR grant was made for Fiscal 2015, on March 2, 2016 to replace the Option Based Awards included in the 2015 Compensation Plan but which were not granted) and \$12.68 for the Fiscal 2016 grant; (ii) the number of performance shares earned pursuant to a PSR may increase or decrease depending on whether or not the performance targets are reached or exceeded. For Fiscal 2014, the performance targets are based on the average total shareholder return (“TSR”) of the year of the grant and the two following years, while the Fiscal 2015 and 2016 performance targets are based on a combination of the average TSR of the year of the grant and the two following years and the ranking of the Corporation within the Performance Group, as defined under section “Comparison Group” of this Circular. The number of performance shares allocated in this table for Fiscal 2014 represents a fair estimate of the potential vesting thereof and is based on the average of the TSR of the year of the grant (which equals 11.1 % for 2014) and the target TSR for the two following years of each such grants. For Fiscal 2015 and 2016, the target number of PSR granted represents a fair estimate of the potential vesting of such grants. See the Performance Share Plan section for more details on each grants, the performance targets and on the calculation of the TSR. These amounts do not constitute cash amounts received by the Named Executive Officers. It is an at-risk value. See the Equity-Based Incentive Plan sections.
- (2) All stock option values are based on the Black-Scholes model, for valuation purposes, which establishes a value of \$0.57 and of \$1.34 per option granted during Fiscal 2014 and Fiscal 2016 respectively. The Black-Scholes valuation methodology is used to value stock options because it is the predominant methodology in the marketplace. No stock options were granted in Fiscal 2015, the Board replaced the 2015 stock options awards by a PSR grant of an approximately equivalent value made in Fiscal 2016 year and earned as part of the Fiscal 2015 Compensation Plan.
- (3) Amounts are paid in the fiscal year following the fiscal year for which they were earned. The Annual Incentive Plan amounts disclosed herein therefore relate to bonuses earned in Fiscal 2016 and paid in the Fiscal 2017 year. See “Performance Bonus” below.
- (4) Jean Perron elected to receive \$150,000 of his Annual Incentive Plan amount in the form of DSUs.
- (5) This amount includes a special bonus of \$25,000 awarded to Jean Trudel for his contribution to the expansion of the Corporation in the French market.
- (6) This amount includes a special bonus of \$25,000 awarded to Peter Grover for his contribution to the expansion of the Corporation in the French market and for his management of the construction activities and commissioning activities of the Mesgi’g Ugnu’s’n (MU) Wind Farm.
- (7) The Corporation has made contributions to the registered retirement saving plans (“RRSP”) of, and on behalf of, each of the Named Executive Officers. The Corporation matches the employee’s contribution to his RRSP up to an amount of 5% of his salary, subject to a maximum of 50% of the maximum RRSP contribution limit under the *Income Tax Act*.
- (8) The value of perquisites awarded to each Named Executive Officer in Fiscal 2016 was less than \$50,000 or 10% of the total of their respective salaries and annual incentive plans.

Compensation Discussion and Analysis

Base Salary

The Corporation's approach is to pay its executives a base salary that is competitive with those of other executive officers in comparable organisations in the renewable energy industry or comparable industries, such as those listed in the Compensation Comparison Group. The Corporation believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward executives for their overall performance. The Compensation Comparison Group is also used to ensure that the base salary of its executive officers is reasonably positioned within the Compensation Comparison Group, as shown in the table below, without, however, targeting any remuneration level against the Compensation Comparison Group.

On an annual basis, the President and Chief Executive Officer reviews the base salary of each executive and suggests adjustments as required, in accordance with certain criteria including, without limitation, (i) past salary, (ii) changes in the compensation for comparable companies such as those listed in the Compensation Comparison Group and (iii) changes in the duties and responsibilities to ensure the compensation remains competitive and is commensurate with the responsibilities of the position and individual performance. The President and Chief Executive Officer typically suggests adjustments to the Human Resources Committee which analyses the suggestions based on the Corporation's approach to executive compensation and makes its own recommendations to the Board. In



November 2015, considering all these criterias, the Board authorized an approximate 3% increase in the base salary of the President and Chief Executive Officer, from \$503,500 to \$516,390, and between 3% to 4% increase to the other Named Executive Officers, effective as of January 1, 2016.

Performance Bonus

In 2016, the executive officers of the Corporation had the opportunity to earn an annual bonus based mainly (70% to 75%) on the overall performance of the Corporation and partially (25% to 30%) on individual performance; performance bonuses are not guaranteed and are at risk compensation. In 2015, individual target bonuses of the Named Executive Officers were reviewed and adjusted by the Board considering that the level of the short term incentive for the executive officers of the Corporation was in general below market level and of the Compensation Comparison Group. The adjustments made in 2015 are showed in the table to the right and no changes were made to those levels in 2016.

Named Executive Officers	Target			Maximum		
	2014	2015	2016	2014	2015	2016
Michel Letellier	60%	75%	75%	120%	150%	150%
Jean Perron Jean Trudel	40%	45%	45%	80%	90%	90%
François Hébert Peter Grover	35%	40%	40%	75%	80%	80%

For Fiscal 2016, the Human Resources Committee recommended, and the Board authorized, a performance bonus to executive officers based on the following 2016 Corporate Objectives and on additional considerations:

OPERATION OBJECTIVES

WEIGHTING: 35% for the President and Chief Executive Officer and 37.5% for all other Named Executive Officers

Two-year average target adjusted payout ratio of 102% for Fiscal 2015 and 2016

☑ Outperformed, the actual result of 88% was better than anticipated, mainly due to earlier contribution from Tretheway Creek, greater revenues from the hydro sector and Miller Creek and lower general and administrative expenses

The adjusted payout ratio is not a recognized measure under International Financial Reporting Standards (“IFRS”) and therefore may not be comparable with those presented by other issuers. It is calculated as the dividends declared on Common Shares over the following:

Cash flows from operating activities before changes in non-cash operating working capital items, less (i) maintenance capital expenditures net of proceeds from disposals, (ii) scheduled debt principal payments and (iii) preferred share dividends declared. It also subtracts the portion of free cash flow attributed to non-controlling interests regardless of whether an actual distribution to non-controlling interests is made in order to reflect the fact that such distribution may not occur in the period the free cash flow is generated, and adds back cash receipts by the Harrison Hydro L.P. for the wheeling services to be provided to other facilities owned by the Corporation over the course of their PPAs.,

adjusted by:

- transaction costs related to realized acquisitions (which are financed at the time of the acquisition), and
- realised losses (gains) on derivative financial instruments used to hedge the interest rate on project-level debt prior to securing such debt or the exchange rate on equipment purchases.

Focus on the payout ratio is important for the Corporation and therefore represented in 2016 35% to 37.5% of the performance bonus of the Named Executive Officers. The application of this measure is carefully considered by the Human Resources Committee to take into account situations that may have an unusual positive or negative impact on this calculation. This may result in certain positive or negative items to be added or excluded from the final calculation to arrive at the adjusted payout ratio after such items would have been approved by the Audit Committee of the Corporation. In addition, the bonus calculation is based on the adjusted payout ratio achieved in the last two completed fiscal years. Free cash flow is also a non-IFRS measure and is discussed in the Corporation’s MD&A.

DEVELOPMENT OBJECTIVES

WEIGHTING: 35% for the President and Chief Executive Officer and 37.5% for all other Named Executive Officers

1. Achievement of important milestones for the projects under construction on time and on budget:

- | | |
|--|--|
| <ul style="list-style-type: none"> ▪ Complete 90% of civil engineer work for Upper Lilloet River Project | <p>☑ Outperformed, 99% of civil engineer work was completed. Moreover, 100% of the transmission line and 75% of electro-mechanic work were completed</p> |
| <ul style="list-style-type: none"> ▪ Complete 80% of civil engineer work for Boulder Creek Project | <p>☑ Achieved, 80% of civil engineer work was completed. Moreover, 100% of the transmission line and 90% of electro-mechanic work were completed</p> |
| <ul style="list-style-type: none"> ▪ Achieve commercial operation of Big Silver Creek on time and on budget | <p>☑ Outperformed, commercial operation began one month earlier than expected and on budget</p> |
| <ul style="list-style-type: none"> ▪ Achieve commercial operation of Mesqi’g Ujuj’s’n on time and on budget | <p>☑ Achieved partially, commercial operation began a month later than expected but below budget</p> |

2016 CORPORATE OBJECTIVES ⁽¹⁾	RESULTS
2. Development of prospective projects portfolio and acquisitions and operation and Health and Safety activities	
<ul style="list-style-type: none"> ▪ Actions to develop prospective projects portfolio and acquisition ▪ Project financing: Refinance Stardale project financing at better rate and leverage ▪ Establish an action plan to complete implementation of formal priority processing control system for Health and Safety Compliance. 	<ul style="list-style-type: none"> ☑ In February 2016, completed the acquisition of the 16 MW Walden North hydroelectric facility located in British Columbia ☑ In April 2016, completed the acquisition of seven wind farms in France with an installed capacity of 86.8 MW plus a commitment to acquire the 44 MW Yonne Project ☑ In December 2016, completed the acquisition of two wind farms in France of a capacity of 24 MW ☑ Achieved in first quarter of 2016. ☑ Achieved, the action plan has been established.

2016 CORPORATE OBJECTIVES ⁽¹⁾	RESULTS
PERSONAL OBJECTIVES	
WEIGHTING : 30% for the President and Chief Executive Officer, 25% for all other Named Executive Officers	
At the beginning of each year, each Named Executive Officer meets with the President and Chief Executive Officer to set his individual objectives for the year, specific for his sector, while the President and Chief Executive Officer meets with the Human Resources Committee for his own objectives, which are approved by the Board of Directors. Such objectives include qualitative and quantitative elements necessary to be accomplished during the current year to reach the short and long-term objectives of the Corporation.	

(1) Capitalized terms relating to projects in this table have the same meanings as the ones assigned to them in our Annual Information Form available on sedar.com

As reflected in the break-down provided above, bonuses are primarily based upon the performance of the Named Executive Officers for their involvement in the successful achievement by the Corporation of its objectives for the year. However, it is important to note that at least 35% of these objectives for the year are aligned toward long-term value creation and growth through the development objectives. The primary objective of the Corporation's bonus payments is to motivate and reward its Named Executive Officers for meeting the Corporation's yearly objectives using a performance-based compensation program. At least 35% of the bonus is linked to specific pre-determined financial objectives. The Corporation does not believe that it is possible to specifically quantify every important aspect of executive performance in a pre-determined objective goal. For example, the extent of the actions to realize value of the prospective projects portfolio may become a more important objective of the executive team if a request for proposals is launched by a governmental authority during the year or the priority may differ if an interesting acquisition opportunity is pursued by the Corporation. Such events may occur after the Corporation has established the executives' performance goals for the year and may require its executives to focus their attention on different or other strategic objectives.

At least 35% of short-term incentives (bonuses) are aligned with long-term value creation and growth. Innergex's development objectives consist in building now for the future.

At least 35% of the short-term incentives is based on a financial measure.

UPCOMING CHANGES FOR 2017: ADDITION OF A NEW FINANCIAL MEASURE
Starting in 2017, an additional financial measure was added to the corporate objectives to measure the growth activities based on the growth of the adjusted EBITDA. Therefore, the structure of the bonus calculation was changed to the following:
<u>2017 Bonus Allocation</u>
25% based on the payout ratio
25% based on the growth of the adjusted EBITDA
30% based on the development and operation activities
20% based on personal objectives

Equity-Based Incentive Plan

The Equity-Based Incentive Plan of the Corporation is composed of a mix of the Stock Option Plan and the Performance Share Plan. It is composed of the Stock Option Plan of the Corporation and a non-dilutive Performance Share Plan with grants of performance share rights on an annual basis, with a three-year vesting period and conditional, *inter alia*, upon realization of pre-determined financial objectives based on total shareholder return.

The implementation of this dual Equity-Based Incentive Plan has had an impact on the number of options granted since the Fiscal 2012; grants under both plans are considered together as the Equity-Based Incentive Plan of the Corporation. Grants under the Stock Option Plan and the Performance Share Plan are recommended on a yearly basis by the Human Resources Committee to the Board, which ultimately has the responsibility of awarding grants under both plans. When new grants are considered, previous grants are used for reference purposes only and do not bind the Board.

From Fiscal 2012 until the end of 2014, the annual maximum levels for stock options and performance share rights granted to Named Executive Officers were set as follows:

TITLE	MAXIMUM LEVEL OF STOCK OPTIONS	MAXIMUM LEVEL OF PERFORMANCE SHARE RIGHTS
President and Chief Executive Officer	From 0 to a maximum of 3 times the base salary	From 0 to a maximum of 3 times the base salary
Chief Financial Officer and Chief Investment Officer	From 0 to a maximum of 2 times the base salary	From 0 to a maximum of 2 times the base salary
Senior Vice President	From 0 to a maximum of 1.5 times the base salary	From 0 to a maximum of 1.5 times the base salary

In 2014, this dual Equity-Based Incentive Plan was further adjusted considering that the historical Black-Scholes value allocated to stock options was very low mainly due to the fact that the Corporation distributes a stable dividend, and it therefore takes many stock options to equal one performance share right (“PSR”) while stock options are dilutive and performance share rights are not.

In 2014, it was decided that the Equity-Based Incentive Plans grants would be gradually balanced according to the following guidelines:

- Yearly target grants under both plans on a combined basis will be equal to 60% of the base salary of the Chief Executive Officer and from 40% to 50% for the Named Executive Officer.
- The portion of stock options will be gradually decreased in favor of proportionally increasing in value the target number of performance share rights allocated to each Named Executive Officer as showed in the table to the right.

2014 – EQUITY-BASED INCENTIVE PLANS BALANCING			
CEO EQUITY BASED INCENTIVE PLAN	PROPORTION OF BASE SALARY		
	2014	2015	2016
Stock Options	13%	8%	5%
PSR	39%	52%	55%
Total	60%	60%	60%

In Fiscal 2015, the Board did not grant options as initially planned in the 2015 Compensation Plan and decided to replace such grant with an additional performance shares rights grant equivalent value of the options not granted. Therefore, the Equity-Based Incentive Plans balancing was modified as showed in the table to the right.

NEW EQUITY-BASED INCENTIVE PLANS BALANCING				
CEO EQUITY BASED INCENTIVE PLAN	PROPORTION OF BASE SALARY			
	2014	2015	2016	2017
Stock Options	13%	0%	8%	5%
PSR	39%	60%	52%	55%
Total	60%	60%	60%	60%

Grants under the Stock Option Plan and the Performance Share Plan are recommended by the Human Resources Committee on a yearly basis to the Board, which ultimately has the responsibility of awarding grants under both plans.

Stock Option Plan

The Corporation's granting of options to purchase Common Shares to its executive officers is a method of compensation which is used to attract and retain executives, to provide an incentive to participate in the long-term development of the Corporation and to increase shareholder value.

A description of the Stock Option Plan follows:

Adopted	December 3, 2007 in connection with the Corporation's initial public offering.		
Administration	The Stock Option Plan is administered by the Board.		
Eligibility	Employees, officers, directors and certain consultants of the Corporation and its subsidiaries.		
Award	Options to buy Common Shares.		
Exercise Price	Options granted under the Stock Option Plan have an exercise price (the " Exercise Price ") of not less than the market price of the Common Shares at the date of grant of the option, calculated as the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the date of grant (the " Market Price "). Except for the December 6, 2007 grant, which was equal to the offering price of the Corporation's initial public offering, the Exercise Price of all options granted under the Stock Option Plan as of today equals the Market Price at the time of the grant.		
Common Shares Issuable	A maximum aggregate of 4,064,123 Common shares representing approximately 3.75% of the issued and outstanding Common Shares as at March 31, 2017 may be subject to options granted under the Stock Option Plan.		
Historical total number of stock options granted to executive officers as well as the grant dates and the exercise price of each grant		TOTAL STOCK OPTIONS GRANTED	
	GRANT DATES		EXERCISE PRICE
	December 6, 2007	1,410,000	\$11.00
	June 23, 2010	808,024	\$8.75
	November 18, 2011	835,420	\$9.88
	November 16, 2012	417,000	\$10.70
	November 5, 2013	397,000	\$9.13
	November 21, 2014	397,000	\$10.96
	August 12, 2016	125,748	\$14.65
Options history and status	<ul style="list-style-type: none"> • Aggregate total stock options granted since inception of the Plan • Aggregated exercised options since inception of the plans • Aggregated number of options cancelled since inception of the plans • Options currently under grant • Options available for future grants 	<p>4,390,192</p> <p>196,904</p> <p>735,856</p> <p>3,457,432 representing approximately 3.19% of the issued and outstanding Common Shares</p> <p>409,787</p>	
Limits	<p>The number of Common Shares issuable to non-executive directors of the Corporation under the Stock Option Plan or any other securities-based compensation arrangement of the Corporation cannot at any time exceed 1% of the issued and outstanding Common Shares.</p> <p>The number of Common Shares issuable to insiders of the Corporation, at any time, under the Stock Option Plan and any other securities-based compensation arrangement cannot exceed 10% of the issued and outstanding Common Shares.</p>		
Vesting	The options granted under the Stock Option Plan vest in four equal amounts on a yearly basis over the four years following the grant date. The options granted on June 23, 2010 vested in five equal amounts on a yearly basis over the five years following the grant date.		

Term, Expiry	<p>Options must be exercised during a period established by the Board, which may not be greater than ten years after the date of grant.</p> <p>Any Common Shares subject to an option that expires or terminates without having been fully exercised may be made the subject of a further option.</p> <p>If the date on which an option expires occurs during or within 10 days after the last day of a black out period under a black out policy of the Corporation, the expiry date of the option will be the last day of such 10-day period.</p>
Financial Assistance and in lieu exercise	<p>No financial assistance is provided under the Stock Option Plan to help option holders' exercise their options.</p> <p>If approved by the Board, in lieu of paying the Exercise Price for the Common Shares to be issued pursuant to an exercise, the option holder may elect to acquire the number of Common Shares determined by subtracting the Exercise Price from the Market Price of the Common Shares on the date of exercise, multiplying the difference by the number of Common Shares in respect of which the option was otherwise being exercised and then dividing that product by such Market Price of the Common Shares.</p>
Termination	<p>If the employment of an option holder is terminated for cause, options not then exercised terminate immediately.</p> <p>If an option holder dies or becomes, in the determination of the Board, permanently disabled, vested options at the time of death or permanent disability may be exercised, as the case may be, for a period of six months or one year after the date of death or permanent disability.</p> <p>If an option holder's employment or directorship ends for reasons other than by reason of death, permanent disability or termination for cause, vested options at the time of such termination may be exercised for a period of 90 days after such termination.</p> <p>The Stock Option Plan contains mechanisms to satisfy the Corporation's payment of payroll deductions obligations upon the exercise of an option even if the option holder is no longer at the employment of the Corporation at the time of exercise of the option.</p> <p>The limitations set forth above are subject to waiver by the Board, at its discretion, provided that the Board will not, in any case, authorize the exercise of an option after its applicable expiry date.</p>
Amendment, suspension or termination of the Stock Option Plan	<p>The Board may amend, suspend or terminate the Stock Option Plan or the term of any outstanding option at any time, provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange or, if the amendment, suspension or termination materially prejudices the rights of any option holder, the consent of that option holder.</p> <p>Furthermore, the Board may not, without the consent of the shareholders, make amendments to the Stock Option Plan for any of the following purposes:</p> <ul style="list-style-type: none"> (i) to increase the maximum number of Common Shares that may be issued pursuant to options granted under the Stock Option Plan; (ii) to reduce the Exercise Price of the options to less than the Market Price; (iii) to reduce the Exercise Price for options for the benefit of an insider, as that term is defined under the Stock Option Plan; (iv) to extend the expiry date of options for the benefit of an insider, as that term is defined under the Stock Option Plan; (v) to increase the maximum number of Common Shares issuable to non-executive directors or insiders; and (vi) to amend the provisions of the Plan relating to what the Board cannot amend without shareholder approval.
Change of Control	<p>In the event of a proposed change of control (as that term is defined under the Stock Option Plan), the Board may accelerate the vesting period of outstanding options. Options granted pursuant to the Stock Option Plan may not be assigned or transferred, with the exception of an assignment made to certain permitted assigns, including a trustee, custodian or administrator acting on behalf of the participant, a holding entity of the participant and the spouse of the participant.</p>

Changes in Capital Structure	The Stock Option Plan and individual option terms and conditions are subject to adjustment in the event of a subdivision, consolidation or certain distributions of Common Shares and upon a capital reorganization, reclassification or change of the Common Shares, a corporate reorganization or combination of the Corporation with another corporation or a sale, lease or exchange of all or substantially all of the assets of the Corporation.
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Performance Share Plan

The goal of the Performance Share Plan is to motivate the executive officers to create long-term economic value for the Corporation and its shareholders. This portion of the Equity-Based Incentive Plan focuses executive officers on delivering business performance over the next three years against the total shareholder value. The award is paid out at the end of the three years, depending on how well the Corporation performed against targets set at the beginning of the three-year period.

A description of the Performance Share Plan follows:

Implemented	Effective as of January 1, 2012.
Administration	The Performance Share Plan is administered by the Board.
Eligibility	Employees and officers of the Corporation.
Award	The Human Resources Committee recommends to the Board the number of performance share rights to be granted, changes to the plan and establishes the performance objectives to be achieved, which are approved by the Board of Directors of the Corporation.
Vesting	The vesting date of the performance share rights is determined on the grant date which shall not exceed three (3) years thereafter. The payouts are made in shares, so the value goes up or down based on stock price performance from the beginning of the grant. On the vesting date, each performance share right entitles its holder to one Common Share of the Corporation with all the reinvested dividends accrued thereon from the grant date, such dividend being either paid in cash, in shares or in a combination of both at the sole discretion of the Corporation.
Dilution	The Performance Share Plan is not dilutive with respect to the issued and outstanding shares of the Corporation, in that performance shares are settled in Common Shares of the Corporation purchased on the secondary market.
Assignment and Transfer	Performance share rights are not transferable or assignable.
Termination	<p>Unless the Human Resources Committee decides otherwise, the performance share rights granted expire upon the termination of employment of their holder for any reason whatsoever except for involuntary termination of employment without cause (“Termination Without Cause”), death, retirement or permanent disability.</p> <p>If the performance share rights holder retires, deceases, becomes disabled or in the event of Termination Without Cause prior to the vesting date, he or his estate is entitled, on such vesting date, to a number of performance share rights in proportion to the number of days between the grant date and his Termination Without Cause, retirement, death or permanent disability date and the total number of days between the grant date and the vesting date of the performance share rights.</p>
Change of Control	In the event of a change of control of the Corporation, the Board may decide, to the extent that the Board considers necessary or equitable, the manner in which all the performance share rights which are not yet vested shall be dealt with, including, without restriction, accelerating their vesting and deeming that the performance objectives have been achieved.
Changes in Capital Structure	The Performance Share Plan and individual grant terms and conditions are subject to adjustment in the event of a split, consolidation or certain distributions of Common Shares and upon a capital reorganization, reclassification or change of the Common Shares, a corporate reorganization or combination of the Corporation with another corporation or a sale, lease or exchange of all or substantially all of the assets of the Corporation. Other than to reflect changes in capital structure, no other adjustments are allowed to the terms and conditions of a grant made under the Performance Share Plan.

The following tables summarize the historical performance share right grant dates for Year 2014, 2015 and 2016, the number of performance share rights (identified below as “PSRs”) granted to each Named Executive Officers each such year and the performance objectives thereof:

YEARS	GRANT DATES	VESTING DATES	TARGET # OF PSR GRANTED		
			Michel Letellier	Jean Perron Jean Trudel	François Hébert Peter Grover
2014	April 27, 2014	Dec. 31, 2016	18,100	7,000	5,500
2015	March 2, 2015	Dec. 31, 2017	23,059	8,918	7,007
	March 2, 2016	Dec. 31, 2018	3,766	1,543	1,123
2016	March 2, 2016	Dec. 31, 2018	22,377	8,566	6,797

PERFORMANCE OBJECTIVES – GRANT OF APRIL 27, 2014

WEIGHTING	TRIGGER	TARGET	MAXIMUM
100% of the grant	If TSR ⁽¹⁾ over 6% and lower than 10%: 60% to 99%	If TSR ⁽¹⁾ equals 10%: 100%	If TSR ⁽¹⁾ over 10% up to and including 18%: 101% to 150%

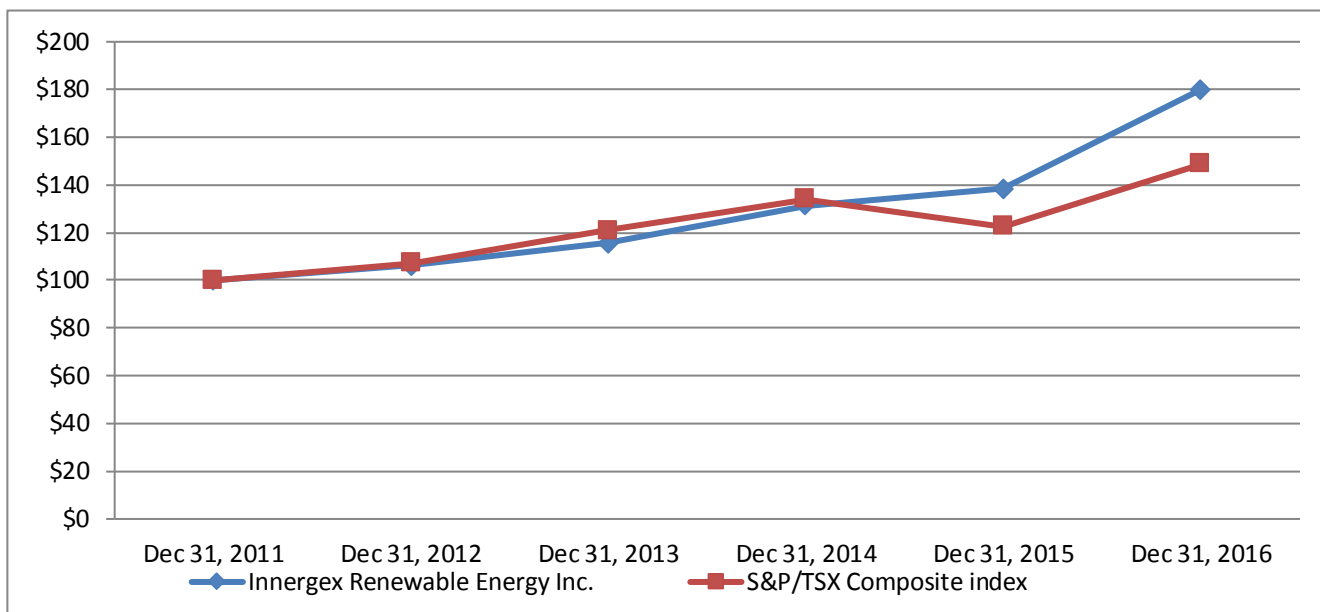
PERFORMANCE OBJECTIVES - GRANTS OF MARCH 2, 2015 ⁽²⁾ AND OF MARCH 2, 2016

WEIGHTING	TRIGGER	TARGET	MAXIMUM
50% of the grant	If TSR ⁽¹⁾ over 5% and lower than 9%: 50% to 99%	If TSR ⁽¹⁾ equals 9%: 100%	If TSR ⁽¹⁾ over 9% up to and including 14%: 101% to 150%
50% of the grant	If ranking R-13 to R-9 ⁽³⁾ : 30% to 86%	If ranking R-8 ⁽³⁾ : 100%	Ranking over R-7 to R-4 or higher ⁽³⁾ : 125% to 200%

- (1) The TSR equals the average of the total annual return during the three-year period beginning on January 1 of the grant year and ending on December 31 of the second following year, being: $TSR\ 3\ years = [TSR\ year\ one + TSR\ year\ two + TSR\ year\ three] / 3$. The TSR for a given year equals: (all reinvested per-share dividends declared on Common Shares during the given year + the variation of the Common Share Price between the end and the beginning of the year) / Common Share Price at the beginning of the year.
- (2) Starting in 2015, the Board of Directors has modified the Performance Share Plan performance objectives in order to align vesting with both absolute and relative TSR objectives. The performance objectives are composed of a mix of two targets: 50% based on the absolute average three-year TSR of the Corporation and the other 50% based on the average ranking of the Corporation TSR within the Performance Group for the same three-year period.
- (3) “R” refers to the ranking position of the Corporation TSR from the 1st to the 16th position within the Performance Group, R-1 being the highest position. The composition of the Performance Group is described on page 22 under the heading “Comparison Groups” of this Circular.

Performance Graph

The following graph compares, over the last five years ending December 31, 2016, the cumulative TSR of the Corporation (based on a \$100 investment at the end of 2011, to the TSR of the S&P/TSX Composite Index (the “Index”) for such period.



	Dec 31, 2011	Dec 31, 2012	Dec 31, 2013	Dec 31, 2014	Dec 31, 2015	Dec 31, 2016
Innergex Renewable Energy Inc.	\$100.00	\$106.19	\$115.66	\$131.30	\$138.50	\$180.05
Annual variation		6.2%	8.9%	13.5%	5.5%	30.0%
S&P/TSX Composite Index	\$100.00	\$107.19	\$121.11	\$133.90	\$122.76	\$148.64
Annual variation		7.2%	13.0%	10.6%	-8.3%	21.1%

The trend set forth in the Performance Graph of the Corporation for the shareholders' return shows an increase in 2012, with a 6.2% gain while the Index increased by 7.2%. In 2013 and 2014, the shareholders' return of the Corporation gained 8.9% and 13.5%, respectively, while the Index increased by 13.0% and 10.6%. In 2015, the aggregate compensation of the Named Executive Officers increased by 17% compared with the Corporations' shareholders return of 13.8% over the TSX being an increase of 5.5% for the Corporation while the Index decreased by 8.3%. In 2016, the Corporation's shareholders' return increased by 30.0% with a gain of 8.9% over the Index while the aggregate compensation of the NEO increased by 4%. The base salary compensations increase of approximately 3 to 4% in Fiscal 2016, which also impacts the level of long term and short term incentive grants which are based on a portion of the salary, mainly explained the increase in the aggregate compensation of the NEO.

Employment Agreements

Each of the Named Executive Officers entered into an employment agreement with the Corporation (the “**Employment Agreements**”) at the time of the Corporation's initial public offering which was completed on December 6, 2007. Each Employment Agreement has an indeterminate term.

The Employment Agreements of the President and Chief Executive Officer, the Chief Financial Officer and the Chief Investment Officer contain change of control arrangements. The overall purpose of these change of control arrangements is to (i) ensure the continued dedication of the executive, notwithstanding the possibility, threat or occurrence of a change of control of the Corporation; (ii) diminish any distraction of the executive resulting from the uncertainties and risks created by a pending or threatened change of control of the Corporation; and (iii) provide the executive with compensation and benefit arrangements upon a change of control of the Corporation that are competitive with those of comparable companies.

Termination and Change of Control Benefits

If the Corporation terminates the employment of a Named Executive Officer without cause, or if one of the President and Chief Executive Officer, Chief Financial Officer or the Chief Investment Officer terminates his employment for Good and Sufficient Reason (as defined hereafter), the Employment Agreements provide that the Corporation must pay the individual the termination and change of control benefits as described in the table below. The severance amount payable to the President and Chief Executive Officer, the Chief Financial Officer or the Chief Investment Officer equals two times his Annual Compensation, as defined in the table below. The severance amount for the other Named Executive Officers equals to one time their respective base salary. The severance amount is payable at the time of the termination of employment and any vested and unvested options held by the Named Executive Officer must be exercised within 90 days of the termination of employment. Good and sufficient reason includes (a) if he is not appointed or reappointed as an executive officer of the Corporation, (b) if the Corporation ceases its activities in the normal course of business, (c) if the Corporation significantly modifies the functions and responsibilities of the executive officer, (d) if the Corporation reduces or fails to pay base salary or other benefits of the executive officer or (e) the employment conditions are modified in a bankruptcy or insolvency context. From the date of such termination, the Corporation is discharged from paying any group insurance premiums, contributions to RRSPs and car allowance for the Named Executive Officer. In addition, if the Corporation terminates the employment of the President and Chief Executive Officer, Chief Financial Officer or the Chief Investment Officer for any reason, other than for cause, within one year following a change of control of the Corporation or if one of them terminates his employment for any reason within one year following a change of control of the Corporation, the Employment Agreements also provide that they will be entitled to the severance payments and the vesting of all outstanding options as described above.

Moreover, in the event of a change of control of the Corporation, pursuant to the Performance Share Plan, the Board may decide, as it considers necessary or equitable, the manner in which all the performance share rights not yet vested shall be dealt with, including, without restriction, accelerating their vesting and deeming achievement of the performance objectives.

The following table shows estimated incremental payments, payables and benefits that are triggered by a termination of employment of the Named Executive Officers in the circumstances described above, with and without a change of control.

NAME	POSITION	CALCULATION FORMULA ⁽¹⁾⁽²⁾	TERMINATION PROVISIONS VALUE	CHANGE OF CONTROL PROVISIONS VALUE
MICHEL LETELLIER	President and Chief Executive Officer	Annual Compensation ⁽³⁾ of \$1,179,589 x 2 Plus \$3,569,696 (value of unexercised in-the-money options ⁽⁴⁾)	\$5,928,874	\$5,928,874
JEAN PERRON	Chief Financial Officer	Annual Compensation ⁽³⁾ of \$523,565 x 2 Plus \$1,659,611 (value of unexercised in-the-money options ⁽⁴⁾)	\$2,706,741	\$2,706,741
JEAN TRUDEL	Chief Investment Officer	Annual Compensation ⁽³⁾ of \$517,887 x 2 Plus \$1,374,791 (value of unexercised in-the-money options ⁽⁴⁾)	\$2,410,565	\$2,410,565
FRANÇOIS HÉBERT	Senior Vice President – Operations and Maintenance	Base Salary of \$247,575 x 1 Plus \$1,395,329 (value of unexercised in-the-money options ⁽⁴⁾)	\$1,642,904	— ⁽⁵⁾
PETER GROVER	Senior Vice President – Wind and Solar Projects Management	Base Salary of \$223,154 x 1 Plus \$1,395,329 (value of unexercised in-the-money options ⁽⁴⁾)	\$1,618,483	— ⁽⁵⁾

- (1) The termination values assume that the triggering event (termination without cause by the Corporation or termination by the Named Executive Officer for good and sufficient reason) occurred on December 31, 2016. The change of control values assume that the triggering event (termination by the Corporation for any reason, other than for cause or termination by the Named Executive Officer for any reason) occurred on December 31, 2016, being within one year of the change of control.
- (2) No change of control provision value is accounted for in the performance share rights as they are subject to the discretion of the Board.
- (3) Annual Compensation includes the Base salary at the time of termination, the performance bonus of the preceding year, car allowance (which was \$12,000 in 2016) and the RRSP contribution.
- (4) All the options granted were in the money as at December 31, 2016, except the grant made on August 12, 2016 at an option exercise price of \$14.65.
- (5) François Hébert and Peter Grover do not have Change of Control Provisions in their employment agreements; therefore, the Calculation Formula only applies to the Termination Provisions Value.

Pursuant to the Employment Agreements, the Named Executive Officers are also subject to non-competition covenants. For the President and Chief Executive Officer, the Chief Financial Officer and the Chief Investment Officer, the non-compete covenant is for a period of 24 months following the termination of their employment, or 12 months if they terminate their employment for Good and Sufficient Reason. For the other Named Executive Officers, it is for a period of 12 months following the termination, for any reason. The Employment Agreements also include non-solicitation covenants of the Named Executive Officers which apply throughout the Named Executive Officers' employment with the Corporation and for a period of two years following the termination, for any reason, of such employment.

Equity-Based Incentive Plan Awards

The following table sets forth details of options to purchase Common Shares and performance share rights granted to each Named Executive Officers and which are outstanding as at December 31, 2016.

GRANT YEAR	OPTION-BASED AWARDS				SHARE-BASED AWARDS		
	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS	OPTION EXERCISE PRICE (\$)	OPTION EXPIRATION DATE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS ⁽¹⁾ (\$)	NUMBER OF SHARES OR UNITS THAT HAVE NOT VESTED ⁽²⁾	MARKET OR PAYOUT VALUE OF THE SHARE-BASED AWARD THAT HAVE NOT VESTED ⁽³⁾ (\$)	MARKET OR PAYOUT VALUE OF VESTED SHARE-BASED AWARDS NOT PAID OUT OR DISTRIBUTED ⁽⁴⁾ (\$)
MICHEL LETELLIER							
2007	282,000	11.00	Dec. 6, 2017	854,460	–	–	–
2010	157,920	8.75	June 22, 2020	833,817	–	–	–
2011	157,920	9.88	Nov. 17, 2018	655,368	–	–	–
2012	108,500	10.70	Nov. 15, 2019	361,305	–	–	–
2013	108,500	9.13	Nov. 4, 2020	531,650	–	–	–
2014	108,500	10.96	Nov. 20, 2021	333,095	–	–	411,214
2015	–	–	–	–	23,059	342,516	–
2016	30,970	14.65	Aug. 11, 2023	–	26,143 ⁽⁵⁾	410,055 ⁽⁵⁾	–
JEAN PERRON							
2007	94,000	11.00	Dec. 6, 2017	284,820	–	–	–
2010	94,752	8.75	June 22, 2020	500,290	–	–	–
2011	95,000	9.88	Nov. 17, 2018	394,250	–	–	–
2012	42,500	10.70	Nov. 15, 2019	141,525	–	–	–
2013	42,500	9.13	Nov. 4, 2020	208,250	–	–	–
2014	42,500	10.96	Nov. 20, 2021	130,475	–	–	159,033
2015	–	–	–	–	8,918	136,892	–
2016	12,873	14.65	Aug. 11, 2023	–	10,109 ⁽⁵⁾	158,539 ⁽⁵⁾	–
JEAN TRUDEL							
2007	–	–	–	–	–	–	–
2010	94,752	8.75	June 22, 2020	500,290	–	–	–
2011	95,000	9.88	Nov. 17, 2018	394,250	–	–	–
2012	42,500	10.70	Nov. 15, 2019	141,525	–	–	–
2013	42,500	9.13	Nov. 4, 2020	208,250	–	–	–
2014	42,500	10.96	Nov. 20, 2021	130,475	–	–	159,033
2015	–	–	–	–	8,918	136,892	–
2016	12,873	14.65	Aug. 11, 2023	–	10,109 ⁽⁵⁾	158,539 ⁽⁵⁾	–
FRANÇOIS HÉBERT AND PETER GROVER							
2007	94,000	11.00	Dec. 6, 2017	284,820	–	–	–
2010	78,960	8.75	June 22, 2020	416,908	–	–	–
2011	80,000	9.88	Nov. 17, 2018	332,000	–	–	–
2012	32,000	10.70	Nov. 15, 2019	106,560	–	–	–
2013	32,000	9.13	Nov. 4, 2020	156,800	–	–	–
2014	32,000	10.96	Nov. 20, 2021	98,240	–	–	124,954
2015	–	–	–	–	7,007	104,081	–
2016	9,328	14.65	Aug. 11, 2023	–	7,920 ⁽⁵⁾	123,927 ⁽⁵⁾	–

(1) Value is based on the Common Share price which was at \$14.03 at close of market on December 30, 2016.

(2) The number of shares stated in this table represents the number of shares that would be vested to the Named Executive Officers if the stated target financial performance being based on the average TSR over a three-year period is achieved at the end of the three-year vesting period which number of shares may vary from 0% to 150% for the grant of year 2014 and from 0% to 175% for the grant of years 2015 and 2016. See the Equity-Based Incentive Plan sections.

(3) The value of the performance share rights includes the Common Share price which was at \$14.03 at close of market on December 30, 2016 plus the reinvested dividend accrued on each share from January 1 of their respective grant year. The payouts are made in shares, so the value goes up and down based on stock price performance from the beginning of the grant. On the vesting date, each vested performance share right entitles its holder to one share of the Corporation with all the reinvested dividends accrued thereon from the grant date, such dividends being paid in cash, in shares or in a combination of both at the sole discretion of the Corporation.

(4) Value is based on the Common Share price which was at \$14.03 at close of market on December 30, 2016. The average total shareholder return during the three year period beginning January 1st, 2014 and ending on December 31, 2016 equals approximately 16.1347%. Payments were made in Common Shares in the first quarter of Fiscal 2016.

(5) This number includes the additional PSR grant, 3,766 PSR for Michel Letellier, 1,543 PSR for Jean Perron and Jean Trudel, 1,123 PSR for François Hébert and Peter Grover, that was made for Fiscal 2015, on March 2, 2016, to replace option-based awards included in the 2015 Compensation Plan but which were not granted.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes, for each of the Named Executive Officers, the value of options and performance shares vested during Fiscal 2016 and the value of executive performance bonus earned during Fiscal 2016.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR ⁽¹⁾ (\$)	PERFORMANCE SHARE RIGHTS – VALUE VESTED DURING THE YEAR ⁽²⁾ (\$)	NON-EQUITY INCENTIVE PLAN – VALUE EARNED DURING THE YEAR ⁽³⁾ (\$)
MICHEL LETELLIER	295,376	411,214	653,046
JEAN PERRON	115,700	159,033	219,027
JEAN TRUDEL	115,700	159,033	248,403
FRANÇOIS HÉBERT	87,115	124,954	172,694
PETER GROVER	87,115	124,954	180,660

(1) Value is based on the Common Share price which was at \$14.03 at close of market on December 30, 2016.

(2) Value is based on the Common Share price which was at \$14.03 at close of market on December 30, 2016. The average total shareholder return during the three year period beginning January 1st, 2014 and ending on December 31, 2016 equals 16.1347%. Payments were made in Common Shares in the first quarter of Fiscal 2016.

(3) For more details, see “Performance Bonus” above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as at December 31, 2016, certain information with respect to the Stock Option Plan, being the only compensation plan of the Corporation pursuant to which equity securities of the Corporation are authorized for issuance from the treasury.

PLAN CATEGORY	NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	WEIGHTED-AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS	NUMBER OF SECURITIES REMAINING AVAILABLE FOR FUTURE ISSUANCE UNDER EQUITY COMPENSATION PLANS
<i>Equity compensation plans approved by securityholders⁽¹⁾</i>	3,457,432	\$10.23	409,787
<i>Equity compensation plans not approved by securityholders</i>	–	–	–
Total	3,457,432	\$10.23	409,787

(1) For more information regarding the Stock Option Plan, please refer to the section “Equity-Based Incentive Plan - Stock Option Plan” above.

OTHER KEY COMPENSATION POLICIES OF THE CORPORATION

Recoupment Policy: The Board of Directors adopted an Executive Incentive Compensation Recoupment Policy providing for the Corporation’s recoupment of certain incentive compensation paid to senior executive officers under certain circumstances concerning incentives made after March 15, 2012. In cases of a material restatement of financial results where a senior executive officer’s fraud or wilful violation of applicable laws, rules and regulations or the Corporation’s policy has caused the restatement (the “**Recoup Officer**”), the Board (i) may determine to recoup the Recoup Officer’s incentive compensation which was paid or vested, net of income tax retained, based upon the achievement of certain financial results, to the extent that the amount of such compensation would have been lower if the financial results had been properly reported and (ii) may seek to cancel equity awards where the financial results of the Corporation were considered in granting such awards. Recoupment applies only to those senior executive officers who engaged in, participated in or voluntarily ignored fraudulent activity or misconduct that led to a material restatement of the Corporation’s financial statement being required.

No Hedging: The Named Executive Officers and the directors of the Corporation are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities of the Corporation granted as compensation or held, directly or indirectly.

Minimum Shareholding by Officers of the Corporation: The Board of Directors adopted a minimum shareholding requirement for the officers of the Corporation. It provides that:

- the President and CEO shall acquire and maintain, until twelve month after he retires, a number of Common Shares having an investment value equal to at least three times his annual base salary
- the other executive positions shall not sell or otherwise dispose of any, net of tax, Common Shares of the Corporation he holds until he owns an investment value equal to:
 - for Chief positions - at least two times his annual base salary

- for Senior Vice President positions - at least one and a half time his annual base salary
- for Vice President positions - at least one time his annual base salary

The investment in Common Shares is valued under this Policy at the closing price of the Common Shares at the end of the preceding fiscal year. Compliance by Officers of the Corporation with the minimum shareholding requirement is reviewed by the Secretary and reported to the Board on a regular basis. As at December 31, 2016, all Officers were in compliance with this policy.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors or officers is indebted to the Corporation (other than "routine indebtedness" under Canadian securities laws).

AUDIT COMMITTEE INFORMATION

Reference is made to *Audit Committee Disclosure* of the Annual Information Form of the Corporation for the financial year ended December 31, 2016 for disclosure of information relating to the Audit Committee required under *Regulation 52-110 Respecting Audit Committees* under the *Securities Act* (Québec) as well as under the section "Statement of Corporate Governance Practices" of this Circular. A copy of the Annual Information Form of the Corporation can be found on SEDAR at sedar.com or may be obtained upon request, free of charge to a securityholder of the Corporation, by contacting the Secretary of the Corporation, at 1111 Saint-Charles Street West, East Tower, suite 1255, Longueuil, Québec, J4K 5G4 or at ntheberge@innergex.com.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation provides insurance for the benefit of its directors and officers against liability that may be incurred by them in these capacities.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, Nominee, executive officer or shareholder who beneficially owns or exercises control or direction over, directly or indirectly, more than 10% of the outstanding Common Shares or any director or officer of any such person, has or had, since January 1, 2016, any material interest, direct or indirect, in any transaction or in any proposed transaction, that has materially affected or will materially affect the Corporation.

SHAREHOLDER PROPOSALS FOR 2018 ANNUAL MEETING

The final date for submitting shareholder proposals for the 2018 Annual Meeting of the Corporation is December 5, 2017, being the date which is 90 days before the anniversary date of the Corporation's notice to shareholders in connection with the Meeting.

ADDITIONAL INFORMATION

Financial information related to the Corporation is provided in the Corporation's comparative financial statements and Management's Discussion and Analysis thereon for Fiscal 2016. Copies of the Corporation's Annual Information Form for Fiscal 2016, the audited consolidated financial statements of the Corporation for Fiscal 2016, together with a report of the auditor thereon, the Management's Discussion and Analysis of the Corporation's financial condition and results of operations for Fiscal 2016 and this Circular will be available upon request to the Secretary of the Corporation and on the website of the Corporation at www.innergex.com. These documents are also available on SEDAR at sedar.com.

APPROVAL

The content of this Circular has been approved by the Board of the Corporation.

DATED as of the 6th day of April, 2017.

By order of the Board of **INNERGEX RENEWABLE ENERGY INC.**

(1) Nathalie Théberge

Nathalie Théberge
Vice President – Corporate Legal Affairs and
Secretary

SCHEDULE "A"

CHARTER OF THE BOARD OF DIRECTORS

This Charter prescribes the role of the Board of directors (the "**Board**") of Innergex Renewable Energy Inc. (the "**Corporation**"). This Charter is subject to the provisions of the Corporation's Articles and By-Laws and to applicable laws.

1. Role

The Board is responsible for the stewardship of the Corporation.

The mandate of the Board is to oversee the management of the business and affairs of the Corporation with a view to evaluate, on an ongoing basis, whether the Corporation's resources are being managed in a manner consistent with enhancing shareholder value, ethical considerations and stakeholder's interests.

2. Constitution

2.1 Number

The Board shall be comprised of that number of Board members as shall be determined from time to time by the Board upon recommendation of the Corporate Governance Committee. The Corporation's Articles provide that the Board shall be composed of a minimum of 3 and a maximum of 10 directors.

2.2 Independence

A majority of the Board shall be composed of Board members who must be determined to be independent in accordance with applicable law, rules and regulations.

2.3 Criteria for Board membership

Board members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the geographical areas in which the Corporation operates. Board members selected should be able to commit the requisite time for all of the Board's business.

2.4 Fiduciary duty and duty of care

Board members are expected to possess the following characteristics and traits:

- demonstrate high ethical standards and integrity in their personal and professional dealings
- act honestly and in good faith with a view to the best interests of the Corporation
- devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as a Committee members
- provide independent judgment on a broad range of issues
- understand the key business plans of the Corporation
- raise questions and issues to facilitate active and effective participation in the deliberations of the Board and of each Committee
- make all reasonable efforts to attend all Board and Committee meetings
- review the materials provided by management in advance of the Board and Committee meetings.

2.5 Selection

The Board approves annually the final choice of nominees for election by the shareholders, upon recommendation by the Nominating Committee.

2.6 Chair

The Board shall appoint a Chair annually at the first meeting of the Board following the annual shareholders meeting at which the directors are elected. If the Board does not so appoint a Chair, the director who is the serving as Chair shall continue as Chair until his or her successor is appointed.

2.7 Remuneration

Members of the Board and the Chair shall receive such remuneration for their services as the Board may determine from time to time, in consultation with the Human Resources Committee, and which is customary for comparable corporations, having regard for such matters as time commitment, responsibility and trends in director compensation.

2.8 Retirement Time and Term Limit

Any director who has reached 72 years of age or has served on the Corporation's Board for a period of 15 years or more (the "**Retirement Time**") must tender his resignation to the Board on or before February 1 following the occurrence of the Retirement Time. The Board may, at its discretion, decide to accept the resignation or offer such director to continue to sit on the Board beyond the Retirement Age. This paragraph does not apply to a director who is also a member of the Corporation's Management.

2.9 Maximum Number of Boards

The maximum number of public company boards of directors on which each director may sit is set at four and no member of the Board may serve, together with another member of the Board, on the board of directors of more than two public companies.

3. Responsibilities

The Board establishes the overall policies for the Corporation, monitors and evaluates the Corporation's strategic direction, and retains plenary power for those functions not specifically delegated by it to its Committees or to management.

Without limiting the generality of the foregoing, the Board shall, *inter alia*:

3.1 With respect to strategic planning

- Oversee the strategic planning process and review, monitor and approve, at least annually, the Corporation's long-term strategy, taking into account, amongst other matters, business opportunities and risks.
- Approve and monitor the implementation of the Corporation's annual business plan.
- Advise the management on strategic issues.

3.2 With respect to human resources and performance assessment

- Select the President and Chief Executive Officer and, approve the appointment of other senior management executives.
- Monitor and assess the performance of the President and Chief Executive Officer and the Chief Financial Officer.
- Oversee the evaluation of the other senior management members.
- Approve the compensation of the senior management, taking into consideration Board expectations and fixed goals and objectives.
- Monitor the implementation of incentive compensation plans and equity-based plans.
- Monitor management and Board succession planning process.
- Monitor the size and composition of the Board and its Committees based on competencies, skills and personal qualities sought in Board members.
- Review annually the charters of the Board and Committees and the duties of their respective Chair.

The Board may direct the Corporate Governance Committee and/or the Human Resources Committee to consider matters contemplated in this section 3.2 and to report and make recommendations to the Board.

3.3 With respect to financial matters and internal control

- Monitor the integrity and quality of the Corporation's financial statements and the appropriateness of their disclosure.
- Review the general content of, and the Audit Committee's report on the financial aspects of, the Corporation's Annual Information Form, Annual Report, Management Proxy Circular, Management's Discussion and Analysis, prospectuses and any other document required to be disclosed or filed by the Corporation before their public disclosure or filing with regulatory authorities.
- Approve operating and capital budgets, the issuance of securities and, subject to the schedule of authority adopted by the Board, any transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major transactions such as investment or divestitures.
- Establish dividend policies and procedures.
- Oversee the Corporation's systems in place to identify business risks and the implementation of processes to manage these risks.
- Monitor the Corporation's internal control and management information systems.
- Monitor the Corporation's compliance with applicable legal and regulatory requirements.
- Review at least annually the Corporation's information disclosure policy and monitor the Corporation's communications with analysts, investors and the public.
- Oversee the Whistleblower Procedures, including in respect of financial matters.

The Board may direct the Audit Committee to consider matters contemplated in this section 3.3 and to report and make recommendations to the Board.

3.4 With respect to corporate governance matters

- Take all reasonable measures to satisfy itself as to the integrity of the President and Chief Executive Officer and other executive officers and that management creates a culture of integrity throughout the Corporation.
- Review, on a regular basis, the appropriate corporate governance structures and procedures.
- Adopt and review, on a regular basis, the Corporation's Code of conduct, policies and procedures applicable to the Board and employees.
- Approve the disclosure of the Corporation's governance practices in any document before it is delivered to the shareholders and the securities regulators or filed with the Stock exchanges.
- Review on an annual basis the Charter of the Board and of each Committee of the Board.
- Adopt formal position description for the Chair of the Board, and the Chair of each Committee.
- Adopt a formal annual assessment process for the Board, as a whole, the Committees and the contributions of each director.
- Implement a continuing education program for all directors and a comprehensive orientation program for new directors and new members of Committees;
- Assess on an annual basis the performance and effectiveness of the Board in accordance with the assessment process established by the Corporate Governance Committee.

The Board may direct the Corporate Governance Committee to consider matters contemplated in this section 3.4 and to report and make recommendations to the Board.

Other matters

- Oversee the development and implementation of, and assess and monitor, environmental, safety and security policies, procedures and guidelines, including an emergency response plan.

4. Meetings

The Board will meet at least quarterly, with additional meetings scheduled as required. Additional meetings may be held at the request of any Board member. The Chair will forward to the President and Chief Executive Officer any questions, comments or suggestions of the Board members.

In order to transact business, at least a majority of directors then in office shall be present.

The Chair will prepare, and the Corporate Secretary at the request of the Chair, will distribute, the meeting agenda and minutes to the Board.

Information and materials that are important to the Board's understanding of the agenda items and related topics are distributed in advance of a meeting. The Corporation will deliver information on the business, operations and finances of the Corporation to the Board on an "as required basis".

The Chair shall designate from time to time a person who may, but need not, be a member of the Board, to be secretary of any meeting of the Board.

At each quarterly meeting of the Board, non-management Board members will meet *in camera* session. To the extent that non-management directors include directors who are not independent directors, the independent directors shall meet at the conclusion of each quarterly meeting with only independent directors present.

The Board may invite any of the Corporation's employees, officers, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

5. Board Committees

The Board may establish and delegate to committees of the Board any duties or responsibilities of the Board which the Board is not prohibited by law from delegating. However, the committees of the Board have the authority to make recommendations to the Board but not to bind the Corporation, except to the extent such authority has been specifically delegated to such committee by the Board. The roles and responsibilities of each Committee are described in their respective Committee charter. The Board may appoint *ad hoc* committees when deemed appropriate.

The Board has four standing committees: the Audit Committee, the Corporate Governance Committee, the Human Resources Committee and the Nominating Committee. The Board may combine the responsibilities of the three last committees into one or two committees.

6. Conflict of interest

If a Board member (i) is party to a contract or transaction or proposed contract or transaction with Innergex or any of its affiliates, (ii) is a director or an officer, or an individual acting in a similar capacity, of a party to a contract or transaction or proposed contract or transaction with Innergex or any of its affiliates, or (iii) has a material interest in a person or an affiliate of any person who is a party to a contract or transaction or proposed contract or a transaction with Innergex or any of its affiliates, he/she shall disclose, as soon as possible, the nature and extent of his/her interest in writing to the Chair of the Board, or, in the case of the Chair of the Board, to the President and Chief Executive Officer.

In such circumstances, a director shall not:

- receive material provided to the Board or Committee members;
- be present during meetings of the Board or Committees while the matter in question is discussed;
- vote on any resolution intended to approve such a contract or transaction; or
- receive copy of the minutes except to examine the portion of the minutes that contain disclosure relating to such director's disclosure of conflict;

unless the contract or the transaction or proposed contract or transaction:

- is related to his/her compensation as a director, officer, employee or agent of the Corporation;

- (b) is related to the purchase of liability insurance; or
- (c) is with an affiliate of the Corporation;

provided, however, that the director's presence at the meeting where such vote is taken or the written acknowledgement by the director of the existence of a written resolution is taken into consideration in the determination of the quorum required or the minimum number of directors required.

The Board will monitor the disclosure of conflicts of interest and compliance with the foregoing process.

7. Advisors

The Board may engage outside advisors at the expense of the Corporation in order to assist the Board in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any Board member who wishes to engage a non-management advisor to assist on matters involving the Board member's responsibilities as a Board member at the expense of the Corporation should review the request with, and obtain the authorization of, the Chair of the Board.

8. Board Interaction with Third Parties

If a third party approaches a Board member on a matter of interest to the Corporation, the Board member should bring the matter to the attention of the Chair who shall determine whether this matter should be reviewed with management or should more appropriately be dealt by the Board *in camera* session.

9. Communication with the Board

Shareholders and other constituencies may communicate with the Board and individual Board members by contacting any one of the Chair of the Board, the Chair of the Audit Committee or the Chair of the Corporate Governance Committee.

10. Review of the Charter

The Board shall review this Charter on an annual basis and make changes to this Charter, as considered appropriate from time to time.

11. Assessment

On an annual basis the Board shall follow the process established by the Corporate Governance Committee of the Board for assessing performance and effectiveness for the Board.

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SCHEDULE "B"

CHARTER OF THE HUMAN RESOURCES COMMITTEE

This Charter prescribes the role of the Human Resources Committee (the "**Committee**") of the Board of Innergex Renewable Energy Inc. (the "**Corporation**"). This Charter is subject to the provisions of the Corporation's Articles and By-Laws and to applicable laws.

1. Role

In addition to the powers and authorities conferred upon the Directors in the Corporation's Articles and By-Laws and as prescribed by applicable laws, the mandate of the Committee is primarily as follows:

- (i) Oversee the senior management compensation policies and/or practices followed by the Corporation and seek to ensure such policies are designed to recognize and reward performance and establish a compensation framework, which is industry competitive and which results in the creation of shareholder value over the long-term;
- (ii) Review the succession planning process for the senior management team;
- (iii) Assess the overall human resources management such as turnover, training, satisfaction, etc.; and
- (iv) Review the Board and its Committees' compensation
- (v) Nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

2. Composition

2.1 Number and criteria

The Committee is comprised of such Directors as are determined by the Board, all of who must be independent (as that term is defined in Regulation 52-110 – *Respecting Audit Committees*) and who must have direct experience which is pertinent to their responsibilities relating to executive compensation.

The Committee consists of at least three members.

2.2 Selection and Chair

The members of the Committee and its Chair shall be appointed by the Board on an annual basis after the shareholders' annual meeting at which the directors are elected, or until their successors are duly elected. The Chair shall designate from time to time a person who may, but not necessarily, be a member of the Committee to act as secretary.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee Membership.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointing from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.

2.3 Remuneration

Members of the Committee and the Chair shall receive such remuneration for their services as the Board may determine from time to time.

3. Meetings

The Committee should meet at least twice annually or more frequently as circumstances require.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of members of the Committee or such greater number as the Committee shall determine by resolution.

The Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.

Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee.

The Committee should determine any desired agenda items.

The Committee should record minutes of its meetings and the Chair shall present a report of the meetings and the Committee's recommendations to the Board on a timely basis.

4. Responsibilities

The Committee's primary responsibility is to submit to the full Board, recommendations concerning director and executive compensation and compensation plan matters.

The Committee shall, inter alia:

- Oversee that base salaries determination and adjustments are competitive relative to the industry and that bonuses, if any, reflect individual performance in the context of the overall performance of the Corporation. Overall performance should be measured by issues such as profitability, share price, distributions and initiatives being undertaken in the year, which should provide future shareholder benefit;
- Review corporate goals and objectives relevant to the President and Chief Executive Officer and other senior management positions;
- Evaluate the President and Chief Executive Officer performance in light of the corporate goals and objectives;
- Review and recommend to the Board the compensation of the members of the Board, including annual retainer, meeting fees, stock option plan participation and other benefits conferred upon the directors and any share ownership policy for Board members and members of the senior management team, if considered appropriate;
- Review and recommend to the Board for approval the compensation of the President and Chief Executive Officer based on the evaluation of his performance;
- Review the annual compensation package of the other Corporation's senior management;
- Oversee the administration of the Corporation's compensation plans for senior management, including equity-based plans, incentive compensation plans, annual bonuses and such other compensation plans or structures as are adopted by the Board from time to time;
- Oversee the risks associated with the Corporation's compensation policies and practices;
- Oversee implementation of appropriate mechanisms regarding succession planning for the position of President and Chief Executive Officer and other senior management positions;
- Assess overall human resources management; and
- Review and recommend to the Board for approval, any public disclosure of information relating to the compensation of the Corporation's senior management, including the information to be disclosed and the compensation discussion and analysis to be incorporated in the annual management information circular.

5. Advisors

The Committee may hire outside advisors at the expense of the Corporation in order to assist the Committee in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any committee who wishes to hire a non-management advisor to assist on matters involving the committee members' responsibilities at the expense of the Corporation should review the request with, and obtain the authorization of, the Chairman of the Board.

6. Assessment

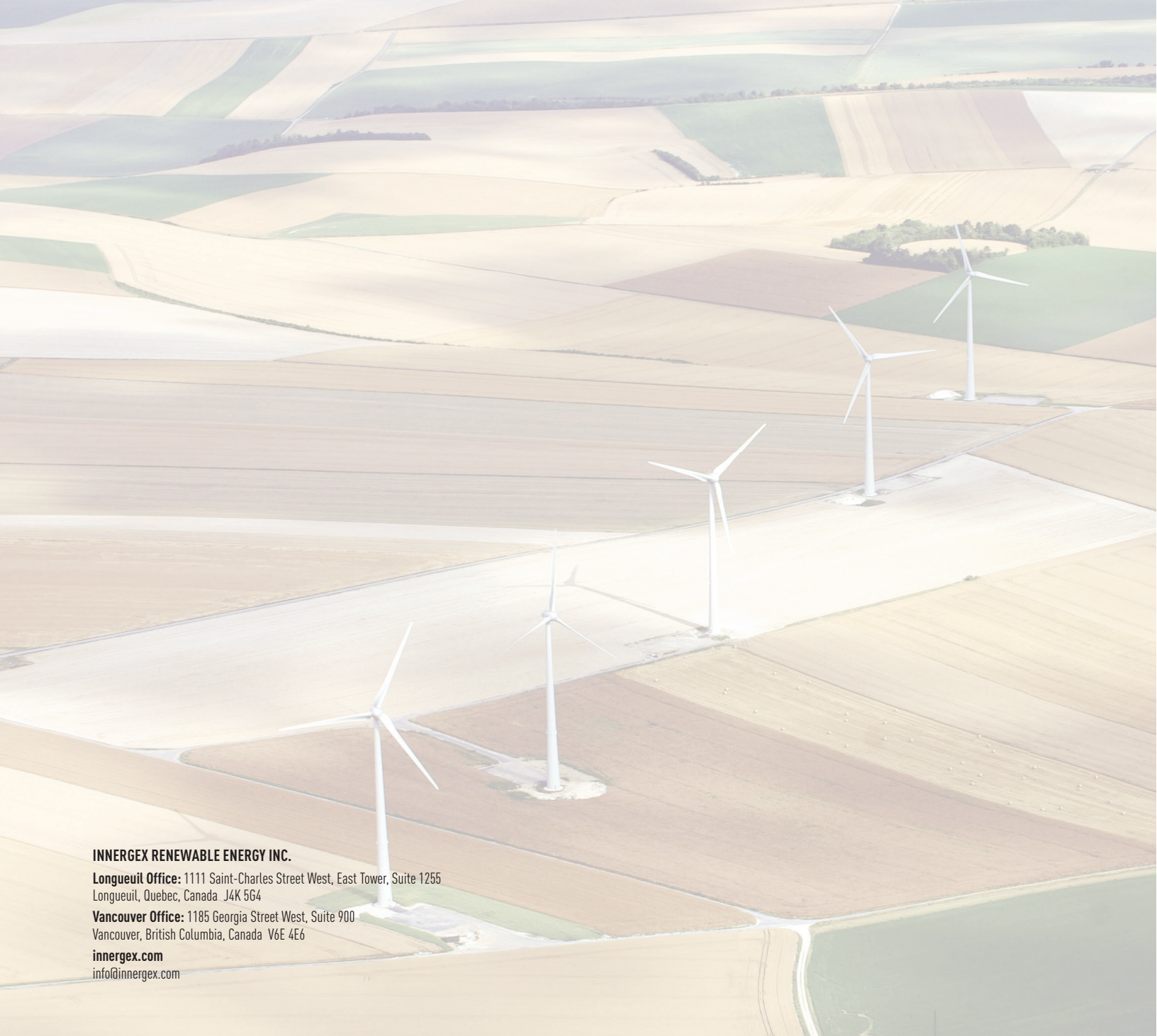
On an annual basis the Committee shall follow the process established by the Corporate Governance Committee (and approved by the Board) for assessing performance and effectiveness of the Committee.

7. Charter review

The Committee should review this Charter on an annual basis and recommend to the Board changes, as considered appropriate from time to time.

8. General

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or other liability whatsoever.



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INNERGEX

Renewable Energy.
Sustainable Development.

