INNERGEX

Renewable Energy.
Sustainable Development.

Annual Information Form for the Year Ended December 31, 2021

February 23, 2022

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INTRODUCTION

Innergex Renewable Energy Inc. is a leading Canadian independent renewable power producer. Active since 1990, the Corporation develops, acquires, owns and operates hydroelectric facilities, wind farms, solar farms and energy storage facilities and carries out its operations in Canada, the United States ("**U.S.**"), France and Chile.

Innergex's mission is to build a better world with renewable energy.

The information set out in this Annual Information Form ("**AIF**") is stated as at December 31, 2021 and all money-related amounts are stated in Canadian dollars, unless otherwise specified. The exchange rate used to convert U.S. dollars to Canadian dollars is 1.2678. Unless otherwise indicated or the context otherwise requires, all reference to the "**Corporation**", "**Innergex**", "**we**", "**our**" and "**us**" refers to Innergex Renewable Energy Inc. and its subsidiaries. Terms not otherwise defined have the meaning set forth in the "Glossary of terms" included at the end of this document.

NON-IFRS MEASURES

Some measures referred to in this AIF are not recognized measures under IFRS and therefore may not be comparable to those presented by other issuers. The Corporation believes these indicators are important, as they provide management and the reader with additional information about the Corporation's production and cash generation capabilities, its ability to sustain current dividends and its ability to fund its growth. These indicators also facilitate the comparison of results over different periods. Adjusted EBITDA, Adjusted EBITDA Proportionate and Free Cash Flow are not measures recognized by IFRS and have no standardized meaning prescribed by IFRS.

Please refer to the section entitled "Non-IFRS Measures" of the Annual Report of the Corporation for the twelve-month period ended December 31, 2021 which is incorporated herein by reference and can be found under the Corporation's SEDAR profile at www.sedar.com or on its website at www.innergex.com (the "**2021 Annual Report**") for the definition and historical reconciliation to the most comparable IFRS measure.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

To inform readers of the Corporation's future prospects, this AIF contains forward-looking information within the meaning of applicable securities laws ("**Forward-Looking Information**"), including the Corporation's growth targets, power production, prospective projects, successful development, construction and financing (including tax equity funding) of the projects under construction and the advanced-stage prospective projects, sources and impact of funding, project acquisitions, execution of non-recourse project-level financing (including the timing and amount thereof), and strategic, operational and financial benefits and accretion expected to result from such acquisitions, business strategy, future development and growth prospects (including expected growth opportunities under the Strategic Alliance with Hydro-Quebec), business integration, governance, business outlook, objectives, plans and strategic priorities, and other statements that are not historical facts. Forward-Looking Information can generally be identified by the use of words such as "approximately", "may", "will", "could", "believes", "expects",

“intends”, "should", "would", “plans”, “potential”, "project", “anticipates”, “estimates”, “scheduled” or “forecasts”, or other comparable terms that state that certain events will or will not occur. It represents the projections and expectations of the Corporation relating to future events or results as of the date of this AIF.

Future-orientation financial information: Forward-Looking Information includes future-oriented financial information or financial outlook within the meaning of securities laws, including information regarding the Corporation's targeted production, targeted Revenues, targeted Revenues Proportionate, targeted Adjusted EBITDA and targeted Adjusted EBITDA Proportionate, targeted Free Cash Flow, targeted Free Cash Flow per Share and intention to pay dividend quarterly, the estimated project size, costs and schedule, including obtainment of permits, start of construction, work conducted and start of commercial operation for Development Projects and Prospective Projects, the Corporation's intent to submit projects under Requests for Proposals, the qualification of U.S. projects for production tax credits (“**PTC**”) and investment tax credits (“**ITC**”) and other statements that are not historical facts. Such information is intended to inform readers of the potential financial impact of expected results, of the expected commissioning of Development Projects, of the potential financial impact of completed and future acquisitions and of the Corporation's ability to sustain current dividends and to fund its growth. Such information may not be appropriate for other purposes.

Assumptions: Forward-Looking Information is based on certain key assumptions made by the Corporation, including, without restriction, those concerning hydrology, wind regimes and solar irradiation, performance of operating facilities, acquisitions and commissioned projects, project performance, availability of capital resources and timely performance by third parties of contractual obligations, favourable market conditions for share issuance to support growth financing, favourable, economic and financial market conditions, the Corporation’s success in developing and constructing new facilities, successful renewal of PPAs, sufficient human resources to deliver service and execute the capital plan, no significant event occurring outside the ordinary course of business such as a natural disaster, pandemic or other calamity, continued maintenance of information technology infrastructure and no material breach of cybersecurity.

Risks and Uncertainties: Forward-Looking Information involves risks and uncertainties that may cause actual results or performance to be materially different from those expressed, implied or presented by the Forward-Looking Information. These are referred to in the “Risks and Uncertainties” section of the Corporation’s 2021 Annual Report and include, without limitation: performance of major counterparties; equipment supply; delays and cost overruns in the design and construction of projects; health, safety and environmental risks; equipment failure or unexpected operations and maintenance activity; variability of installation performance and related penalties; increase in water rental cost or changes to regulations applicable to water use; availability and reliability of transmission systems; assessment of water, wind and solar resources and associated electricity production; global climate change; variability in hydrology, wind regimes and solar irradiation; preparedness to facing natural disasters and force majeure; pandemics, epidemics or other public health emergencies; cybersecurity; reliance on shared transmission and interconnection infrastructure; inability of the Corporation to execute its strategy for building shareholder value; inability to raise additional capital and the state of the capital market; inability to secure new PPAs or renew any PPA; reliance on various forms of PPAs; volatility of supply and demand in the energy market; fluctuations affecting prospective power prices; uncertainties surrounding development of new facilities; obtainment of permits; inability to realize the anticipated benefits of completed and future acquisitions; integration of the completed and future acquisitions; changes in governmental support to increase electricity to be generated from renewable sources by independent power producers; regulatory and political risks; risks related to U.S. production and investment tax credits, changes in U.S. corporate tax rates and availability of tax equity financing; exposure to many different forms of taxation in various jurisdictions; social acceptance of renewable energy projects; relationships with stakeholders; inability to secure appropriate land; foreign market growth and development risks; liquidity risks related to derivative

financial instruments; interest rate fluctuations and refinancing; financial leverage and restrictive covenants governing current and future indebtedness; changes in general economic conditions; foreign exchange fluctuations; possibility that the Corporation may not declare or pay a dividend; insufficiency of insurance coverage; ability to attract new talent or to retain officers or key employees; litigation; credit rating may not reflect actual performance of the Corporation or a lowering (downgrade) of the credit rating; revenues from certain facilities will vary based on the market (or spot) price of electricity; host country economic, social and political conditions; adverse claims to property title; reliance on intellectual property and confidential agreements to protect the Corporation's rights and confidential information; and reputational risks arising from misconduct of representatives of the Corporation.

Although the Corporation believes that the expectations and assumptions on which Forward-Looking Information is based are reasonable under the current circumstances, readers are cautioned not to rely unduly on this Forward-Looking Information, as no assurance can be given that it will prove to be correct. Forward-Looking Information contained herein is provided as at the date of this AIF, and the Corporation does not undertake any obligation to update or revise any Forward-Looking Information, whether as a result of events or circumstances occurring after the date hereof, unless so required by law.

CORPORATE STRUCTURE

The Corporation was incorporated in Canada under the *Canada Business Corporations Act* by articles of incorporation dated October 25, 2002. The articles of the Corporation were amended as follows:

DATES	DOCUMENT TYPE	DESCRIPTION OF THE AMENDMENTS TO THE ARTICLES OF THE CORPORATION
October 25, 2007	Certificate of Amendment	The Corporation changed its name from Innergex Management Inc. and its French version Management Innergex Inc. to Innergex Renewable Energy Inc. and its French version, Innergex énergie renouvelable inc.
December 4, 2007	Certificate of Amendment	To replace the authorized share capital and the minimum number of directors of the Corporation from one to three.
December 4, 2007	Certificate of Amendment	To replace the authorized share capital of the Corporation by an unlimited number of common shares (the "**Common Shares**") and an unlimited number of preferred shares, issuable in series (the "**Preferred Shares**").
March 29, 2010	Certificate of Arrangement	To amend the articles of incorporation to reflect the completion of the strategic combination of the Corporation and Innergex Power Income Fund by way of reverse take-over bid (the "**Arrangement**").
September 10, 2010	Certificate of Amendment	To amend the authorized share capital of the Corporation by the creation of the Cumulative Rate Reset Preferred Shares, Series A (the "**Series A Shares**") and the Cumulative Floating Rate Preferred Shares, Series B (the "**Series B Shares**") in connection with the Corporation's public offering of Series A Shares.
May 12, 2011	Certificate of Amendment	To introduce a voting right, in certain limited circumstances, for holders of Preferred Shares of the Corporation.
January 1, 2012	Certificate of Amalgamation	To reflect the amalgamation between the Corporation and its subsidiary, Cloudworks Energy Inc.
December 6, 2012	Certificate of Amendment	To amend the authorized share capital of the Corporation by the creation of the Cumulative Redeemable Fixed Rate Preferred Shares, Series C (the "**Series C Shares**") regarding the Corporation's public offering of Series C Shares.
May 13, 2020	Certificate of Amendment	To increase the minimum number of directors from one (1) to three (3) and the maximum number of directors from ten (10) to fourteen (14).

The Corporation's head and registered office is located at 1225 Saint Charles Street West, 10th Floor, Longueuil, Québec, J4K 0B9.

A corporate chart of the Corporation and its material subsidiaries as well as certain other material ownership interests of the Corporation as at February 23, 2022 is attached hereto as Schedule A, which excludes however some subsidiaries of the Corporation for which the assets and revenue in the aggregate did not exceed 20% of the total consolidated assets and revenue of the Corporation for the year ended December 31, 2021.

GENERAL DEVELOPMENT OF THE BUSINESS

The Corporation has been active in the renewable power industry since 1990 and has on its own or through various ventures developed, brought to commercial operation or acquired 40 hydroelectric facilities, 32 wind farms and eight (8) solar farms, representing a net aggregate installed capacity of 3,152 megawatt ("**MW**") (gross 3,852 MW) in operation and an energy storage capacity of 150 MWh. Innergex also holds interest in 12 development projects with a net installed capacity of 733 MW (gross 770 MW) and an energy storage capacity of 329 MWh, of which three (3) projects are currently under construction and are expected to reach their commercial operation stage between 2022 and 2023. All its Prospective Projects are in various stages of development with a combined potential gross installed capacity of 7,122 MW.

RECENT DEVELOPMENTS

On January 28, 2022, the Corporation announced the acquisition of the 50.6 MW San Andrés solar farm located in the Atacama desert in Northern Chile (the "**San Andrés Solar Farm**") for a total purchase price of US$25.7 million ($32.7 million), net of cash. The San Andrés Solar Farm, which operates on a merchant basis, has a contract to sell Non-Conventional Renewable Energy credits linked to its electricity generation to a major energy producer established in Chile until 2034.

On February 3, 2022, the Corporation announced that it has entered into an agreement to acquire 100% of the ordinary shares of Aela Generación S.A. and Aela Energía SpA, a 332 MW portfolio of three newly-built operating wind assets in Chile, for a purchase price of US$686 million ($871 million) (the "**Aela Acquisition**"), including the assumption of US$386 million ($490 million) of existing debt, subject to customary closing adjustments.

Concurrently with this announcement, the Corporation entered into an agreement with a syndicate of underwriters led by CIBC Capital Markets, National Bank Financial Inc., BMO Capital Markets and TD Securities Inc. (collectively, the "**Underwriters**"), pursuant to which the Underwriters agreed to purchase on a bought deal basis, an aggregate of 8,451,000 Common Shares at an offering price of $17.75 per Common Share (the "**Offering Price**") for aggregate gross proceeds to the Corporation of approximately $150 million (the "**Offering**"). In connection with the Offering, Innergex has granted the Underwriters an over-allotment option, exercisable in whole or in part, at any time for a period of 30 days following the closing of the Offering, to purchase up to an aggregate of an additional 1,267,650 Common Shares at the Offering Price.

Concurrently with the Offering, the Corporation also entered into a subscription agreement with HQI Canada Holding Inc., a subsidiary of Hydro-Québec ("**HQI**") to purchase 2,100,000 Common Shares at the Offering Price, for gross proceeds to the Corporation of approximately $37 million through a private placement (the "**Concurrent Private Placement**") as part of HQI's rights contained in the Investor Rights Agreement between Innergex and HQI, dated February 6, 2020. As part of the Concurrent Private Placement, HQI has the option, exercisable following the exercise of the overallotment option by the Underwriters and prior to the expiry of the Underwriters' over-allotment option, to purchase additional Common Shares under the Concurrent Private Placement at the Offering Price as to allow HQI to maintain a 19.9% ownership of the Common Shares following the exercise of the Underwriters' overallotment option. The Common Shares offered in the Concurrent Private Placement are being sold directly to HQI without an underwriter or placement agent.

On February 22, 2022, the Corporation completed its previously announced bought deal equity financing of Common Shares. The Corporation issued a total of 9,718,650 Common Shares, including 1,267,650 Common Shares issued as a result of the exercise in full at closing of the over-allotment option granted to the syndicate of underwriters led by CIBC Capital Markets, National Bank Financial Inc., BMO Capital Markets and TD Securities Inc., at an offering price of $17.74 per Common Share (the "**2022 Offering Price**") for aggregate gross proceeds of $172,506,038 (the "**2022 Offering**"). Concurrently with the 2022 Offering, the Corporation also closed its previously announced private placement with Hydro-Québec. A total of 2,100,000 Common Shares were issued at the 2022 Offering Price for aggregate gross proceeds of $37,275,000 in order to maintain Hydro-Québec's 19.95% ownership under the Investor Rights Agreement between the Corporation and HQI. The Common Shares offered pursuant to the private placement were sold directly to Hydro-Québec, without an underwriter or placement agent.

THREE-YEAR SUMMARY

Financial Year 2021

2021 was marked by the completion of a public offering and a concurrent private placement of Common Shares by Hydro-Quebec, and an acquisition that resulted in the Corporation holding 100% of its Chilean portfolio of projects

On January 8, 2021, the Corporation announced the applicable dividend rates for its Series A Shares and Series B Shares. For the Series A Shares, the dividend rate for the five-year period from January 15, 2021 to but excluding January 15, 2026 will be 3.244% per annum, or $0.2027 per share per quarter, being equal to the sum of the Government of Canada Yield (as the term is defined in the Series A Shares Prospectus referred to below) on December 16, 2020 plus 2.79%. For the Series B Shares, the dividend rate for the quarterly floating rate period from January 15, 2021 to but excluding April 15, 2021 will be equal to 2.91% per annum, or $0.181875 per share per quarter. The dividend rates were determined in accordance with the terms of the Series A Shares and Series B Shares. See "Description of Capital Structure – General Description of Capital – Preferred Shares".

On February 17, 2021, the Corporation reported that the unprecedented extreme winter weather conditions in Texas impacted its ability to produce electricity at its Flat Top Wind Farm, which resumed its operations by the weekend. As for the Shannon Wind Farm, Foard City Wind Farm and the Phoebe Solar Farm, while some power generation continued, the combined effect of supply interruptions, abnormal market pricing conditions and contractual obligations to supply a predetermined daily generation under the power hedges, had both positive and negative financial impacts depending on varying conditions at different times. As of the date hereof, the Flat Top Wind Farm as been sold and Shannon Wind Farm is in the process of being sold. Therefore, both projects were removed from the operating facilities in this AIF and were classified as disposal group held for sale in the financial documents.

On May 19, 2021, the Corporation announced that it received approval from the TSX to proceed to renew the normal course issuer bid on its Common Shares (the "**2021 Bid**"). Under the 2021 Bid, the Corporation is authorized to purchase for cancellation up to 2,000,000 of its Common Shares representing approximately 1.15% of its issued and outstanding Common Shares. The 2021 Bid commenced on May 24, 2021 and will terminate May 23, 2022. As of the date of this AIF, 564,271 Common Shares were purchased for cancellation under the 2021 Bid.

On May 21, 2021, the Corporation reported that the District Court of Harris County, Texas denied the temporary injunction application made by the Corporation on April 21, 2021, directing the counterparty to the power hedges for each of the Flat Top Wind Farm in Mills County and the Shannon Wind Farm in Clay County (together, the "**Projects**") to suspend all remedies, including foreclosure, against the Projects, arising from an alleged default of payment that was formally disputed by the Projects, following unprecedented extreme weather conditions and related electricity market failure that paralyzed the State of Texas in February 2021 (unofficially referred to as Winter Storm Uri). The Corporation owns 51% of the sponsor equity in the Flat Top Wind Farm and 50% of the sponsor equity in the Shannon Wind Farm. As a result of the Court's decision, the counterparty to the power hedges for the Projects will not be precluded from exercising any of its remedies, including foreclosure.

On July 9, 2021, the Corporation completed its previously announced purchase of the Chilean renewable energy company Energía Llaima SpA ("**Energía Llaima**"), becoming its sole owner by acquiring the remaining 50% interest in Energía Llaima for an aggregate consideration of US$71.35 million ($89.4 million). Following the transaction, the Corporation has interests in and operates three hydro facilities in Chile with a gross installed capacity of 152 MW, a solar thermal facility with a gross installed capacity of 34 MW, as well as several projects in the development or prospective stages. It also manages operations at the Salvador Solar Farm which was already wholly owned by the Corporation.

On July 30, 2021, the Corporation announced that the full commissioning of the 225.6 MW Griffin Trail wind facility located in Knox and Baylor Counties, in north-west Texas (the "**Griffin Trail Wind Farm**") was achieved on July 26, 2021 and that it concluded its tax equity funding as of July 30, 2021. The facility is located on approximately 26,000 acres of land and consists of 80 GE wind turbines. The renewable energy generated will be fed into the ERCOT transmission grid and sold on the spot market.

On August 3, 2021, the Corporation acquired 100% of the shares of Empresa Eléctrica Licán S.A. ("**Licán**"), which owns and operates an 18 MW run-of-river hydro facility with a reservoir for daily regulation for up to 3.5 hours. The facility commissioned in 2011 is located on the Licán river, in the region of Los Rios in Chile. Licán was acquired for a total enterprise value of US$40.5 million ($50.5 million) with an equity investment for Innergex of US$16.6 million ($20.6 million), broken down to payment to the shareholders and the partial repayment of the existing debt and other costs.

On August 17, 2021, the Corporation and HQI US Holding LLC, a subsidiary of Hydro-Québec entered into a Membership Interest Purchase Agreement with Atlantic Power to acquire Curtis Palmer, a 60 MW run-of-river hydroelectric portfolio located in Corinth, New York, consisting of the 12 MW Curtis Mills and 48 MW Palmer Falls facilities ("**Curtis Palmer Project**") for upfront cash consideration of US$310.0 million ($387.5 million) and an earn-out provision subject to the evolution of NYISO market pricing. This joint acquisition is the first under the Strategic Alliance formed by Innergex and Hydro-Québec in 2020. Following the closing, Innergex owns indirectly a 50% interest in the Curtis Palmer Project with Hydro-Québec indirectly owning the remaining 50% interest. The

Corporation also announced a $175.0 million bought deal equity financing of Common Shares and $43.5 million concurrent private placement of Common Shares to Hydro-Québec.

On September 3, 2021, the Corporation completed its previously announced bought deal equity financing of Common Shares. The Corporation issued a total of 10,374,150 Common Shares, including 1,353,150 Common Shares issued as a result of the exercise in full at closing of the over-allotment option granted to the syndicate of underwriters led by CIBC Capital Markets, National Bank Financial Inc., BMO Capital Markets and TD Securities Inc., at an offering price of $19.40 per Common Share (the "**2021 Offering Price**") for aggregate gross proceeds of $201,258,510 (the "**2021 Offering**"). Concurrently with the 2021 Offering, the Corporation also closed its previously announced private placement with Hydro-Québec. A total of 2,581,000 Common Shares were issued at the 2021 Offering Price for aggregate gross proceeds of $50,071,400 in order to maintain Hydro-Québec's 19.9% ownership under the Investor Rights Agreement between the Corporation and HQI. The Common Shares offered pursuant to the private placement were sold directly to Hydro-Québec, without an underwriter or placement agent.

On October 25, 2021, the Corporation and HQI US Holding LLC, a subsidiary of Hydro-Québec announced the completion of the previously disclosed 50-50 joint acquisition of the Curtis Palmer Project in the state of New York, for a total consideration of US$318.4 million ($393.4 million), including US$9.2 million ($11.4 million) of cash and working capital adjustments. The Curtis Palmer Project has a power purchase agreement for energy, RECs and capacity with Niagara Mohawk Power Corporation.

On November 17, 2021, the Corporation announced the conclusion of the tax equity funding of the 200 MW Amazon Solar Farm Ohio – Hillcrest (the "**Hillcrest Solar Farm**"), located in Brown County, Ohio. The Hillcrest Solar Farm is currently the largest solar facility in operation in Ohio, and since the COD on May 11, 2021, 100% of its generated electric output and environmental attributes has been sold under a long-term corporate power purchase agreement to an investment grade rated US corporation. See "Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Solar Farms".

On December 27, 2021, the Corporation announced the completion of the sale of its 51% interest in the Flat Top Wind Farm for an undisclosed and non-material purchase price. The Flat Top Wind Farm's assets and liabilities were held for sale following the February 2021 Texas events as previously announced in the 2021 Q2 Quarterly Report.

Financial Year 2020

2020 was marked by the creation of a Strategic Alliance with Hydro-Québec, which also became Innergex's main shareholder. Two (2) acquisitions were also completed, and construction progressed at four (4) renewable energy facilities.

On February 6, 2020, the Corporation and Hydro-Québec announced the creation of a strategic alliance (the "**Strategic Alliance**") that will target specific strategic investments in areas including wind and solar projects with battery storage or transmission, distributed generation and off-grid renewable energy networks. Hydro-Québec has committed through an affiliate an initial $500 million to the Strategic Alliance which will be dedicated to co-investment in projects with the Corporation. On the same day, Hydro-Québec, through HQI, its indirect wholly-owned subsidiary, made an investment of $660,870,583 in the Corporation through a private placement ("**Private Placement**") of 34,636,823 Common Shares of the Corporation at a price of $19.08 per Common Share, representing a premium of 5.0% to the 30-day volume weighted average price as at February 5, 2020. Following the Private Placement, Hydro-Québec indirectly holds 19.9% of the issued and outstanding Common Shares of the Corporation on a non-diluted basis.

On May 7, 2020, the Corporation announced the closing of a construction financing, tax equity commitment, as well as a 7-year term loan facility for the Hillcrest Solar Farm. In aggregate, the US$191.8 million ($244.2 million) financing was led by CIT's Power and Energy group and included MUFG and Mizuho, as well as Wells Fargo as the tax equity investor. The project was acquired in October 2018 from a joint venture between Open Road Renewables, LLC and MAP Energy, LLC, the initial developers of the Hillcrest Solar Farm. COD was reached in the third quarter of 2021. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Development Projects – Under Construction – Solar Project"*.

On May 12, 2020, the Corporation announced it had successfully advanced to the Final Award Group in Hawaiian Electric Companies' request for proposals for new renewable power generation. The proposed projects are a 15 MW solar and 60 MWh battery storage facility located on the island of O'ahu (the "**Barbers Point Solar Project**") and a 20 MW solar and 80 MWh battery storage facility located on the island of Maui (the "**Kahana Solar Project**"). The two projects have a proposed COD in 2023. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Development Projects – Other Development Projects – Solar Project"*.

On May 14, 2020, the Corporation announced the acquisition of the 68 MW PV Salvador solar photovoltaic farm in Chile (the "**Salvador Solar Farm**"), as well as 11-year demand-based PPAs covering a total electricity generation of 54.6 GWh/year. The Salvador Solar Farm and the PPAs were acquired from Etrion Chile SpA, Total Solar Latin America SpA and Holding, and Solventus Salvador SpA. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Solar Farms"*.

On May 20, 2020, the Corporation announced that it received approval from the TSX to proceed to renew the normal course issuer bid on its Common Shares and to commence a normal course issuer bid on its Series A Shares and Series C Shares (the "**2020 Bid**"). Under the 2020 Bid, the Corporation was authorized to purchase for cancellation up to 2,000,000 of its Common Shares representing approximately 1.15% of its issued and outstanding Common Shares and, respectively, up to 68,000 and 40,000 Series A Shares and Series C Shares, representing 2% of the issued and outstanding respective series of preferred shares. The 2020 Bid commenced on May 24, 2020 and terminated on May 23, 2021. Under

the 2020 Bid, 180,602 Common Shares were purchased for cancellation and no Series A Shares or Series C Shares were purchased.

On May 22, 2020, the Corporation announced that it received notices from British Columbia Hydro and Power Authority ("**BC Hydro**") in relation to six of the Corporation's hydroelectric facilities in British Columbia stating that BC Hydro was not to accept and purchase energy under the applicable electricity purchase agreements ("**EPAs**") above a specified curtailment level for the period that started on May 22, 2020 and ended on July 20, 2020, which period was not extended by BC Hydro. The specified curtailment levels were 0.0 MWh for the Jimmie Creek, Upper Lillooet River, Northwest Stave River and Boulder Creek facilities, 2.0 MWh for the Tretheway Creek facility and 4.0 MW/h for the Big Silver Creek facility. Maintaining these curtailment levels for the period specified have translated in a loss in revenues of less than $16.4 million for the Corporation. For more information, see "*Legal Proceedings and Regulatory actions*.

On July 15, 2020, the Corporation announced the acquisition of all the Class B shares of a portfolio of six operating wind farms in Elmore County, Idaho, in the United States (known as the Mountain Air acquisition) for a purchase price of US$56.8 million ($72.3 million) from Terna Energy SA. The six 23 MW wind farms are Cold Springs, Desert Meadow, Hammett Hill, Mainline, Ryegrass and Two Ponds with a total combined installed capacity of 138 MW. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Wind Farms"*.

On September 17, 2020, the Corporation announced the signing of two 25-year PPAs that provide a fixed price with the Hawaiian Electric Company, Inc. for the electricity to be produced at the Barbers Point Solar Project and Kahana Solar Project. Both projects have a proposed COD of 2023. The PPAs are subject to the approval by the Public Utilities Commission of Hawaii.

On November 4, 2020, the Corporation and the Pituvik Landholding Corporation ("**Pituvik**") announced the closing of a $92.8 million non-recourse construction and term project financing with The Manufacturers Life Insurance Company for the construction of the Innavik hydroelectric facility a 7.5 MW run-of-river hydroelectric facility on the Inukjuak River near Inukjuak, Nunavik, in northern Quebec (the "**Innavik Hydro Project**"). COD is scheduled in 2022. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Development Projects – Under Construction – Hydroelectric Project"*.

On December 16, 2020, the Corporation reported that the rating agency S&P Global Ratings, a division of S&P Global Inc. ("**S&P**") changed the credit rating of Innergex to BB+(Stable) from BBB-(Negative) and the ratings of Corporation's Preferred Shares to B+ and P-4(High), from BB and P-3. The Corporation also reported that Fitch Ratings, Inc. ("**Fitch**") assigned a BBB- with a stable outlook rating to the Corporation and each of the Corporation's Series A Shares and Series C Shares was assigned a BB rating. See "*Credit Rating"*.

On December 29, 2020, the Corporation announced the closing of a construction financing and tax equity commitment for the Griffin Trail Wind Farm. The US$276.2 million ($351.7 million) financing was arranged with Sumitomo Mitsui Banking Corporation acting as Coordinating Lead Arranger, and Canadian Imperial Bank of Commerce (CIBC) acting as Joint Lead Arranger, backed by a US$171.4 million ($218.2 million) tax equity commitment from Wells Fargo to be provided upon the COD, which was reached on July 26, 2021. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Wind Farms"*.

Financial Year 2019

On March 25, 2019, the Corporation updated its 2019 financial projections which were made available in the 2018 MD&A. The 2019 financial projections were revised such that, assuming closing of the HS Orka Transaction (as defined below), at the end of the second quarter of 2019 and as a result of such a transaction, the Corporation expected power generated to increase by 10% instead of 20%, Revenues to increase by 7% instead of 15%, Adjusted EBITDA to increase by 11% instead of 15%, Adjusted EBITDA Proportionate to increase by 9% instead of 12%, and Free Cash Flow to increase by 10% as previously projected. In addition, upon closing of the HS Orka Transaction, the Corporation's remaining weighted average term of PPAs was expected to increase to 17.4 years and the weighted average age of facilities was expected to decrease to 7.2 years.

2019 was marked by the completion of the HS Orka Transaction and the commissioning of two (2) of the largest projects of the Corporation the 250 MW Phoebe solar farm and the 350.3 MW Foard City wind farm.

On May 23, 2019, the Corporation completed the sale of its wholly-owned subsidiary Magma Energy Sweden A.B. which owned an equity interest of approximately 53.9% in HS Orka hf ("**HS Orka**") to Jarðvarmi slhf ("**Jarðvarmi**") following the exercise by Jarðvarmi of its right of first refusal (the "**HS Orka Transaction**"). The HS Orka Transaction was completed for a sale price of US$297.9 million ($ 379.3 million) after giving effect to closing adjustments.

On May 8, 2019, the Corporation announced the closing of a construction financing and tax equity commitment for the Foard City wind farm located in Foard County, Texas (the "**Foard City Wind Farm**"). The US$290.9 million ($369.2 million) financing has been arranged with lenders Santander, MUFG, Zions Bancorp and the Royal Bank of Canada, backed by a US$275.0 million ($351.1 million) tax equity commitment from Berkshire Hathaway Energy and a US$23.3 million ($29.7 million) 7-year term loan facility with a 10-year amortization period to be provided by the lenders upon COD which was reached in the third quarter of 2019.

On May 21, 2019, the Corporation announced that it received approval from the TSX to proceed with a normal course issuer bid on its Common Shares (the "**2019 Bid**"). Under the 2019 Bid, the Corporation was authorized to purchase for cancellation up to 2,000,000 of its Common Shares representing approximately 1.5% of its issued and outstanding Common Shares. The 2019 Bid started on May 24, 2019 and ended on May 23, 2020. Under the 2019 Bid, no Common Shares were purchased.

On May 27, 2019, the Corporation, Pituvik and Hydro-Québec announced the construction of the Innavik Hydro Project. This innovative project will provide customers of Inukjuak's off-grid system with clean and renewable energy. Site preparation began in the fourth quarter of 2019 and construction began in the second quarter of 2020. A 40-year PPA was signed with Hydro-Québec and COD is expected at the end of 2022. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Development Projects – Under Construction – Hydroelectric Project*".

On September 30, 2019, the Corporation completed, on a bought deal basis, an offering in the aggregate principal amount of $125.0 million of 4.65% convertible debentures (the "**4.65% Convertible Debentures**") at a price of $1,000 per debenture. The 4.65% Convertible Debentures are unsecured and subordinated, have a maturity date of October 31, 2026, bearing interest at a rate of 4.65% per annum, payable semi-annually, and are convertible at the option of the holder into Common Shares at a conversion price of $22.90 per Common Share (the "**4.65% Conversion Price**"), the whole as contemplated under an underwriting agreement (the "**4.65% Convertible Debentures Underwriting Agreement**") dated September 11, 2019. The 4.65% Convertible Debentures commenced trading on the TSX on

September 30, 2019 under the symbol "INE.DB.C". See "*Description of Capital Structure – General Description of Capital Structure – 4.65% Convertible Debentures*".

On September 30, 2019, the Corporation announced that it began commercial operation of the 350.3 MW Foard City Wind Farm, a project consisting of 139 GE wind turbines spreading over 31,449 acres in Foard County, Texas. The wind farm benefits from a 12-year PPA with Vistra Energy for 300 MW of the Foard City Wind Farm total installed capacity. The remainder of the project's output will receive a merchant market price. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Wind Farms*".

On October 8, 2019, the Corporation announced that it completed the previously announced redemption of the 4.25% convertible unsecured subordinated debentures that were due to mature on August 31, 2020 (the "**4.25% Convertible Debentures**"), in accordance with the terms of the Trust Indenture dated August 10, 2015, governing these debentures. On September 5, 2019, the Corporation issued a redemption notice in respect of the aggregate outstanding principal amount of $100 million of the 4.25% Convertible Debentures. Of that principal amount, $86.6 million was converted at the holders' request into a total of 5,776,795 Common Shares at a conversion price of $15 per Common Share. The remaining $13.3 million was redeemed, as of the date of the announcement, at a price of $1,000 per debenture, plus accrued and unpaid interest up to, but excluding, October 8, 2019, and was financed with drawings under the Corporation's revolving term credit facility. The 4.25% Convertible Debentures under the symbol "INE.DB.A", were delisted from the TSX on October 8, 2019.

On November 19, 2019, the Corporation announced the full commissioning of the sizeable 250 MW Phoebe solar photovoltaic farm located in Winkler County, Texas (the "**Phoebe Solar Farm**"). The Phoebe Solar Farm was, at that time, the largest solar farm in operation in the State of Texas. The total output will be sold to the ERCOT power grid and 89% of the energy produced will receive a fixed price under a 12-year PPA with Shell Energy North America. The remainder of the project's output will receive a merchant market price. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Solar Farms*".

On November 28, 2019, the Corporation announced that a long-term PPA was signed with an investment grade rated US corporation for its 200 MW Hillcrest Solar Farm located in Brown County, Ohio. Sales under the PPA will start upon the project reaching commercial operation, which was achieved in the fourth quarter of 2021. See "*Description of the Business and Assets of the Corporation – Portfolio of Assets – Operating Facilities – Operating Solar Farms* ".

INDUSTRY OVERVIEW AND PRINCIPAL MARKETS

RENEWABLE POWER GENERATION INDUSTRY

Renewable power producers are involved in the generation of electricity from renewable sources of energy, including (i) water; (ii) wind; (iii) sun; and (iv) certain waste products, such as biomass (for example: waste wood from forest products operations) and landfill gas. Demand for renewable power in North America, France and Latin America continues to grow and is largely driven by the long-term trend toward stronger policies for protecting the environment and addressing climate change, as well as the growing corporate demand for green electricity. While traditional regulated utilities continue to dominate the North American and French electricity generation markets, it is recognized that independent power producers play an important role in the supply of electricity.

For the Corporation, the factors that explain its growing role in supplying renewable power in North America, France and Latin America, include:

- the growing demand for renewable energy, as key to the energy transition to fight climate change, as supported by international agreements such as the Paris Agreement;
- stable and long-term government policies for climate change mitigation and adaptation and for the procurement of new renewable energy capacity;
- the availability of long-term renewable energy purchase contracts with highly creditworthy counterparties;
- the implementation of non-discriminatory access to transmission systems, providing independent power producers with access to regional electricity markets;
- sustainable merchant prices in the different markets;
- its capacity to evaluate and secure the best prospective sites for the development of new projects in cooperation with local communities;
- its ability to adequately forecast total construction costs, expected revenues and expected expenses for each project, in a market with rapidly improving cost-competitiveness of renewable energy generation facilities;
- its ability to make accretive acquisitions; and
- its ability to finance its growth and to provide firm power with the increasing market readiness and cost effectiveness of storage technologies.

Push for developing renewable energy worldwide and implementing a global energy transition toward clean and renewable energy came during the United Nations Framework Convention on Climate Change (UNFCCC) 21st Conference of the Parties held in Paris, France in 2015. The agreement that came out of the Conference (the "**Paris Agreement**") aims to strengthen the global response to the threat of climate change by keeping a global temperature rise this century well below 2 degrees. The Paris Agreement establishes a long-term vision in order to reduce global emissions and phase out carbon from the world's energy sources through a transition to renewable energy within each national energy strategy. In 2018, the "Global Warming of 1.5C" report by the Intergovernmental Panel on Climate Change (IPCC) confirmed the need to pursue efforts to limit global warming to 1.5 degrees to avoid the worst impacts of climate change. The release of this report led to renewed and ambitious international commitments, which have continued to this day, to reduce greenhouse gases and to utilize renewable energy.

Renewable Power in Canada

Over the past few years, the significant growth in renewable power generation in Canada has resulted from commitments to reducing greenhouse gas emissions in power generation; national carbon pricing requirements introduced by the federal government; public concern over fossil fuel power generation, air quality and greenhouse gases; improvements in renewable energy technologies; and shorter construction lead times for some renewable energy projects. Renewable electricity generation in Canada is also supported by federal and provincial procurements that result in long-term fixed price contracts with crown corporations, incentives such as accelerated depreciation, and legislated commitments to renewable energy generation.

In response to its commitments under the Paris Agreement, the Government of Canada released the Pan-Canadian Framework on Clean Growth and Climate Change in 2016. Among its goals, the plan commits to phasing out coal-fired electricity generation by 2030 and resulted in the implementation of a national price on carbon pollution from industrial facilities as of 2019. The plan includes an Output-Based Pricing

System to reduce carbon pollution from electricity generation and ensure that renewable electricity sources, such as wind and solar, compete even more effectively against non-renewable sources.

In 2020, the Government of Canada released its strengthened climate plan, A Healthy Environment and a Healthy Economy. The plan commits to a significant increase to the national carbon price to reach $170 per tonne in 2030. Government took further steps in 2021: enhancing Canada's Paris Agreement target to reduce emissions by 40-45% from 2005 levels by 2030; and passing a legislated commitment to achieve net-zero emissions by 2050. The Government has also announced a proposal to make Canada's electricity grid 100% emission free by 2035 (Canada's electricity grid is currently 82% emission free). Achieving these targets will require significant electrification in all economic sectors and for Canada to produce around two times as much non-emitting power as it does now.

At the provincial and territorial level, many governments have set targets for an increased component of renewable energy in their electricity generation supply mix, in order to reduce greenhouse gas emissions over time.

Such targets include the following:

- British Columbia ("BC") – generate at least 93% of its electricity from clean or renewable resources, and planning to adopt a 100% target;
- Alberta – at least 30% of its electricity generation from renewable sources by 2030;
- Saskatchewan – up to 50% of its electricity from renewable resources by 2030;
- Québec – as 99.8% of its electricity production is from renewable sources, government is prioritizing electrification initiatives;
- Nova Scotia – 80% of electricity to come from renewable sources by 2030;
- New Brunswick – committed to getting 100% of its power from non-emitting sources by 2050;
- Yukon – 97% of electricity on the main electricity grid to come from renewable sources by 2030.

Canada enjoys a unique abundance of hydrological resources with an estimated installed hydroelectric capacity of more than 80,000 MW, ranking it the fourth largest hydroelectric energy producer in the world.

Wind energy is now among the lowest-cost options for new electricity supply in most Canadian provinces. More wind energy has been built in Canada over the last five years than any other form of electricity generation. The Canadian Renewable Energy Association ranks Canada as the ninth largest producer of wind energy in the world, with an installed wind power capacity of more than 13,580 MW as of the end of 2020.

Solar energy is a small part of the overall supply mix, but a rapidly growing electricity source in Canada. In 2020, Canada had approximately 3,000 MW of installed solar energy capacity, putting it at 22nd in the world.

Wind and solar combined now make up 6% of Canada's total electricity generation.

Regulatory Framework and Distribution Method

Québec

Hydro-Québec, a public corporation of the Government of Québec, is one of the largest electricity utilities in North America. Under its incorporating statute, Hydro-Québec is given broad powers to generate, supply, and deliver electric power throughout Québec. Excluding the territories served by municipal or

private electric power systems or by a local cooperative, Hydro-Québec is the holder of exclusive electric power distribution rights throughout the territory of Québec and is the main generator of energy and transmission system operator in the province.

The Régie de l'énergie, an economic regulation agency, sets and modifies the rates and conditions for, inter alia, the transmission of electric power by the electricity carrier and the distribution of electric power by the electricity distributors in the Province of Québec. Furthermore, the Régie de l'énergie monitors all Requests for Proposals for the supply of energy in Québec.

In 2020, the Québec Government released the 2030 Plan for a Green Economy, an electrification and climate change policy framework. The government is making the electrification of transportation, buildings and industrial activities the plan's focal point so that currently consumed fossil fuels will gradually be replaced by Québec-produced green energy. Québec will also export renewable electricity to its neighbours with the aim to become the "battery" of northeastern America. In 2021, Hydro-Québec launched new calls for tenders for 780 MW of renewable energy to be commissioned by 2026. The Corporation remains confident in the long-term viability of the small hydro and wind energy sectors in this province.

BC

BC Hydro is one of the largest electric utilities in Canada, supplying most of the power generating capacity in the province. The remaining capacity is provided by investor-owned utilities, large and small industrial self-generators, and independent power producers. The BC Utilities Commission is an independent agency of the provincial government that is responsible for regulating the rates and standards of service quality of BC's natural gas and electricity utilities.

In late 2017, the BC Government decided to continue construction of the Site-C hydroelectric dam project, after it was sent to the BC Utilities Commission for review. The project is currently under construction and is scheduled to reach commercial operation in 2024. With stable climate policy and effective implementation, the energy produced by Site-C should be met by the demand associated increased electrification of energy consumption in BC.

The Government of BC launched its climate plan, CleanBC, at the end of 2018. The plan outlines goals in the transportation, buildings, industrial, and waste sectors to help BC achieve its 2030 target of a 40% reduction in GHG emissions. In 2021, Government of BC released an updated climate plan – the Roadmap to 2030 – which includes plans to increase carbon pricing, pursue electrification, and adopt a 100% clean electricity delivery standard. While meeting the commitments in the plan will require substantial renewable electricity resources, the Government of BC does not currently anticipate needing to procure additional clean energy sources until beyond 2030.

Ontario

The Ontario Energy Board regulates Ontario's energy sector through licensing, development and enforcement of rules and standards, and rate regulation of the Crown utility Ontario Power Generation ("OPG"). The Independent Electricity System Operator ("IESO"), into which the Ontario Power Authority was merged in January 2015, addresses system planning and security of supply in Ontario by reviewing demand and resource reliability forecasts, facilitating supply source investment and diversification, and promoting conservation.

The IESO's Annual Planning Outlook is a 20-year forecast for Ontario's electricity system that is intended to guide investment decisions and market development. Released at the end of 2020, the latest outlook

forecasts increased demand due to decarbonization measures and economic recovery incentives. A need for more energy will arise in 2026 due to this demand, the expiration of generation contracts, and nuclear refurbishments. The IESO is also undertaking a large-scale reform of its market rules, with a view to reducing scheduling and dispatching costs, introducing a day ahead market, and lowering costs for consumers.

Renewable Power in the U.S.

According to the U.S. Energy Information Administration, electricity generation from renewable energy is expected to rise from 19% in 2019 to 38% by 2050, with approximately 117 GW of new wind and solar photovoltaic capacity expected to be added from 2020-2023, encouraged by declining capital costs and the availability of tax credits. In many markets across the U.S., wind and solar energy are already among the least costly new generation sources, even compared with relatively low-cost natural gas.

As electricity demand grows modestly, the primary drivers for new capacity are expected to be the retirements of older, less-efficient fossil fuel units, the availability of renewable energy tax credits, and the continued decline in the capital cost of renewable energy sources, especially solar photovoltaic (PV). The U.S. also has a growing portion of new renewable energy projects being built to meet corporate demand. Favourable costs for renewable energy sources, combined with legislated commitments towards renewable energy at the state level, are expected to continue driving demand for new generation capacity.

States have been very active in adopting and increasing renewable portfolio standards (RPS), policies that require electricity suppliers to source a certain amount of their electricity from designated renewable resources or eligible technologies. Thirty (30) states, Washington, D.C., and three (3) territories have now adopted a RPS Thirteen (13) jurisdictions including Hawaii require 100% clean electricity by 2050 or earlier. Over 60% of U.S. electricity retail sales are in a jurisdiction with legally binding RPS policies.

In the U.S., electricity producers sell their electricity under various types of contracts, including long-term PPAs, power hedges, and commercial and retail contracts.

Texas

Texas leads the U.S. in energy production, primarily from crude oil and natural gas. It also generates the most electricity of any state and is the largest producer of wind energy in the U.S. The state has been a leader in wind development since the early 1990's and had over 30 GW of wind capacity installed at the end of 2020, surpassing its target of 10 GW of installed renewable energy capacity by 2025. The state encouraged construction of wind facilities by authorizing Competitive Renewable Energy Zones ("**CREZ**"), a $7 billion effort in which transmission lines were built to connect to future wind farms in areas of high wind potential.

The high levels of direct solar radiation in the central and western parts of the state gives Texas some of the largest solar energy potential in the nation. Decreased costs for solar PV panels and improved transmission access have resulted in rapid increases in solar PV capacity to reach over 5 GW of installed utility-scale capacity, with an additional 5 GW expected to be installed in 2022.

Regulatory Framework and Distribution Method

In Texas, the main electricity grid is operated by the Electricity Reliability Council of Texas ("**ERCOT**") and is largely isolated from the interconnected power systems serving the eastern and western U.S. The isolation means that the ERCOT grid is not subject to Federal Energy Regulatory Commission oversight and is, for the most part, dependent on its own resources to meet electricity needs. Without using long-term fixed price contracts, ERCOT has achieved large-scale wind development and utility-scale solar is becoming increasingly prominent.

Combined with the limited regulatory framework applicable to permitting and construction on private lands, ERCOT's independence and the low cost of wind and solar generation, demand for renewables is predicted to continue to rise in Texas.

Renewable Power in France

At the moment, France is facing an energy crisis due to high natural gas prices and low nuclear availability, which drove energy prices at record level. This crisis might lead to future opportunities to recontract at higher prices as the demand for corporate PPA is growing. Recent announcements by President Macron show that the government is trying to propose a solution to this crisis and may lead to a reshuffle of the priorities in the energy sector. The proposed plan is based on a combination of nuclear power and renewable energy. The proposed plan, once implemented, would increase the target for solar power capacity to 100 GW by 2050 and postpone the 35 GW target for onshore wind to 2050. However, these targets will need to be enacted after presidential election. Innergex' management closely monitors the situation and will adjust its strategy accordingly.

France's decarbonisation framework, anchored in the Energy Transition Law of 2015, builds on the National Low-Carbon Strategy for 2050 (Stratégie Nationale Bas-Carbone, SNBC), with targets for the reduction of fossil fuel use and emissions by sectors under three five-year carbon budgets out to 2034. In the energy sector, actions are implemented by two successive five-year energy investment plans (la programmation pluriannuelle de l'énergie, PPE). In 2020, the government updated the SNBC and the PPE towards the goal of carbon neutrality by 2050.

The French government has set ambitious goals to increase the share of renewable energy in the next 10 years by setting some specific targets by technology. This translates into a projected 35 GW installed capacity in onshore wind by 2028, which continues to be our main focus in this market. In addition, from 2021, we intend to address the large-scale solar sector which benefits from the same support with a 40 GW target by 2028. Finally, alongside renewable generation, Innergex intends to pursue opportunities in the storage market for which a regulatory framework is in progress.

In addition, the recent spike in electricity prices in Europe has also increased the demand for corporate PPA, especially for renewable power. This might lead to further opportunities.

Regulatory Framework and Distribution Model

The French electricity system is largely deregulated for production, ancillary services and electricity supply. It is, however, still a monopoly for distribution and transmission. The transmission system operator (**RTE**) and the distribution operator (**ENEDIS**), both subsidiaries of Électricité de France ("**EDF**") are responsible for managing distribution and transport infrastructure and have a duty to provide interconnection to

renewable energy projects at standardized conditions. As such, the energy environment remains very favorable to renewable developers.

Although France is likely to reduce the availability of its feed-in tariff contracts, it has committed to extend the RFP system for sourcing additional renewable power. In line with its strategic objectives of reaching 35 GW by 2028, RFPs are expected to call for 1.5 to 2 GW of additional wind projects every year and close to 2 GW of additional solar projects every year. Awarded-PPAs would still be offered through a government-backed entity for a long period of time (20 years).

Renewable Power in Chile

Renewable power continues to increase in Chile. In 2021, the production of solar and wind energy reached a total of 17,310 Gigawatt hours ("**GWh**"), a 31% increase from 2020, and representing 23% of the total generated power. Meanwhile, hydroelectric facilities remained the single-largest source of renewable electricity in 2021, accounting for 20% of the total generation (16,016 GWh).

As of December 2021, there were 169 renewable energy facilities under construction, representing 4,500 MW of capacity. Non-conventional renewable energies, which do not include hydropower with reservoirs, now make up 36.7% of the country's installed capacity and contribute 27% of annual electricity generation.

Mining, which consumes about a third of Chile's overall power production, is also an industry that consumes most of the new renewable energy. Since 2014, the prices of solar energy dropped by more than 60%, prompting the mining sector and other sectors to invest in renewable energy to reduce their energy consumption expenses.

Regulatory Framework and Distribution Model

In Latin America, demand for electricity remains strong and governments are seeking to increase the production of renewable energy, of which there is an ample resource. Chile has set legislated commitments to renewable energy, which target increases in renewable energy generation to 60% by 2035 and 70% by 2050. Its target under the Paris Agreement is to peak annual GHG emissions by 2025 and reduce them to 95 Megatonnes (Mt) by 2030. One of the most concrete actions to date has been the Retirement Plan and/or Reconversion of Units to Coal, which aims to remove remaining coal-fired power plants (which still provide 35% of Chile's electricity) by 2040. Several coal-fired units have already closed and the goal has potential to advance to 2030 or 2025.

The National Electric Coordinator acts as the independent system operator for the National Electric System in Chile. It is charged with coordinating electricity generation throughout the system to achieve operational and cost efficiency, while transmission and distribution costs are regulated by law. It also preserves the security of electrical service and must guarantee open access to the transmission system according to law.

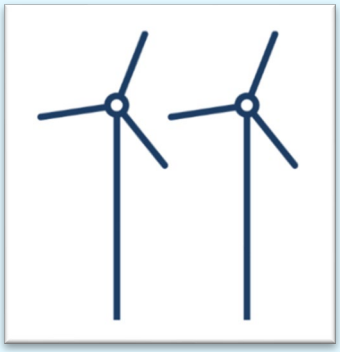
In 2013, only 5% of the electricity production in Chile was generated from non-conventional renewable sources. In 2021, non-conventional renewable generation reached 27% of the total generation, surpassing a 2013 law which mandated that 20% of the electricity produced in Chile come from renewable energy by 2025. The solar and wind energy sectors are the most popular sectors since Chile is geographically well positioned. The sunlight from the Atacama Desert and the winds from the Pacific coast and the Andes Mountains make Chile a promising market for renewable energy production.

METHOD OF PRODUCTION

Hydroelectric Power Generating Process

Run-of-river hydroelectric generation facilities, unlike traditional hydroelectric facilities, do not require the flooding of large areas of land. Hydroelectric power is generated by harnessing the force created as waterfalls. The difference in elevation between the headpond and the tailrace is referred to as "**head**" or "**operating head**". The energy in the moving water is ultimately converted into electric energy. The water flows through an intake structure and penstock or a tunnel down to a turbine, which is essentially a water wheel. The water spins the turbine and the hydraulic energy is then converted into mechanical energy which is converted into electricity by the generator. The electricity is sent through a transformer where its characteristics are adjusted so that it can be sent along the transmission system.

Wind Power Generating Process

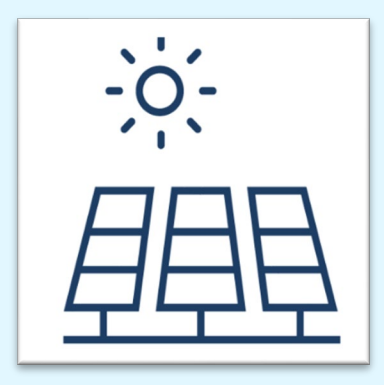


Electricity generated from wind is becoming an increasingly important source of energy globally, including in North America. Like hydroelectric generation, wind generation is not subject to fuel price volatility and it produces no greenhouse gas or other emissions. Wind turbines can only generate electricity when the wind blows at speeds within a certain operating range.

Energy is produced from the wind power exerted on the blades of a wind turbine which are attached to a central shaft to rotate a generator. Wind turbines are equipped with a control system which optimizes electrical production and adjusts to varying wind speed and direction.

Solar Power Generating Process

Solar Photovoltaic Power



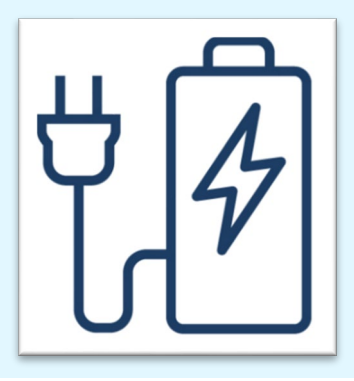
Solar photovoltaic power generating farms consist of an array of solar panels. These solar panels are made up of smaller solar cells (encased in glass to protect them from the elements), which convert electromagnetic radiation from the sun into electricity by means of semiconductors. The semiconductors use photons of light to knock electrons into a higher state of energy to create electricity (known as the photovoltaic effect).

The electricity produced by solar photovoltaic generating farms is in the form of direct current (unilateral flow of electricity). An inverter is required to convert the direct current electricity to alternating current, required for injection into the electricity distribution and transmission systems.

Solar Thermal Power

Solar thermal power generation farms collect and concentrate solar radiation to produce the heat needed to generate electricity. Solar thermal power systems are equipped with an array of collectors used to focus solar radiation onto a receiver. Generally, the receiver contains fluid which is heated and circulated to produce steam or stored in a hot water tank for later use. The steam is converted into mechanical energy in a turbine, which powers a generator, to produce electricity.

Energy Storage Power Generating Process



With the increased use of renewable energy, wind and solar, whose production varies depends on wind or solar radiation, it becomes important to integrate energy storage to help balance energy production and demand. As large hydroelectric dams allow water to be stored for later use in hydroelectric turbines, battery storage, spread over all power grids, allows the storage of excess energy generated from renewable energies, outside peak hours, to be reused in periods of high demand for electricity. The advantage of battery storage is its installation close to consumption areas during the peak demand. Battery storage can cover between 2 and 6 hours of peak demand.

In addition, energy storage by batteries will support various grid services like voltage and frequency stabilisation to meet the local needs as well as to support the load variation, reducing the demand on transmission lines during the peak period.

Hydrogen will become key in the worldwide energetic transition. Hydrogen is largely used by many industries such as chemical industries to produce fertilizers and various polymers for textiles, adhesives, plastics, and man-made materials. Hydrogen is also used to produce steel, metals, glass as well as to manufacture silicon chips for all the electronics application. Hydrogen for industrial application is presently

produced by a process called SMR (Steam Methane Reformer). This process generates 10 tons of CO_2 for each ton of Hydrogen. Renewable energy will be the only way to produce Green Hydrogen (Green H_2) using electrolyser without CO_2 production. Electrolyser splits the water molecule into two components: Oxygen and Hydrogen. Green H_2 will become key for industrial applications as well as in the heavy transportation industry such as heavy truck, marine, train, airplane. For long term energy storage, the production of green hydrogen will allow energy to be stored over a long period of time. Green Hydrogen could be reused to produce electrical energy by using fuel cells.

FACTORS AFFECTING RENEWABLE ELECTRICITY PRODUCTION PERFORMANCE

Renewable energy projects, such as run-of-river hydroelectric facilities, wind farms and solar farms depend on "energy" sources which are, by their very nature, variable. Therefore, the level of production on a day-to-day basis is also variable. However, long-term historical records for hydroelectric energy and site-specific measurements for hydro and wind energy allow for a monthly or annual average or "mean" hydrology or wind speed, which in turn allow for electricity production to be estimated using statistical analysis.

Turbine capacity, measured in megawatts, is an indication of the electricity production capability of a turbine. Turbine capacity multiplied by the number of hours in one year (8,760 hours) gives the maximum theoretical annual production of a turbine measured in MWh. Turbines are dependent on water flow or wind speed; a turbine does not operate every hour of the year.

Production from solar farms is dependant of the sunlight. The usage factor is a measure of the productivity of an electricity-generating source. There are several factors that preclude a wind or hydro powered electricity-generating turbine or solar panels from operating at their theoretical maximum. The primary factors are water flow, wind speed and irradiance.

Furthermore, changing climatic conditions can result in extreme or abnormal weather conditions, resulting in the occurrence of events such as heatwaves, drought, storms and/or floods. This can temporarily or permanently result in increases in volatility of wind, water and sunlight resources or their reduced availability, strength and consistency.

Therefore, a turbine or solar panels will operate for significant periods of time at power outputs less than the rated capacity.

In general, hydro projects have usage factors ranging from 40% to 70%, wind energy projects have usage factors ranging from 25% to over 50% depending on various site-specific factors, and solar energy projects have usage factors from around 15% for fixed racking applications in lower irradiance regions to more than 30% in high solar irradiance areas when the panels are mounted on tracking systems.

COMPETITIVE CONDITIONS

The Corporation owns and operates 80 facilities in commercial operation (see "Operating Facilities" under section "Portfolio of Assets"). Commissioned between 1992 and July 2021, the facilities have a weighted average age of approximately 9.4 years.

The power generated by the Operating Facilities are generally sold pursuant to long-term PPAs, power hedge contracts or short and long-term industrial and retail contracts (each, a form of PPA) to rated public utilities or other creditworthy counterparties. The PPAs of the Corporation have a weighted average remaining life of 14.1 years (based on gross long-term average production).

For most Operating Facilities in Canada and in France, PPAs include a base price and, in some cases, a price adjustment depending on the month, day and hour of delivery. For most Operating Facilities in the U.S., power generated is sold through PPAs or on the open market and supported by financial or physical power hedges (a form of PPA) to address market price risk exposure. A power hedge is a contract for differences between an electricity producer and a hedge provider (often a financial institution) and as a result, are subject to certain unique risks when compared to more traditional forms of PPAs (see section entitled "Risk and Uncertainties" in the Corporation's 2021 Annual Report). Power hedges are growing in popularity throughout the U.S. and are generally available in deregulated electricity markets, which permit the sale of electricity output on a day-ahead or real-time market. Under a power hedge, if the market price of electricity falls below a certain set (hedge) price at the time of a sale, the hedge provider pays the producer the difference; if the market price is above the hedge price, then the producer pays the difference to the hedge provider.

In Chile, Operating Facilities sell the power generated through PPAs to industrial customers or on the open market.

The Corporation intends to pursue growth opportunities in the renewable energy sector. As such, it intends to pursue growth in its current markets and remains open to identifying new target markets. In its current geographical areas, the Corporation faces competition from large utilities, coal, nuclear, and natural gas electricity producers, other independent power producers and institutions such as investment management funds. Market prices for natural gas and other commodities are important drivers of electricity prices which influence electricity prices from renewable energy. In Canada, the Corporation depends on the sale of its power to provincially owned utilities with long-term PPAs that are generally obtained through a competitive procurement process, which limit exposure to market price risk exposure. However, exposure to market mechanisms, present in deregulated electricity markets can expose certain facilities to operating restrictions, increased downtime due to limited demand or transmission constraints and locational pricing mechanisms.

The Corporation may also face competition while seeking to make acquisitions, as the assets up for sale can attract competing bids from other potential acquirers. The Corporation manages the risks posed by such competitive conditions through its ongoing strategic planning process, through geographical diversification of its portfolio of projects, as well as by focusing on low-impact renewable projects, long-term PPAs with a fixed price, its proven track record and its experienced management team.

The growing awareness and concerns over issues such as climate change, access to clean energy, energy security, energy efficiency and environmental impacts of conventional fossil fuel are leading governments around the world to increase their demand for and commitments to the development of renewable energy supply. Such concerns are driving private procurement initiatives for renewable energy, particularly in the U.S.

Moreover, renewable energy production competitiveness has increased drastically in the last decade mainly due to technological advances and falling costs of the main components. Consequently, notwithstanding the competitive risks associated with the ability to secure new PPAs or renew any PPA (see section entitled "Risk and Uncertainties" in the Corporation's 2021 Annual Report), the Corporation believes that the outlook for the renewable energy industry is promising.

ECONOMIC DEPENDENCE

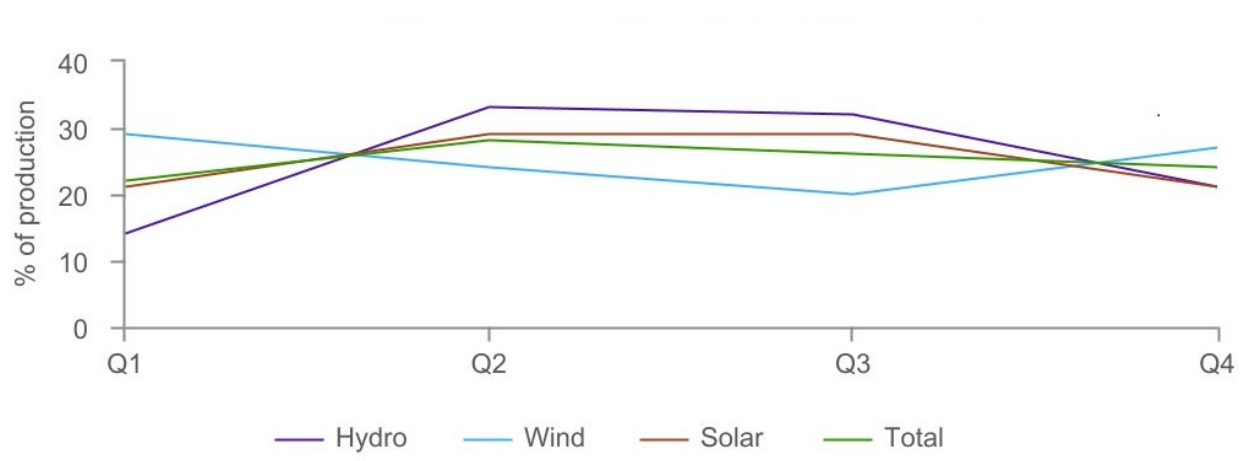
The Corporation does not believe it is substantially dependant on any single contractual agreement. However, the Corporation has identified three (3) major customers. The following table presents the sales of the Corporation to these three (3) major customers under its various PPAs, each represented more than 10% of its 2021 revenues of $747.2 million ($613.2 million in 2020):

MAJOR CUSTOMER	CREDIT RATING FROM STANDDARD & POOR'S	SEGMENT	REVENUES FOR THE YEARS ENDED	
			DEC. 31, 2021 ($M)	DEC. 31, 2020 ($M)
Hydro-Québec	A+	Hydroelectric and wind power generation	219.9	244.5
BC Hydro	AAA	Hydroelectric generation	188.0	172.7
Électricité de France	A+	Wind power generation	88.6	92.3

SEASONALITY AND CYCLICALITY

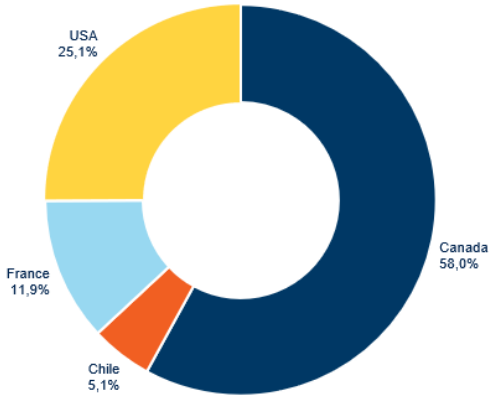
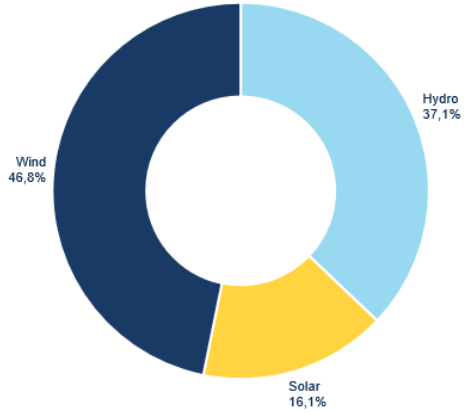
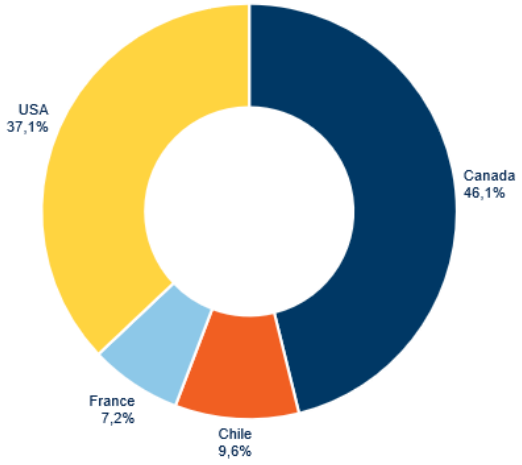
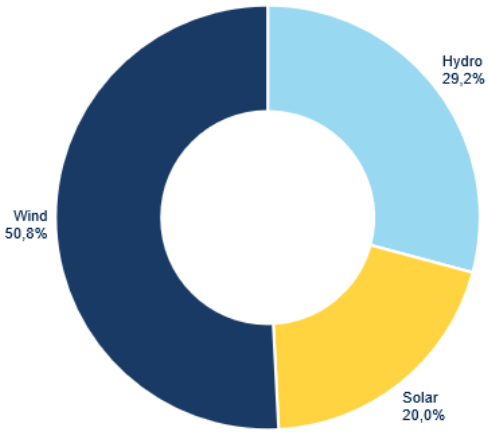
The renewable power industry is inherently seasonal due to the industry's dependence on weather for the availability of water, wind and sunlight resources for electrical generation.

Seasonality of Production by Energy Sources



The percentage of production is based on the LTA for the facilities in operation. The LTA is presented in accordance with revenue recognition accounting rules under IFRS and excludes production from facilities that are accounted for using the equity method.

The Corporation has limited its exposure to the seasonality of the industry by virtue of the fact that its facilities and projects are geographically diversified (spanning the Provinces of Québec, BC and Ontario in Canada, in France, in the U.S. and in Chile, as presented below as at December 31, 2021). These facilities and projects also offer a mix of energy sources, providing further diversification and thereby reducing the Corporation's dependence on any one resource and any one region.

GEOGRAPHIC DIVERSIFICATION	ENERGY SOURCE DIVERSIFICATION
Based on 2021 Consolidated Revenues of $747.2 million	Based on 2021 Consolidated Revenues of $747.2 million
	
Based on 2021 Net Installed Capacity (MW)	Based on 2021 Net Installed Capacity (MW)
	

DESCRIPTION OF THE BUSINESS AND ASSETS OF THE CORPORATION

GENERAL OVERVIEW – SEGMENT INFORMATION

As of December 31, 2021, the Corporation had three (3) operating segments: hydroelectric generation, wind power generation and solar power generation. Through those three operating segments, the Corporation sells electricity produced by its hydroelectric facilities, wind farms and solar farms in operation, to publicly owned utilities, other creditworthy counterparties or electricity markets and analyses potential sites and develops hydroelectric, wind and solar facilities up to commissioning stage.

	OPERATING REVENUES OF THE CORPORATION BY REPORTABLE SEGMENTS			
	2021 OPERATING REVENUES		2020 OPERATING REVENUES	
OPERATING SEGMENTS	$M	% OF TOTAL REVENUES	$M	% OF TOTAL REVENUES
Hydroelectric Power Generation	277.3	37.1%	229.1	37.4%
Wind Power Generation	349.8	46.8%	333.8	54.4%
Solar Power Generation	120.1	16.1%	50.3	8.2%

PORTFOLIO OF ASSETS

The Corporation owns interest in three (3) groups of projects at various stages: Operating Facilities, Development Projects and Prospective Projects.

Operating Facilities

The Corporation owns and operates 80 facilities in commercial operation (the "**Operating Facilities**"). The Corporation shares ownership of 40 Operating Facilities with a corporate, financial, local community or Indigenous partner. Most Operating Facilities sell the generated power under long-term fixed-price PPAs.

OPERATING SEGMENTS	NUMBER OF OPERATING FACILITIES[1]	INSTALLED CAPACITY (MW)	
		GROSS[2]	NET[3]
Hydroelectric	40	1,259	919
Wind	32	1,946	1,602
Solar	8	647	631
Total	**80**	3,852	3,152

1. The number of Operating Facilities includes all facilities owned and operated by the Corporation, including the non-wholly owned subsidiaries and joint ventures and associates.
2. Gross installed capacity is the total capacity of all Operating Facilities of the Corporation, including those owned and operated by a non-wholly owned subsidiaries and joint ventures and those operated by associates.
3. Net capacity is the proportional share of the total capacity attributable to the Corporation based on its ownership interest in each facility.

Operating Hydroelectric Facilities

The Corporation owns interest in 40 hydroelectric Operating Facilities which have an aggregate net installed capacity of 919 MW (gross 1,259 MW), out of which nine (9) are in the Province of Québec, three (3) in Ontario and 21 in BC for a total of 33 in Canada, three (3) in the U.S. and four (4) in Chile. A majority are fully automated and may be operated locally or remotely.

HYDROELECTRIC OPERATING FACILITIES LOCATED IN QUÉBEC, CANADA

FACILITY NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Chaudière	24.0	100%	1999	2039
Magpie	40.6	99.996%	2007	2032
Montmagny	2.1	100%	1996	2046
Portneuf – 1	8.0	100%	1996	2021
Portneuf – 2	9.9	100%	1996	2021
Portneuf – 3	8.0	100%	1996	2021
Saint-Paulin	8.0	100%	1994	2034
Ste-Marguerite	8.5 22.0	50.1%	1993 2002	2043 2027
Windsor	5.5	100%	1996	2036
TOTAL	136.6			

Renewal of PPAs regarding certain facilities described above

The PPA of the Ste-Marguerite Facility was finalized in the second quarter of 2021, for an additional 25 year-term ending in 2043, retroactive as of the fourth quarter of 2018.

The PPA for the Montmagny Facility was finalized in the third quarter of 2021 for an additional 25 year-term ending in 2046.

The PPAs for the Portneuf Facilities reached the end of their initial 25-year term in May 2021. The Corporation sent to Hydro-Québec its notice of automatic renewal for an additional 25-year term. Discussions on the renewal terms and conditions are underway, in accordance with the renewal process of the initial PPA.

HYDROELECTRIC OPERATING FACILITIES LOCATED IN ONTARIO, CANADA

FACILITY NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Batawa	5.0	100%	1999	2029
Glen Miller	8.0	100%	2005	2025
Umbata Falls	23.0	49%	2008	2028
TOTAL	36.0			

HYDROELECTRIC OPERATING FACILITIES LOCATED IN BC, CANADA

FACILITY NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Ashlu Creek	49.9	100%	2009	2039
Big Silver Creek	40.6	100%	2016	2056
Boulder Creek	25.3	100%	2017	2057
Brown Lake	7.2	100%	1996	2022[1]
Douglas Creek	27.0	50.0024%	2009	2049
East Toba	147.0	40%	2010	2045
Fire Creek	23.0	50.0024%	2009	2049
Fitzsimmons Creek	7.5	100%	2010	2050
Jimmie Creek	62.0	51%	2016	2056
Kwoiek Creek	49.9	50%	2014	2054
Lamont Creek	27.0	50.0024%	2009	2049
Miller Creek	33.0	100%	2003	2023
Montrose Creek	88.0	40%	2010	2045
Northwest Stave River	17.5	100%	2013	2053
Rutherford Creek	49.9	100%	2004	2024
Stokke Creek	22.0	50.0024%	2009	2049
Tipella Creek	18.0	50.0024%	2009	2049
Tretheway Creek	21.2	100%	2015	2055
Upper Lillooet River	81.4	100%	2017	2057
Upper Stave River	33.0	50.0024%	2009	2049
Walden North	16.0	51%	1993	2024
TOTAL	846.4			

1. The renewal of the Brown Lake PPA is subject to approval by the BCUC.

HYDROELECTRIC OPERATING FACILITY LOCATED IN THE U.S.

FACILITY NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Curtis Mills	12.0	50%	1986	2027
Horseshoe Bend	9.5	100%	1995	2030
Palmer Falls	48.0	50%	1986	2027
TOTAL	**70.0**			

HYDROELECTRIC OPERATING FACILITIES LOCATED IN CHILE

FACILITY NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Guayacán	12.0	69.5%	2010	2025[1]
Mampil	55.0	100%	2001	-[1]
Peuchén	85.0	100%	2001	-[1]
Licán	18.0	100%	2011	-
TOTAL	**170.0**			

1. Currently Guayacán and Duqueco (Mampil + Peuchén) have PPAs for a part of their generation. Guayacan signed a PPA with three different off-takers, CIC, ECOM, Kommatsu with a fix price of USD$45/MWh for 6.4 GWh/year, USD$39.26/MWh for 7.7 GWh/year and USD$41/MWh for 11.02 GWh/year, respectively. Duqueco has at this time 6 different PPAs in force, two with Enel and one with each of the following companies: ENAP, Typack, Carnes Nuble and Voith Papers, expiring in 2023, 2024, 2022, 2025, 2025 and 2026, respectively. The prices for the Duqueco projet have a range of between USD$39.26/MWh and USD$45.0/MWh and for a total generation of 25.12 GWh/year.

Operating Wind Farms

The Corporation owns interests in 32 operating wind farms which have an aggregate net installed capacity of 1,602 MW (gross 1,946 MW) out of which eight (8) are in Canada (seven (7) in the Province of Québec and one (1) in BC), sixteen (16) in France and eight (8) in the U.S.

WIND FARMS LOCATED IN QUÉBEC, CANADA

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Baie-des-Sables	109.5	100%	2006	2026
Carleton	109.5	100%	2008	2028
Gros-Morne	211.4	100%	2011 2012[1]	2032
L'Anse-à-Valleau	100.5	100%	2007	2027
Mesgi'g Ugju's'n	150.0	50%	2016	2036
Montagne Sèche	58.4	100%	2011	2031
Viger-Denonville	24.6	50%	2013	2033
TOTAL	**763.9**			

1. Construction of the Gros-Morne Wind Farm was performed in two phases: phase I for 100.5 MW was brought to COD in 2011 and phase II for 111 MW in 2012.

WIND FARM LOCATED IN BC, CANADA

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Dokie	144.0	25.5%	2011	2036
TOTAL	**144.0**			

WIND FARMS LOCATED IN FRANCE

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Antoigné	8.0	69.55%	2010	2025
Beaumont	25.0	69.55%	2015	2030
Bois d'Anchat	10.0	69.55%	2014	2029
Bois des Cholletz	11.8	69.55%	2015	2030
Les Renardières	21.0	69.55%	2017	2032
Longueval	10.0	69.55%	2009	2024
Montjean	12.0	69.55%	2016	2031
Plan Fleury	22.0	69.55%	2017	2032
Porcien	10.0	69.55%	2009	2024
Rougemont-1	36.1	69.55%	2017	2032
Rougemont-2	44.5	69.55%	2017	2032
Theil-Rabier	12.0	69.55%	2016	2031
Vaite	38.9	69.55%	2017	2032
Vallottes	12.0	69.55%	2010	2025
Yonne	44.0	69.55%	2017	2032
Yonne II	6.9	69.55%	2021	2041
TOTAL	**324.2**			

WIND FARMS LOCATED IN THE U.S

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Cold Springs	23.0	62.3%	2012	2032
Desert Meadow	23.0	62.3%	2012	2032
Foard City	350.3	100%	2019	2031
Griffin Trail	225.6	100%	2021	-
Hammett Hill	23.0	62.3%	2012	2032
Mainline	23.0	62.3%	2012	2032
Ryegrass	23.0	62.3%	2012	2032
Two Ponds	23.0	62.3%	2012	2032
TOTAL	**713.9**			

Operating Solar Farms

The Corporation owns interests in eight (8) solar farms which have an aggregate net installed capacity of 631 MW (gross 647MW) out of which one (1) is in Canada (in the Province of Ontario), four (4) in the U.S. and three (3) in Chile, which one (1) in Chile has a storage capacity of 150.0 MWh.

SOLAR FARM LOCATED IN ONTARIO, CANADA

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Stardale	27.0	100%	2012	2032
TOTAL	**27.0**			

SOLAR FARMS LOCATED IN U.S.

FARM NAME	GROSS CAPACITY (MW)	EQUITY INTEREST	COD	PPA EXPIRY
Kokomo[1]	6.0	90%	2016	2036
Spartan[1]	10.5	100%	2017	2042
Phoebe	250.0	100%	2019	2031
Hillcrest	200.0	100%	2021	2036
TOTAL	**467.0**			

1. Here and elsewhere, Kokomo and Spartan equity interests reflect the Corporation's portion of sponsor equity ownership. At Spartan Solar Farm, the Corporation operates and holds a 100% sponsor equity ownership, with the tax equity interest held by a third party. At Kokomo Solar Farm, the Corporation operates and holds a 90% sponsor equity ownership interest, with the remaining sponsor equity and tax equity interest held by third parties.

SOLAR FARMS LOCATED IN CHILE

FARM NAME	GROSS CAPACITY (MW)	STORAGE CAPACITY (MWh)	EQUITY INTEREST	COD	PPA EXPIRY
Pampa Elvira	34.0	150.0[1]	27.5%	2013	2023
Salvador	68.0	-	100%	2014	2030
San Andrés	50.6	-	100%	2014	2034
TOTAL	**152.6**	**150.0**			

1. Capacity related to the hot water storage of the Pampa Elvira Solar Farm.

Development Projects

As of February 23, 2022, the Corporation has interests in 12 development projects, three (3) of which are under construction, representing an aggregate estimated gross installed capacity of 37.5 MW and an aggregate estimated storage capacity of 129.0 MWh and the other nine (9) projects have an aggregate estimated gross installed capacity of 732.2 MW which are at different stages of development (the "**Development Projects**"). All the Development Projects are set forth in the following tables and further described below:

Under Construction

COUNTRY	PROJECT	ESTIMATED GROSS INSTALLED CAPACITY (MW)	ESTIMATED STORAGE CAPACITY (MWh)	EQUITY INTEREST	EXPECTED COD	PPA EXPIRY
HYDROELECTRIC PROJECT						
Canada	Innavik	7.5	-	50%	2022	2062
ENERGY STORAGE PROJECT						
France	Tonnerre	-	9.0	100%	2022	-[(2)]
SOLAR PROJECT						
U.S.	Hale Kuawehi	30.0	120.0	100%	2023	2058
TOTAL		**37.5**				

1. This information is intended to inform the reader of the project's potential impact on the Corporation's results. The actual results may vary. See "**Forward-Looking Information**".
2. The project has been awarded a 7-year contract for difference offering a fixed-price contract for capacity certificate. The French Energy Code sets forth a market-based premium regime. Under a contract for difference, the income of the producer relies on a price obtained on the market and an energy premium that corresponds to the difference between tariff calculated on the basis of the average financing and operation costs for an efficient representative installation and the average electricity and capacity market-based prices

Hydroelectric Project

Innavik Hydro Project (Canada – 50% ownership)

Innavik Hydro Project is a run-of-river hydroelectric project with a potential installed capacity of 7.5 MW. It is located on Inuit land (category 1) at approximately 10km from the community on the Inukjuak River near Inukjuak, Nunavik, in northern Québec. The project will replace a diesel power production facility owned and operated by Hydro-Québec to provide electricity to the remote northern community of nearly 2,000 people. Except for one lease that will be required when the project is in operation, which will be obtained later this year, all other necessary lease and water rights and environmental permits were obtained by 2020. The project is 100% held by Innavik Hydro LP who signed a 40-year PPA with Hydro-Québec distribution, construction began in the spring of 2020 and COD is expected for the end of 2022.

Energy Storage Project

Tonnerre Storage Project (France – 100% ownership)

The Tonnerre Storage Project is a 9 MWh battery energy storage located Bourgogne-Franche-Comté, France. The project will be using the lithium iron phosphate technology patented by Hydro-Québec and commercialized by its subsidiary EVLO Energy Storage Inc., which was selected as the battery provider. The project will monetize its capacity certificate under a 7-year fixed-price contract with Réseau de Transport d'Électricité (RTE) (France). COD is expected at the end of the first quarter 2022.

Solar Project

Hale Kuawehi Solar Project (U.S. – 100% ownership)

The Hale Kuawehi Solar Project is a 30 MW solar project with a 120 MWh of battery energy storage located on the island of Hawaii, in the state of Hawaii. In December 2018, the Corporation secured a 25-year PPA for dispatchable energy, which provides a fixed price with the Hawaii Electric Light Company, for the electricity to be produced at the Hale Kuawehi Hydro Project. Construction of the project began in January 2022 and it is expected to achieve COD in 2022. The agreement has been approved by the Public Utilities Commission of Hawaii.

Other Development Projects

COUNTRY	PROJECTS	ESTIMATED GROSS INSTALLED CAPACITY (MW)	ESTIMATED STORAGE CAPACITY (MWh)	EQUITY INTEREST	EXPECTED COD
HYDROELECTRIC PROJECTS					
Chile	Frontera	109.0	-	75%	-[1]
Chile	Rucacura	3.0	-	100%	2025
WIND PROJECTS					
France	Lazenay	9.0	-	25%	2025
France	Auxy Bois Regnier	29.4	-	100%	2024
U.S.	Boswell Springs	331.8	-	100%	2024
SOLAR PROJECTS					
U.S.	Paeahu	15.0	60.0[2]	100%	2023
U.S.	Kahana	20.0	80.0[2]	100%	2023
U.S.	Barbers Point	15.0	60.0[2]	100%	2023
U.S.	Palomino	200.0	-	100%	2024
TOTAL		**732.2**	**200.0**		

1. Project schedule is under revision due to Covid-19 restrictive measures.
2. Battery storage capacity related to this project.

Hydroelectric Projects

Frontera Hydro Project (Chile – 75% ownership)

The Frontera Hydro Project is a proposed run-of-river hydroelectric power generating project with an expected installed capacity of 109 MW located on the Bíobío River, 500 km south of Santiago, Chile. The Frontera Hydro Project obtained most of the rights and permits needed in order to proceed with construction, including technical and environmental approvals. The financing process, the construction contract and permitting are progressing slowly, therefore, the project schedule is under revision.

Rucacura Hydro Project (Chile – 100% ownership)

The Rucacura Hydro Project will be an additional installed capacity of 3 MW to the existing Duqueco Hydroelectric Complex, property of Innergex and located in the BioBio region of Chile. It will be built on the existing Rucacura dam. The Rucacura dam, located downstream of the Puchen and Mampil hydroelectric facilities, is used to release the natural regime flow to the Duqueco River. With a maximum project flow of 30 m3/s, the new Rucacura Hydro Project will generate an average of 12 GWh per year. Being a small hydro facility below 5 MW, the project did not require a full environmental permitting process and all the permits are already in place or about to be received. Due to the Covid-19, the electromechanical components delivery has been delayed and the construction has been postponed to mid-2023 for a COD expected in 2025.

Wind Projects

Lazenay Wind Project (France – 25% ownership)

The Lazenay Wind Project is a wind farm of 9 MW located in the municipalities of Lazenay and Cerbois, France. The project is comprised of 3 wind turbines of a 3 MW capacity each. All authorizations have been granted and are free from recourse. The “Contrat de Complément de Rémunération” has been signed in September 2021. Subject to the respect of the grid interconnection deadlines by the grid operator, construction is scheduled to start in 2024 and COD is expected in 2025.

Auxy Bois Regnier Wind Project (France – 100% ownership)

The Auxy Bois Regnier Wind Project is a wind farm project of 29.4 MW located in Centre Val de Loire, France. All authorizations have been granted but a recourse against the administrative authorization has been filed by opponents on November 8th, 2021. Construction has been consequently postponed, and COD is expected by the end of 2024.

Boswell Springs Wind Project (U.S. – 100% ownership)

The Boswell Springs Wind Project is a wind farm project of 331.8 MW located in Wyoming, United-States. This project is subject to the execution of commercial agreements, as well as the successful completion of various federal, state, and local permitting and regulatory requirements. The PPA negotiations are underway, expected to be completed in second quarter of 2022. Construction is expected to begin in the third quarter of 2023 and COD is targeted for late 2024.

Solar Projects

Paeahu Solar Project (U.S. – 100% ownership)

The Paeahu Solar Project is a 15 MW solar project with a 60 MWh of battery energy storage located on the island of Maui, in the state of Hawaii. In December 2018, the Corporation secured a 25-year PPA for dispatchable energy, which provides a fixed price with the Maui Electric Company, for the electricity to be produced at the Paeahu Solar Project. The project is expected to achieve COD in 2023. The agreement was approved by the Public Utilities Commission of Hawaii in October 2020.

On January 2022, The Paeahu Solar Project has been delayed by an unfavourable decision at the circuit court regarding the county special use permit due to local opposition. The project will commence a new proceeding with the Maui County Planning Commission with respect to the required permit in March 2022. The project forecasts to use the maximum 148 days extension allowed in the PPA to reach COD. Management is currently reassessing the project's long-term outlook in regards to the recent decision.

Kahana Solar Project (U.S. – 100% ownership)

The Kahana Solar Project is a 20 MW solar project with 80 MWh of battery energy storage located on the island of Maui. The project signed a 25-year power purchase agreement with the Maui Electric Company that provides a fixed price. The agreement was approved by the PUC of Hawaii in November 2021. Sales will start upon the project reaching COD, which is expected in 2023.

Barbers Point Solar Project (U.S. – 100% ownership)

The Barbers Point Solar Project is a 15 MW solar project with 60 MWh of battery storage located on the island of Oahu. The project signed a 25-year power purchase agreement with the Hawaiian Electric Company that provides a fixed price. The agreement is subject to approval by the PUC of Hawaii. Sales will start upon the project reaching COD, which is expected in 2023.

Palomino Solar Project (U.S. – 100% ownership)

The Palomino Solar Project is a solar project of 200 MW located in Highland County, Ohio, United-States. This project is subject to the execution of commercial agreements, as well as the successful completion of various federal, state, and local permitting and regulatory requirements. The PPAs were executed in the third quarter of 2021. Construction is expected to begin in the third quarter of 2023 and COD is expected in the fourth quarter of 2024.

Prospective Projects

As of February 23, 2022, with a combined potential gross installed capacity of 7,122 MW, the prospective projects are in various stages of development (the "**Prospective Projects**"). Some Prospective Projects are targeted toward specific current or future RFPs. Other Prospective Projects are maintained or continue to advance and will be available for future requests for proposals yet to be announced or are targeted toward negotiated PPAs with public utilities or other creditworthy counterparties in Canada or in other countries such as France, the U.S. and Chile. There is no certainty that any Prospective Project will be realized.

Although the Prospective Projects are mainly 100% owned by the Corporation, it is probable that the Corporation's interests in one or more of these Prospective Projects could ultimately be shared with a strategic partner.

Intangible Assets

The intangible assets of the Corporation consist mainly of various PPAs, permits and licences. The Corporation reported $1,044.0 million in intangible assets as of December 31, 2021. The Corporation's intangible assets are related to the following segments:

SEGMENTS	HYDROELECTRIC GENERATION $M	WIND GENERATION $M	SOLAR GENERATION $M	TOTAL $M
Net Value at December 31, 2021	556.2	480.6	7.2	1,044.0

Financial and Operational Effects of Environmental Protection Requirements

Most costs associated with environmental protection requirements are incurred by the Corporation at the development and construction phases of a renewable energy project. These costs are capitalized to the project, when a PPA is secured for the project or if the project is sufficiently advanced to have a high degree of confidence that it will be realized and amortized once the project is operational, or they are charged to earnings if the project does not go ahead. These costs will vary from project to project. In order for management to proceed with any project, it must support a pre-determined return on the capital costs invested, including capitalized environmental protection costs. The Corporation does incur ongoing costs associated with environmental protection requirements on operational facilities, which are charged to operating costs as incurred.

Employees

As of December 31, 2021, the Corporation had 488 employees. This workforce includes 229 employees in operations and maintenance, 44 employees in finance and development, 35 employees in construction and technical services and 180 employees in administration, accounting and legal. The operations of the Corporation's reportable segments are conducted by different teams, as each segment has different skill requirements. The Corporation's employees have the specialized knowledge and skills to carry out its business and the Corporation has a proven ability to complement this internal capacity with an efficient use of external consultants, when required.

Social and Environmental Protection Policies

For over 30 years Innergex has believed in a world where abundant renewable energy promotes healthier communities and creates shared prosperity. As an independent renewable power producer that develops, acquires, owns and operates hydroelectric facilities, wind farms, solar farms and energy storage facilities, Innergex is leading the way to a cleaner and healthier world.

The Corporation focuses on developing projects that create long-term value and sustainable growth while maintaining the integrity of existing assets. Innergex is proud of the trust it has earned with the communities, where it conducts operations, its partners, and its shareholders and remains committed to delivering long-term value and strong results through strategic and innovative investment opportunities.

The Corporation's mission, vision and values guide its sustainable development strategy which balances People, our Planet and Prosperity (collectively, the "Ps"). Value is generated from the relationship between these three Ps and Innergex remains adamant that remaining exclusively focused on generating electricity from renewable energy sources, while balancing the three Ps, will lead the way to a better world for future generations.

Code of Conduct

Decisions and conduct rooted in ethics and integrity consider the interest of shareholders, employees, customers, communities and other stakeholders and reflect the Corporation's core values. Every action reflects a strong commitment to conduct business in a responsible manner that respects and protects the health and safety of employees, contractors and visitors as well as the environment.

The purpose of the Code of Conduct 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, backed by transparent and honest relations among employees, shareholders, directors, suppliers, host communities, partners and other stakeholders. All directors, officers and employees of the Corporation are required to know and acknowledge the Code of Conduct upon being appointed or hired and thereinafter annually

The Code of Conduct, as complemented by the other policies and guidelines adopted by the Board of Directors, states that all employees shall ensure that the activities of the Corporation are integrated harmoniously into the communities in which we conduct operations with regard to the natural environment. This includes following environmental laws and regulations at all times, supporting the economic, social and cultural development of the communities in which the Corporation carries on its activities, cooperating, to the extent possible, with programs established for the betterment of the community, mitigating or avoiding the environmental impact of the Corporation's activities (to the extent reasonably possible) and implementing timely remedial measures, when necessary.

The Code of Conduct, in combination with the Corporation's Policy for a Workplace Environment Free of Harassment, Violence and Bullying, last revised on November 13, 2018, also aims to prevent harassment and bullying at the work place, and foster a safe and inclusive working environment without discrimination. The Code of Conduct also addresses situations such as conflict of interest and anti-corruption measures, as complemented by the Anti-Bribery and Anti-Corruption Guidelines last revised on November 10, 2020, in addition to addressing other matters of importance to the Corporation, such as maintaining information security.

Environment, Health and Safety Policy

The *Environment, Health and Safety Policy* formalizes the Corporation's commitment to health, safety and the protection of the environment. It establishes clear rules for minimizing the impacts of its operations on the environment and outlines the steps and procedures taken to ensure the safest possible work conditions for employees, contractors and visitors.

Innergex's environmental team designs and implements procedures and tracks progress on long-term environmental monitoring programs, reporting regimes and the development and execution of emergency

action plans as related to environmental matters. The Corporation recognizes that our renewable energy projects must be constructed and operated in a way that mitigates and/or compensates for the impacts on the surrounding environment. Each renewable energy facility complies with national, provincial, state and local regulations and the team continuously analyzes and evaluates the impact of its operational activities on the environment in order to improve its procedures and the outcomes when permissible.

The Health and Safety team is responsible for developing safety policies and programs, developing and delivering training sessions, conducting internal audits of safety performance, monitoring and reporting safety risks, events or issues and implementing the emergency action plan. It is imperative that Innergex not only comply with applicable local laws and government regulations, but also with strict internal standards and policies that foster and promote a safe and healthy work environment.

Sustainable Development Policy

Innergex believes that the three pillars of sustainability – People, our Planet and Prosperity – are mutually reinforcing. On March 27, 2015, the Corporation adopted a Sustainable Development Policy which articulates the Corporation's commitment to integrating sustainable development considerations in all aspects of its business, including its strategic planning, decision-making, management and operations. The Corporation's Sustainability Reports, ESG standards and ongoing sustainability efforts can be found online at sustainability.innergex.com.

The Board of Directors monitors compliance with the *Code of Conduct* and all 15 corporate policies through regular reporting from the management.

RISK MANAGEMENT AND RISK FACTORS

For information with respect to risks and uncertainties to which the Corporation is subject, see section entitled "Risk and Uncertainties" in the Corporation's 2021 Annual Report.

DIVIDENDS

The declaration and payment of dividends on the Corporation's shares is within the discretion of the Board of Directors. The Board of Directors will determine if and when dividends should be paid in the future based on all relevant circumstances, including the desirability of maintaining capital to finance further growth of the Corporation and the Corporation's financial position at the relevant time. As publicly disclosed, the Corporation currently pays a dividend of $0.72 per Common Share per annum, payable on a quarterly basis and pays dividends on the Series A Shares and Series C Shares at the applicable rates. See "*Description of Capital Structure – General Description of Capital Structure – Preferred Shares – Series A Shares and Series B Shares and Series C Shares*".

As of February 23, 2022, the Board of Directors reviewed the Corporation's Dividend Policy on Common Shares and maintained the dividend at $0.72 per Common Share. For additional information, please see section entitled "Dividends" in the Corporation's 2021 Annual Report.

The following table sets forth the dividends declared by the Corporation to its shareholders of Common Shares, Series A Shares and Series C Shares during its financial years ended December 2019, December 2020 and December 2021.

TYPE OF SECURITIES	DECEMBER 31, 2021		DECEMBER 31, 2020		DECEMBER 31, 2019	
	TOTAL $M	ANNUAL AMOUNT PER SHARE	TOTAL $M	ANNUAL AMOUNT PER SHARE	TOTAL $M	ANNUAL AMOUNT PER SHARE
Common Shares	132.2	0.72	125.5	0.72	95.0	0.70
Series A Shares	2.8	0.81	3.1	0.90	3.1	0.90
Series C Shares	2.9	1.44	2.9	1.44	2.9	1.44

As of the date of this AIF, the Corporation does not expect to make any changes to its dividend policy. For additional information on the Corporation's dividend policy and the possibility that the Corporation may not declare or pay dividend, see section entitled "Risk and Uncertainties" in the Corporation's 2021 Annual Report.

DESCRIPTION OF CAPITAL STRUCTURE

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The Corporation's authorized share capital consists of an unlimited number of Common Shares and an unlimited number of Preferred Shares issuable in series. As of February 22, 2022, 204,071,907 Common Shares, 3,400,000 Series A Shares, 2,000,000 Series C Shares, $148.0 million of 4.75% Convertible Debentures and $142.1 million of 4.65% Convertible Debentures were issued and outstanding.

As of the date hereof, $2.0 million of the 4.75% Convertible Debentures were converted into 98,850 Common Shares and $1.7 million of the 4.65% Convertible Debentures were converted into 73,969 Common Shares.

Common Shares

Holders of Common Shares are entitled to one vote per share on all matters to be voted on at all meetings of shareholders of the Corporation except meetings at which only the holders of a specified class or series of the share capital of the Corporation are entitled to vote.

Subject to the prior rights of the holders of Preferred Shares, the holders of Common Shares are entitled to receive, as and when declared by the Board of Directors out of the moneys of the Corporation properly applicable to the payment of dividends, dividends in such amounts and payable at such times as the Board of Directors will determine.

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, after payment to the holders of Preferred Shares to the amounts they are entitled to in such event, the remaining assets of the Corporation will be paid to or distributed equally and rateably among the holders of the Common Shares.

There are no rights of pre-emption, redemption or conversion in respect of the Common Shares.

Preferred Shares

Preferred Shares are issuable in series. The Board of Directors has the right to fix the number of and to determine the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series.

The Preferred Shares of each series, with respect to the payment of dividends and the distribution of assets or return of capital in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and are entitled to a preference and priority over the Common Shares.

The holders of any series of Preferred Shares are entitled to receive, in priority to the holders of Common Shares, as and when declared by the Board of Directors, dividends in the amounts specified or determinable in accordance with the rights, privileges, restrictions and conditions attaching to the series of which such Preferred Shares form part.

The holders of Preferred Shares are not (except as otherwise provided by law and except for meetings of the holders of Preferred Shares as a class and meetings of holders of Series A Shares, Series B Shares or Series C Shares as a series, as applicable) entitled to receive notice of, attend, or vote at, any meetings of shareholders of the Corporation, unless and until the Corporation shall have failed to pay eight quarterly dividends on the Series A Shares, the Series B Shares or Series C Shares. In the event of such non-payment, and for only so long as the dividends remain in arrears, the holders of the Series A Shares, the Series B Shares or the Series C Shares, as applicable, will be entitled to receive notice of and to attend each meeting of the Corporation's shareholders, other than meetings at which only holders of another specified class or series are entitled to vote, and be entitled to vote together with all of the voting shares of the Corporation on the basis of one vote in respect of each Series A Share, Series B Share or Series C Share held by such holder, until all such arrears of such dividends have been paid, whereupon such rights shall cease.

The Corporation, subject to any rights attached to any particular series of Preferred Shares, may, at its option, redeem all or from time to time any part of the outstanding Preferred Shares on payment to the holders thereof, for each share to be redeemed, of the redemption price per share, together with all dividends declared thereon and unpaid. If entitled to pursuant to the conditions attached to any particular series of Preferred Shares, a holder of Preferred Shares is entitled to require the Corporation to redeem at any time and from time to time after the date of issue of any Preferred Shares, upon giving notice, all or any number of the Preferred Shares registered in the name of such holder on the books of the Corporation, at the redemption price per share, together with all dividends declared thereon and unpaid.

The Corporation may at any time and from time to time purchase for cancellation the whole or any part of the Preferred Shares outstanding at the lowest price at which, in the opinion of the directors of the Corporation, such shares are obtainable, provided that such price or prices does not in any case exceed the redemption price current at the time of purchase for the shares of the particular series purchased, plus costs of purchase together with all dividends declared thereon and unpaid.

Series A Shares and Series B Shares

On September 14, 2010, the Corporation completed an offering of the Series A Shares which resulted in the issuance of a total of 3,400,000 Series A Shares (the "**Series A Offering**"). The rights and privileges attached to Series A Shares and Series B Shares are set forth in the Certificate of Amendment dated September 10, 2010 issued by Industry Canada in connection with the Series A Offering (the "**Series A and Series B Shares Terms**"). The following text is a description of the terms of the Series A Shares and the Series B Shares, a copy of which has been filed with the Canadian securities' regulatory authorities on SEDAR at www.sedar.com. The following summary of certain provisions of the Series A and Series B Shares Terms is subject to and is qualified in its entirety by reference to the Series A and Series B Shares Terms available on SEDAR at www.sedar.com.

For the initial five year period from and including the date of issuance of the Series A Shares to, but excluding January 15, 2016 (the "**Initial Fixed Rate Period**"), holders of Series A Shares were entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the 15th day of January, April, July and October in each year at an annual rate equal to $1.25 per Series A Share. For each five year period after the Initial Fixed Rate Period (each a "**Subsequent Fixed Rate Period**"), holders of Series A Shares will be entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the 15th day of January, April, July and October in each year during the Subsequent Fixed Rate Period, in an annual amount per share determined by multiplying the Annual Fixed Dividend Rate (as defined in the Series A Shares Prospectus) applicable to such Subsequent Fixed Rate Period by $25. The Annual Fixed Dividend Rate for each Subsequent Fixed Rate Period will be equal to the sum of the Government of Canada Yield (as defined in the short form prospectus for the Series A Shares dated September 7, 2010 (the "**Series A Shares Prospectus**")) on the 30th day prior to the first day of such Subsequent Fixed Rate Period plus 2.79%. For the five-year period from January 15, 2016 to but excluding January 15, 2021, the dividend on the Series A Shares was $0.902 per share per annum. For the five-year period from January 15, 2021 to but excluding January 15, 2026, the dividend on the Series A Shares will be $0.811 per share per annum.

Each holder of Series A Shares had the right, at its option, to convert all or any of its Series A Shares into Series B Shares on the basis of one Series B Share for each Series A Share converted, subject to certain conditions, on January 15, 2016 and will have the right, at its option, to effect such conversion on January 15 every five years thereafter (the "**Series A Conversion Date**"). The holders of Series B Shares are entitled to receive floating rate cumulative preferential cash dividends, as and when declared by the Board of

Directors, payable quarterly on the 15th day of January, April, July and October in each year, in the annual amount per Series B Share determined in accordance with the formula set out in the Series A Shares Prospectus. As at January 15, 2021, no Series A Shares were converted into Series B Shares.

In addition, the Series A Shares are not redeemable by the Corporation prior to January 15, 2021. On January 15 every five years thereafter, subject to certain other restrictions set out in the Series A Shares Prospectus, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem for cash all or any number of the outstanding Series A Shares for $25 per Series A Share, in each case together with all accrued and unpaid dividends thereon up to, but excluding, the date fixed for redemption (less any tax required to be deducted or withheld by the Corporation).

The Series B Shares are not redeemable by the Corporation on or prior to January 15, 2021. Subject to certain other restrictions set out in the Series A Shares Prospectus, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem all or any number of the outstanding Series B Shares by payment in cash of a per share sum equal to (i) $25 in the case of redemptions on January 15, 2021 and on January 15 every five years thereafter (each a "**Series B Conversion Date**"), or (ii) $25.50 in the case of redemptions on any date which is not a Series B Conversion Date after January 15, 2021, in each case together with all accrued and unpaid dividends thereon up to, but excluding, the date fixed for redemption (less any tax required to be deducted or withheld by the Corporation).

Series C Shares

On December 11, 2012, the Corporation completed a bought deal offering of Series C Shares ("the "**Series C Offering**") which resulted in the issuance of a total of 2,000,000 Series C Shares. The rights and privileges attached to Series C Shares are set forth in the Certificate of amendment dated December 6, 2012 issued by Industry Canada in connection with the Series C Offering (the "**Series C Shares Terms**"). The following text is a description of the terms of the Series C Shares, a copy of which has been filed with the Canadian securities' regulatory authorities on SEDAR at www.sedar.com. The following summary of certain provisions of the Series C Shares Terms is subject to and is qualified in its entirety by reference to the Series C Shares Terms available on SEDAR at www.sedar.com.

The holders of Series C Shares are entitled to receive fixed cumulative preferential cash dividends, as and when declared by the Board of Directors, payable quarterly on the 15th day of January, April, July and October in each year at an annual rate equal to $1.4375 per Series C Share.

The Series C Shares were not redeemable by the Corporation prior to January 15, 2018. Since January 15, 2018, the Corporation may, at its option, on at least 30 days and not more than 60 days prior written notice, redeem all or any number of outstanding Series C Shares by payment in cash of a per share sum equal to (i) $26 if redeemed on or prior to January 15, 2019; (ii) $25.75 if redeemed thereafter and on or prior to January 15, 2020; (iii) $25.50 if redeemed thereafter and on or prior to January 15, 2021; (iv) $25.25 if redeemed thereafter and on or prior to January 15, 2022; and (v) $25 if redeemed thereafter, in each case together with all accrued and unpaid dividends thereon up to, but excluding, the date fixed for redemption.

The Series C Shares do not have a fixed maturity date and are not redeemable at the option of the holders thereof.

4.75% Convertible Debentures

On June 12, 2018, the Corporation completed the offering of the 4.75% Convertible Debentures (the "**4.75% Convertible Debentures**") in the aggregate principal amount of $150.0 million. The underwriters did not exercise their over-allotment option.

The 4.75% Convertible Debentures were issued under an indenture dated June 12, 2018 between the Corporation and Computershare Trust Company of Canada (the "**4.75% Convertible Debentures Indenture**"). The following summary of certain provisions of the 4.75% Convertible Debentures Indenture is subject to, and is qualified in its entirety by reference to, the provisions of the 4.75% Convertible Debentures Indenture, available on SEDAR at www.sedar.com.

The 4.75% Convertible Debentures have a maturity date of June 30, 2025 (the "**4.75% Maturity Date**") and bear interest at a rate of 4.75% per annum, payable semi-annually not in advance, on June 30 and December 31 in each year, and are convertible at the option of their holders into Common Shares at a conversion rate of 50 Common Shares per $1,000 principal amount of 4.75% Convertible Debentures, which is equal to the 4.75% Conversion Price.

On or after June 30, 2021 and prior to June 30, 2023, the 4.75% Convertible Debentures may be redeemed by the Corporation, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending five trading days preceding the date on which notice of redemption is given is not less than 125% of the 4.75% Conversion Price (the "**4.75% Current Market Price**").

On or after June 30, 2023 and prior to the 4.75% Maturity Date, the 4.75% Convertible Debentures may be redeemed, in whole or in part, at the option of the Corporation on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest. Subject to required regulatory approval and provided that there is not a current event of default (as defined in the 4.75% Convertible Debentures Indenture), the Corporation may, at its option, elect to satisfy its obligation to pay the principal amount of the 4.75% Convertible Debentures on redemption or at maturity, in whole or in part, through the issuance of freely tradable Common Shares upon at least 40 days and not more than 60 days prior notice, by delivering that number of Common Shares obtained by dividing the principal amount of the 4.75% Convertible Debentures which are to be redeemed or have matured by 95% of the 4.75% Current Market Price. Any accrued or unpaid interest will be paid in cash.

4.65% Convertible Debentures

On September 30, 2019, the Corporation completed the offering of the 4.65% Convertible Debentures (the "**4.65% Convertible Debentures**") in the aggregate principal amount of $125.0 million. The underwriters exercised their over-allotment option for a total amount of $18,750,000, which brings the aggregate proceeds of the offering to $143,750,000.

The 4.65% Convertible Debentures were issued under an indenture dated September 30, 2019 between the Corporation and AST Trust Company (Canada) (the "**4.65% Convertible Debentures Indenture**"). The following summary of certain provisions of the 4.65% Convertible Debentures Indenture is subject to, and is qualified in its entirety by reference to, the provisions of the 4.65% Convertible Debentures Indenture, available on SEDAR at www.sedar.com.

The 4.65% Convertible Debentures have a maturity date of October 31, 2026 (the "**4.65% Maturity Date**") and bear interest at a rate of 4.65% per annum, payable semi-annually not in advance, on October 31 and April 30 in each year, and are convertible at the option of their holders into Common Shares at a conversion rate of 43.6681 Common Shares per $1,000 principal amount of 4.65% Convertible Debentures, which is equal to the 4.65% Conversion Price.

On or after October 31, 2022 and prior to October 31, 2024, the 4.65% Convertible Debentures may be redeemed by the Corporation, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to the principal amount thereof plus accrued and unpaid interest, provided that the volume weighted average trading price of the Common Shares on the TSX for the 20 consecutive trading days ending five trading days preceding the date on which notice of redemption is given is not less than 125% of the 4.65% Conversion Price (the "**4.65% Current Market Price**").

On or after October 31, 2024 and prior to the 4.65% Maturity Date, the 4.65% Convertible Debentures may be redeemed, in whole or in part, at the option of the Corporation on not more than 60 days and not less than 30 days prior notice at a price equal to their principal amount plus accrued and unpaid interest. Subject to required regulatory approval and provided that there is not a current event of default (as defined in the 4.65% Convertible Debentures Indenture), the Corporation may, at its option, elect to satisfy its obligation to pay the principal amount of the 4.65% Convertible Debentures on redemption or at maturity, in whole or in part, through the issuance of freely tradable Common Shares upon at least 40 days and not more than 60 days prior notice, by delivering that number of Common Shares obtained by dividing the principal amount of the 4.65% Convertible Debentures which are to be redeemed or have matured by 95% of the 4.65% Current Market Price. Any accrued or unpaid interest will be paid in cash.

CREDIT RATINGS

Credit ratings are intended to provide investors with an independent measure of credit quality of an issue of securities.

The table to the right sets out the ratings of the Corporation, of its Series A Shares and of its Series C Shares received from Fitch.

	FITCH
Innergex Renewable Energy Inc.	BBB-
Series A Shares	BB
Series C Shares	BB

S&P

On October 21, 2021, S&P announced that it has withdrawn its 'BB+' long-term issuer credit rating on Innergex, and its 'B+' global scale and 'P-4 (High)' Canadian scale ratings on the Corporation's Preferred Shares at Innergex' request. The outlook was stable at the time of withdrawal.

Fitch

On December 1, 2020, Fitch issued its inaugural credit rating for the Corporation. It assigned a first-time issuer default rating of BBB- with a stable rating outlook. Fitch has also assigned a rating of BB to the Series A Shares and Series C Shares. The Series A Shares and Series C Shares are afforded a 50% equity credit due to the cumulative nature of the dividends and the perpetual nature of the preferred shares. Fitch calculates the Corporation's credit metrics on an unconsolidated basis as its operating assets are largely financed with non-recourse project debt held by the project subsidiaries.

Fitch's credit ratings are on a long-term debt scale that ranges from AAA to D, representing the range from highest to lowest quality of such rated securities. The rating of BBB- obtained from Fitch in respect of the Corporation is the fourth highest of ten available rating categories and indicates that the issuer has adequate capacity to meet its financial commitments. The rating of BB from Fitch in respect of the Series A Shares and Series C Shares indicates an elevated vulnerability to default risk, however business or financial flexibility exists that support the servicing of financial commitments. The BB rating from Fitch is the fifth highest of ten available ratings categories. The addition of a (+) or (-) designation after a rating indicates the relative standing within a category. In each case, however, adverse economic conditions or changing circumstances are more likely to lead to weakened capacity of the obligor to meet its financial commitments on the obligation. A Fitch rating is an opinion as to the creditworthiness of a security. An opinion and a report made by Fitch are based on established criteria and methodologies that are continuously evaluating and updated.

The Corporation has paid applicable service fees to S&P and Fitch for the rating of the Corporation, the Series A Shares and the Series C Shares and the annual review thereof. The Corporation has not paid any other amounts for other services provided by S&P within the last two years and by Fitch within the last year.

Ratings are intended to provide investors with an independent assessment of the credit quality of an issue or issuer of securities and do not speak to the suitability of particular securities for any particular investor. A security rating or a stability rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the rating organization.

MARKET FOR SECURITIES

The Corporation's Common Shares (**INE**), Series A Shares (**INE.PR.A**), Series C Shares (**INE.PR.C**), 4.75% Convertible Debentures (**INE.DB.B**) and 4.65% Convertible Debentures (**INE.DB.C**). The following table sets forth the reported highest price, lowest price and the daily average volume of each of the Corporation's securities for the periods indicated:

	COMMON SHARES			SERIES A SHARES			SERIES C SHARES		
Period	Highest price	Lowest price	Daily average volume	Highest price	Lowest price	Daily average volume	Highest price	Lowest price	Daily average volume
January 2021	$ 32.48	$ 27.41	733,190	$ 16.76	$ 14.60	7,062	$ 25.30	$ 24.85	2,782
February 2021	$ 29.81	$ 23.52	731,515	$ 16.43	$ 15.99	1,715	$ 25.40	$ 24.99	540
March 2021	$ 24.75	$ 20.65	982,754	$ 16.75	$ 16.01	1,183	$ 25.30	$ 25.00	893
April 2021	$ 23.78	$ 20.83	1,628,732	$ 16.56	$ 16.25	952	$ 25.23	$ 24.99	889
May 2021	$ 21.10	$ 18.37	604,277	$ 17.05	$ 16.45	2,060	$ 25.35	$ 25.00	786
June 2021	$ 22.22	$ 20.28	403,139	$ 18.00	$ 16.50	1,262	$ 25.64	$ 25.25	475
July 2021	$ 23.09	$ 20.75	483,771	$ 17.75	$ 16.32	854	$ 25.40	$ 25.19	251
August 2021	$ 21.81	$ 19.13	575,083	$ 17.65	$ 16.75	3,014	$ 25.69	$ 25.20	653
September 2021	$ 21.80	$ 19.65	548,211	$ 18.29	$ 17.13	1,034	$ 25.81	$ 25.20	574
October 2021	$ 22.03	$ 19.00	563,273	$ 17.96	$ 17.51	923	$ 25.60	$ 25.14	737
November 2021	$ 21.65	$ 18.60	448,738	$ 18.10	$ 17.39	1,763	$ 25.70	$ 25.30	627
December 2021	$ 19.38	$ 17.57	432,450	$ 17.69	$ 17.12	831	$ 25.45	$ 25.25	182
January 2022	$ 18.92	$ 16.91	537,113	$ 18.48	$ 17.24	1,221	$ 25.32	$ 25.15	708
February 1 to 22, 2022	$ 19.03	$ 17.06	611,293	$ 18.00	$ 17.30	1,830	$ 25.41	$ 24.96	1,060

	4.75% CONVERTIBLE DEBENTURES			4.65% CONVERTIBLE DEBENTURES		
Period	Highest price	Lowest price	Daily average volume	Highest price	Lowest price	Daily average volume
January 2021	$ 162.50	$ 143.52	1,337	$ 145.50	$ 128.41	3,223
February 2021	$ 150.00	$ 124.34	1,819	$ 137.95	$ 118.00	1,958
March 2021	$ 126.05	$ 116.10	522	$ 118.84	$ 110.45	260
April 2021	$ 124.00	$ 117.00	115	$ 119.00	$ 111.02	321
May 2021	$ 116.50	$ 109.50	164	$ 112.00	$ 107.00	831
June 2021	$ 119.37	$ 114.84	360	$ 114.00	$ 110.00	291
July 2021	$ 121.00	$ 115.48	209	$ 115.07	$ 110.98	232
August 2021	$ 116.50	$ 112.00	119	$ 112.25	$ 106.50	367
September 2021	$ 117.30	$ 112.84	190	$ 113.00	$ 109.50	438
October 2021	$ 115.00	$ 108.05	45	$ 112.74	$ 108.50	424
November 2021	$ 117.00	$ 110.25	148	$ 112.01	$ 106.96	620
December 2021	$ 110.50	$ 108.00	115	$ 107.98	$ 106.25	381
January 2022	$ 110.53	$ 105.00	427	$ 107.25	$ 104.25	614
February 1 to 22, 2022	$ 111.00	$ 105.03	18,839	$ 107.00	$ 102.17	1,272

DIRECTORS AND EXECUTIVE OFFICERS

DIRECTORS

The following table sets forth the name, province or state and country of residence of each director of the Corporation as of the date of this AIF, his principal occupation and the period during which each has acted as a director. Each director is elected or appointed until the next annual meeting of shareholders or until a successor is elected by shareholders, unless the director resigns or his or her office becomes vacant by removal, death or other cause.

Name, province and country of residence	Director since	Board committees	Principal occupation for the past five year
Daniel Lafrance Québec, Canada	2010	Chair of the Board	Corporate Director
Ross J. Beaty British Columbia, Canada	2018	--	Chairman of Equinox Gold Corp. and Pan American Silver Corp. From May 2008 to February 6, 2018, was Chairman and director of Alterra Power Corp
Pierre G. Brodeur Québec, Canada	2020	Chair of the Audit Committee	Since June 2018, acts as a senior business advisor and corporate director. Retired as a partner of Deloitte LLP in May 2018 after serving 40 years
Nathalie Francisci Québec, Canada	2017	Member of the Corporate Governance Committee Member of the Human Resources Committee	Since February 2021, acts as Strategic Advisor at Optimum Talent-Gallagher. From October 2013 to January 2021, was a partner, Governance & Diversity for the firm Odgers Berndtson
Richard Gagnon Québec, Canada	2017	Chair of the Human Resources Committee Member of the Audit Committee	Corporate Director From November 2003 to January 2017, was President and Chief Executive Officer of Humania Assurance Inc.
Michel Letellier Québec, Canada	2002	--	President and Chief Executive Officer of the Corporation
Dalton McGuinty Ontario, Canada	2015	Member of the Corporate Governance Committee	Corporate Director and Senior Advisor (consultant) for Desire2 Learn and Pomerleau Inc.
Monique Mercier Québec, Canada	2015	Chair of the Corporate Governance Committee Member of the Human Resources Committee	Corporate Director From May 2014 to December 2018, she was the Executive Vice President, Corporate Affairs, Chief Legal and Governance Officer of TELUS Corporation
Ouma Sananikone New York, U.S.	2019	Member of the Audit Committee	Corporate Director
Louis Veci Québec, Canada	2020	--	Senior Director – Facilities Operation, TransEnergie, Hydro-Québec

EXECUTIVE OFFICERS

The following table sets forth the name, province or state and country of residence of each executive officer, his or her office and principal occupation and the period of service as an executive officer of the Corporation.

Name, province and country of residence	Officer since	Office/Principal Occupation
Michel Letellier, MBA Québec, Canada	2003	President and Chief Executive Officer
Yves Baribeault, P.Eng., LL.B., MBA Québec, Canada	2015	Chief Legal Officer and Secretary
Alexandra Boislard-Pépin, MBA[3] Québec, Canada	2020	Chief Human Resources Officer
Jean-François Neault, CPA, CMA, MBA[1] Québec, Canada	2018	Chief Financial Officer
Pascale Tremblay, M.Sc., P.Eng.[2] Québec, Canada	2021	Chief Assets Officer
Jean Trudel, MBA Québec, Canada	2003	Chief Investment and Development Officer
Renaud de Batz de Trenquelléon, P.Geo., M.Sc., MBA Santiago, Chile	2005	Senior Vice President – Latin America
Jay Sutton, P.Eng. British Columbia, Canada	2018	Senior Vice President – Construction and Engineering
Colleen Giroux-Schmidt British Columbia, Canada	2018	Vice President – Corporate Relations
Matthew Kennedy, M.Sc., R.P. Bio. British Columbia, Canada	2011	Vice President – Environment

During the past five years, each of the above executive officers has held his present principal occupation or other management positions with the Corporation except for:

1. Jean-François Neault was Senior Vice President and Chief Financial Officer of Colabor Group Inc. from June 2013 to September 2018.
2. Pascale Tremblay held a range of operational roles at Pratt & Whitney Canada, including Senior Director Operations in September 2015, then Executive Director in 2016 and most recently Customer Service worldwide Operations Vice-President from January 2018 to July 2021.
3. Alexandra Boislard-Pépin was Vice President – Talent and Culture and various other positions at Aimia Inc. from October 2017 to March 2020 and Senior Director – Global compensation and systems at Yellow Pages from July 2016 to October 2017.

DIRECTORS' AND EXECUTIVE OFFICERS' SHARE OWNERSHIP

As of February 22, 2022, the directors and executive officers of the Corporation as a group beneficially own, directly or indirectly, or exercise control or direction over 9,656,026 Common Shares, representing 4.7% of the Corporation's total issued and outstanding Common Shares.

BANKRUPTCY, INSOLVENCY, CEASE TRADE ORDER AND PENALTIES

To the knowledge of the Corporation, none of the directors and executive officers of the Corporation (a) is, as of the date of this AIF, nor has been within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of a corporation that (i) was subject to an order issued while such director or executive officer of the Corporation was acting in the capacity of director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after such director or executive officer of the Corporation 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 not, as of the date of this AIF, nor has been within ten years before the date of this AIF, a director or executive officer of any company 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 AIF, 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 such director or executive officer of the Corporation.

For the purposes of the paragraph above, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

CONFLICTS OF INTEREST

There are no existing or potential material conflicts of interest between the Corporation or any of its subsidiaries and their respective directors and officers. Certain of the Corporation's directors and officers also serve as directors or officers of other corporations. Such associations may give rise to conflicts of interest from time to time. Management of the Corporation and the Board of Directors will address any such conflict of interest which may arise in the future in accordance with reasonable expectations and objectives of the Corporation and will act in accordance with any duty of care and any duty to act in good faith owed to the Corporation.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Neither the Corporation nor its properties is, nor was during the year ended December 31, 2021, subject to any legal proceedings that would have a material adverse effect on it, except for those discussed below. To the Corporation's knowledge, no other such legal proceedings involving the Corporation, or its property are contemplated.

Harrison Hydro L.P. Water Rights

On April 20, 2017, the Appellants appealed two orders issued by the Comptroller of Water Rights on March 22 and March 23, 2017, respectively, retroactively adjusting the water rental billings for the Harrison Operating Facilities for the years 2011 and 2012 by aggregating the power produced at the Harrison Operating Facilities. On July 26, 2019, the Environmental Appeal Board of British Columbia rendered a decision granting the appeal and ordering the Comptroller of Water Rights to reimburse to each of the Limited Partnerships its proportionate share of the adjusted water rental amounts overcharged to Harrison for the years 2011 and 2012 ($3.2 million). On November 22, 2019, the Environmental Appeal Board of British Columbia rendered another decision confirming that the principal sum of $.3.2 million will accrue interest starting June 28, 2017, until the date it is refunded to the Appellants. On January 20, 2020, the Comptroller of Water Rights filed with the Supreme Court of British Columbia a petition for judicial review of the Environmental Appeal Board's order to return the $3.2 million in water rental fees to the Appellants with interest. On January 31, 2020, the Comptroller of Water Rights transferred an amount of $3.3 million, representing the principal sum of $3.2 million with interest accrued between June 28, 2017, and January 31, 2020, to a trust account established by the Appellants' external legal counsel, bearing interest in favor of the Appellants. On February 9, 2021, the Supreme Court of British Columbia dismissed the Comptroller of Water Rights' petition for judicial review. The Comptroller of Water Rights appealed the decision of the Supreme Court of British Columbia on January 7, 2022. The Corporation recognized the amount of $3,2 million in the consolidated statements of earnings (loss) during the year ended December 31, 2019. A total amount of $3,4 million, including interests, is receivable as at December 31, 2021.

BC Hydro Curtailment Notices

In May 2020, Innergex received notices from BC Hydro in relation to six of the Corporation's hydroelectric facilities in British Columbia stating that BC Hydro would not accept and purchase energy under the applicable PPA above a specified curtailment level for the period from May 22, 2020, to July 20, 2020. The specified curtailment levels were 0.0 MW/h for the Jimmie Creek (accounted for using the equity method), Upper Lillooet River, Northwest Stave River, and Boulder Creek facilities, 2.0 MW/h for the Tretheway Creek facility and 4.0 MW/h for the Big Silver Creek facility.

BC Hydro cited COVID-19 and related governmental measures taken in response to it as constituting a "force majeure" event under the PPAs and resulting in a situation in which BC Hydro is unable to accept or purchase energy under the PPAs. The notices to Innergex follow public statements by BC Hydro regarding measures it is taking to address the reduced electricity demand during the COVID-19 pandemic and related challenges to the safe operation of its hydroelectric system.

Innergex disputes that the current pandemic and related governmental measures in any way prevent BC Hydro from fulfilling its obligations to accept and purchase energy under the PPAs or enable it to invoke "force majeure" provisions under the PPAs to suspend these obligations. Innergex acknowledges that BC Hydro retains "turn-down" rights under the PPAs, which enable it to require Innergex to turn down or shut off its facilities in certain circumstances, including in order to avoid a safety or stability risk. Where

BC Hydro exercises this right, it is required under the PPAs to compensate Innergex for energy that would have been produced at the facilities in the absence of the curtailment. Innergex has complied with BC Hydro's curtailment request but has done so under protest and seeks to enforce its rights under the PPAs on the basis described above. The dispute resolution process of this matter is still ongoing.

Flat Top and Shannon Wind Farms

As a consequence of the February 2021 Texas Events, a claim of force majeure was notified to the counterparty of the power hedges of the Flat Top and Shannon wind farms in February, which were rejected by the recipient. To preserve the Corporation's and its partners' rights with regard to the Flat Top and Shannon wind farms, court proceedings were initiated on April 21, 2021. On May 20, 2021, the District Court of Harris County, Texas denied the temporary injunction application, directing the counterparty to the power hedges for the Flat Top and Shannon wind farms to suspend all remedies against the projects, including foreclosure, arising from an alleged default of payment that was formally disputed by Innergex, following the February 2021 Texas Events. As a result of the Court's decision, the counterparty to the power hedges for the projects will not be precluded from exercising any of its remedies, including foreclosure.

Given its understanding of currently available information and on the basis that the projects are non-recourse to the Corporation, the financial exposure of the Corporation is limited to the non-cash impacts on the reversal of exchange differences in accumulated other comprehensive income related to these two projects. As of September 30, 2021, the carrying amount of the Corporation's equity investments in Flat Top and Shannon wind farms was nil, following the $53.8 million and $58.8 million respective impairment charges recognized by the Corporation through its share of loss of joint ventures and associates during the three-month period ended March 31, 2021. As of the date hereof, the Corporation no longer owns the Flat Top Wind Farm.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set out below, no director or executive officer of the Corporation, no person who beneficially owns, controls or directs, directly or indirectly, more than 10% of any category of shares of the Corporation and no known associate or affiliate of any such person, has or had any material interest, direct or indirect, in any transaction or proposed transaction, within the last three years or during the current financial year, that has materially affected or will materially affect the Corporation.

Following the Private Placement completed on February 6, 2020, Hydro-Québec indirectly holds 19.9% of the issued and outstanding Common Shares on a non-diluted basis. Hydro-Québec is one of the major customers of the Corporation under various PPAs, and sales to Hydro-Québec amounted to $249.0 million in 2019. See "*Industry Overview and Principal Markets – Economic Dependence*".

Prior to the Private Placement and the Strategic Alliance, the Corporation had obtained PPA contracts with Hydro-Québec through competitive RFPs. In the past three years, the Corporation had renegotiated the PPAs with respect to the St-Paulin Facility, the Windsor Facility, Ste-Marguerite Facility, the Montmagny Facility and the Chaudière Facility with Hydro-Québec and is currently in the renegotiation process of the Portneuf Facilities PPA with Hydro-Québec, for additional details, see section "*Operating Facilities*".

Following the closing of the joint acquisition of the Curtis Palmer Project, Innergex owns indirectly a 50% interest in the project with Hydro-Québec indirectly owning the remaining 50% interest, for additional details, see section "*Three-Year Summary – Financial Year 2021*".

Hydro-Québec is governed by the *Hydro-Québec Act* which establishes a framework for Hydro-Québec's activities and defines its mission and rules of governance, as well as by internal bylaws, policies and code of conduct, which regulate the internal operations of various components of Hydro-Québec and prevent conflict of interest in future relationships with the Corporation and any other entity.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar of the Corporation is Computershare Trust Company of Canada for the Common Shares, the Series A Shares, the Series B Shares, the Series C Shares and the 4.75% Convertible Debentures. AST Trust Company (Canada) continues to be the agent and registrar of the Corporation for the 4.65% Convertible Debentures at their offices in Toronto and Montréal.

MATERIAL CONTRACTS

During financial year 2018, the Corporation entered into the following material contracts:

- Seventh Amended and Restated Credit Agreement;
- Credit Agreement between the Corporation and CDPQ Revenu Fixe Inc.;
- 4.75% Convertible Debentures Indenture; and
- 4.75% Convertible Debentures Underwriting Agreement.

During financial year 2019, the Corporation entered into the following material contracts:

- 4.65% Convertible Debentures Indenture; and
- 4.65% Convertible Debentures Underwriting Agreement.

During financial year 2020, the Corporation entered into the following material contracts:

- Subscription Agreement with respect to the Private Placement; and
- Investor Rights Agreement with respect to the Private Placement.

During financial year 2021, the Corporation entered into the following material contracts:

- Subscription Agreement with respect to the private placement.

Since the beginning of the financial year 2022, the Corporation entered into the following material contracts;

- Subscription Agreement with respect to the Concurrent Private Placement.

All of these material contracts are available on SEDAR at www.sedar.com.

INTEREST OF EXPERTS

KPMG LLP is the independent auditor of the Corporation and has advised that it is independent with respect to the Corporation within the meaning of the Code of ethics of the *Ordre des comptables professionnels agréés du Québec*.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee is composed entirely of directors who meet the independence and experience requirements of Regulation 52-110 Respecting Audit Committees adopted under the Securities Act (Québec). Pierre G. Brodeur is Chair of the Audit Committee, Richard Gagnon and Ouma Sananikone are its other current members. Each of them is independent and financially literate within the meaning of Regulation 52-110 Respecting Audit Committees. The charter of the Audit Committee is attached hereto as Schedule B.

In addition to being operationally literate (having substantial experience in the execution of day to day business decisions and strategic business objectives acquired as a result of meaningful past experience with a broad responsibility for operations), the members of the Board of Directors who serve on the Corporation's Audit Committee must be financially literate in the sense of having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally compared to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements, and otherwise in keeping with applicable governance standards under applicable securities laws and regulations. All members of the Audit Committee are operationally as well as financially literate.

The education and related experience of each of the members of Audit Committee is described below.

Pierre G. Brodeur (Chair)– Pierre G. Brodeur has acted as a senior business advisor and corporate director as his principal occupation since June 2018. Mr. Brodeur retired as partner of Deloitte LLP in May 2018, after serving 40 years with the firm. Mr. Brodeur was an audit partner serving large global public corporations. He holds a Bachelor in Business Administration (B.A.A.) awarded by the École des Hautes Études Commerciales (HEC Montréal) and he also obtained Certification exams for the Chartered Professional Accountant (CPA), Charter Accountant (CA) and is a member of the Canadian Order of Accountants. He is also Vice-Chair of the board of directors of the Ordre des Comptables Professionnels Agrées du Québec (OCPAQ) and member of the executive and governance committees, and Chair of the board of directors of Moisson Montréal, the largest food bank in Canada.

Richard Gagnon – Richard Gagnon 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.

Ouma Sananikone – Ouma Sananikone has acted as a corporate director as her principal occupation since 2006. She was Chief Executive Officer of the two following entities: Aberdeen Asset Management (Australia) and EquitiLink Group (an Australian asset management group, listed on the Sydney Stock Exchange with operations in Australia, US, Canada and the UK) as well as Managing Director of BNP Investment Management (Australia). Other senior positions included Managing Director at Rothschild Asset Management (Australia), Managing Director at BT Financial Services (Westpac Group) and

Managing Director, Corporate Strategy and Investments, at NRMA Insurance in Australia. Ouma Sananikone holds a BA (economics and political sciences) from the Australian National University and a Master of Commerce (economics) from the University of New South Wales. Currently, Ouma Sananikone serves on the Board of Directors of Macquarie Infrastructure Corporation, a reporting issuer listed on the New York Stock Exchange and is its chair of the Compensation Committee and a member of both the Audit and Governance and Nomination committees. She also serves as Chair of the Human Resources Committee and member of both the Audit and Corporate Governance committees of Xebec Adsorption Inc.

The aggregate fees paid, including the Corporation's pro rata share of the fees paid by its joint ventures, for professional services rendered by KPMG LLP and its affiliates for the years ended December 31, 2021 and December 31, 2020 are presented below.

FEES	FINANCIAL YEAR ENDED DECEMBER 31, 2021	FINANCIAL YEAR ENDED DECEMBER 31, 2020
Audit Fees	$1,951,550	$1,638,240
Audit-Related Fees	$325,510	$399,642
Tax Fees[1]	$876,034	$284,718
All Other Fees[2]	$100,240	$1,181,521
Total Fees :	**$3,253,334**	**$3,504,121**

1. The aggregate fees paid, including the Corporation's pro rata share of the fees paid by its joint ventures, for professional services rendered by KPMG LLP and its affiliates for the year ended December 31, 2021 irrespective of the Corporation's proportionate interest in its joint ventures, totalled $3,253,334, out of the total, $434,022 of tax fees were for compliance services and $442,012 for tax consulting services.
2. The services comprised in "All Other Fees" include services for valuation in the amount of $83,200 and cyber security in the amount of $17,040.

In the above table, the terms in the column "**Fees**" have the following meanings: "**Audit fees**" refer to all fees for professional services rendered for the audit of the annual financial statements. They also comprise fees for audit services provided in connection with other statutory and regulatory filings, such as the audit of the financial statements of the subsidiaries of the Corporation, as applicable, as well as services that generally only the Corporation's, auditors can provide, such as comfort letters, consents and assistance with and review of documents filed with the securities commissions; "**Audit-related fees**" refer to the fees for due diligence related to potential mergers and acquisitions and are not reported under "**Audit fees**"; "**Tax fees**" refer to the aggregate fees for income, consumption and other tax compliance, advice and planning services relating to domestic and international taxation; and "**All other fees**" refer to the aggregate fees billed for products and services provided by the Corporation's external auditor, other than "**Audit fees**", "**Audit-related fees**" and "**Tax fees**".

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities and securities authorized for issuance under equity compensation plans is contained in the Corporation's information circular prepared in connection with the Corporation's most recent annual shareholders' meeting and is available on SEDAR at www.sedar.com.

Additional financial information on the Corporation is provided in its audited financial statements and its management's discussion and analysis of financial condition and results of operations for the most recently completed financial year which are available on SEDAR at www.sedar.com.

All requests for the above-mentioned documents must be addressed to the Secretary of Innergex Renewable Energy Inc. at 1225 Saint-Charles Street West, 10th Floor, Longueuil, Québec, J4K 0B9 or by email at legal@innergex.com or by fax at 450-928-2544.

GLOSSARY OF TERMS

"**2019 Bid**" has the meaning attributed thereto under "General Development of the Business – Three-Year Summary – Financial Year 2019";
"**2020 Bid**" has the meaning attributed thereto under "General Development of the Business – Three-Year Summary – Financial Year 2020";
"**2021 Annual Report**" means the Corporation's Annual Report dated February 23, 2022 for the year ended December 31, 2021, which is incorporation herein by reference and can be found on SEDAR at www.sedar.com;
"**4.25% Convertible Debentures**" has the meaning attributed under "Description of Capital Structure – 4.25% Convertible Debentures";
"**4.65% Convertible Debentures**" has the meaning attributed under "Description of Capital Structure – 4.65% Convertible Debentures";
"**4.65% Convertible Debentures Indenture**" has the meaning attributed under "Description of Capital Structure – 4.65% Convertible Debentures";
"**4.65% Convertible Debentures Underwriting Agreement**" has the meaning attributed under "General Development of the Business – Three Year Summary – Financial Year 2019";
"**4.65% Conversion Price**" has the meaning attributed under "Three-Year Summary – Financial Year 2019";
"**4.65% Current Market Price**" has the meaning attributed thereto under "Description of Capital Structure - 4.65% Convertible Debentures";
"**4.65% Maturity Date**" has the meaning attributed under "Description of Capital Structure – 4.65% Convertible Debentures";
"**4.75% Convertible Debentures**" has the meaning attributed under "Description of Capital Structure – 4.75% Convertible Debentures";
"**4.75% Convertible Debentures Indenture**" has the meaning attributed under "Description of Capital Structure – 4.75% Convertible Debentures";
"**4.75% Convertible Debentures Underwriting Agreement**" has the meaning attributed under "General Development of the Business – Three Year Summary – Financial Year 2018";
"**4.75% Conversion Price**" has the meaning attributed under "Three-Year Summary – Financial Year 2018";
"**4.75% Current Market Price**" has the meaning attributed thereto under "Description of Capital Structure - 4.75% Convertible Debentures";
"**4.75% Maturity Date**" has the meaning attributed under "Description of Capital Structure – 4.75% Convertible Debentures";
"**Adjusted EBITDA**" are net earnings (loss) to which are added (deducted) income tax expense (recovery), finance costs, depreciation and amortization, impairment charges, other net income, share of (earnings) loss of joint ventures and associates and change in fair value of financial instruments. Innergex believes that the presentation of this measure enhances the understanding of the Corporation's operating performance. Readers are cautioned that Adjusted EBITDA should not be construed as an alternative to net earnings, as determined in accordance with IFRS, as further detailed under the "Cautionary Statement on Forward-Looking Information" section;
"**Alea Acquisition**" has the meaning attributed under "General Development of the Business – Recent Developments";
"**Alterra**" means Alterra Power Corp;
"**Antoigné Wind Farm**" means the 8 MW wind farm located in Maine-et-Loire, France;
"**Appellants**" means collectively Harrison Hydro Project Inc., Fire Creek Project Limited Partnership, Lamont Creek Project Limited Partnership, Stokke Creek Project Limited Partnership, Tipella Creek Project Limited Partnership and Upper Stave Project Limited Partnership;
"**Arrangement**" means the definitive arrangement agreement entered on January 31, 2010 between the Corporation and the Fund to undertake a strategic combination of the two entities whereby the Fund acquired the Corporation by way of a reverse take-over, thereby effecting at the same time the conversion of the Fund to a corporation;
"**Ashlu Creek Facility**" means the 49.9 MW hydroelectric power facility located on Ashlu Creek in BC;
"**Auxy Bois Regnier Wind Project**" is a wind farm project of 29.4 MW located in Centre Val de Loire, France.
"**Barbers Point Solar Project**" means the 15 MW Solar and the 60 MWh battery storate project located on the island of O'Ahu;
"**BayWa**" means BayWa r.e.;
"**BC**" means the Province of British Columbia, Canada;

"**BC Hydro**" means British Columbia Hydro and Power Authority;
"**BCUC**" means the British Columbia Utilities Commission;
"**Beaumont Wind Farm**" means the 25 MW wind farm located in Berlise and Le Thuel, Aisne, France;
"**Big Silver Creek Facility**" means the 40.6 MW hydroelectric facility located approximately 40 km north of Harrison Hot Springs in BC;
"**Big Silver Creek LP**" means Big Silver Creek Limited Partnership;
"**Bois d'Anchat Wind Farm**" means the 10 MW wind farm located in Beauce-la-Romaine (previous name Ouzouer-le-Marché), Loir-et-Cher, France;
"**Boswell Springs Wind Project**" is a wind farm project of 331.8 MW located in Wyoming, United-States. "**Boulder Creek Facility**" means the 25.3 MW hydroelectric facility located in BC;
"**CfD Contract**" has the meaning attributed under "Renewable Power In Some Other Markets";
"**Cholletz Wind Farm**" means the 11.8 MW wind farm located in Conchy-les-Pots, Oise, France;
"**COD**" means commercial operation date in respect of a project in accordance with its PPA;
"**Cold Springs Wind Farm**" means a 23 MW wind farm located in Elmore County, Idaho, U.S.;
"**Common Shares**" has the meaning attributed thereto under "Corporate Structure";
"**Concurrent Private Placement**" has the meaning attributed thereto under "General Development of the Business – Recent Developments";
"**Corporation**" means Innergex Renewable Energy Inc. and includes its subsidiaries, unless the context requires otherwise;
"**Covid-19**" means an infectious disease caused by a newly discovered coronavirus;
"**CPI**" means the consumer price index for Canada;
"**CPP**" means the Clean Power Plan as further detailed under the "Renewable Power in the U.S." section;
"**Credit Ratings**" has the meaning attributed thereto under sub-section "Credit Rating may not reflect actual performance of the Corporation or a lowering of (downgrade) the credit rating may occur";
"**CREZ**" means Competitive Renewable Energy Zones as further detailed under the "Renewable Power in the U.S." section.
"**Curtis Mills Facility**" means the 12 MW hydro facility located in Corinth, New York, US;
"**Desert Meadow Wind Farm**" means a 23 MW wind farm located in Elmore County, Idaho, U.S.;
"**Development Projects**" has the meaning attributed thereto under "Description of the Business and Assets of the Corporation - Portfolio of Assets";
"**Douglas Creek Facility**" means the 27 MW hydroelectric facility located nearby the confluence of Douglas Creek with Little Harrison Lake in BC;
"**Duqueco Facility**" means two hydro facilities of a total of 140 MW located in Chile;
"**ecoENERGY Initiative**" means an initiative from the Federal Government for renewable energy providing for an incentive payment of $10 per MWh for its first ten years of operations;
"**EDF**" means Électricité de France;
"**Energía Llaima**" is a Chilean renewable energy Company;
"**EPA**" means an electricity purchase agreement;
"**EPC**" means engineering, procurement and construction;
"**ERCOT**" means the Electricity Reliability Council of Texas as further detailed under the "Renewable Power in the U.S." section;
"**Fitch**" means Fitch Ratings, Inc. or any successor to its rating agency business;
"**Flat Top Wind Farm**" means the 200 MW wind farm located in in Mills county,Texas, U.S.;
"**Fire Creek Facility**" means the 23 MW hydroelectric facility located nearby the confluence of Fire Creek with State River in BC;
"**Flat Top Wind Farm**" means the 200 MW wind farm is located in the U.S.;
"**Foard City Wind Farm**" means the 350.3 MW wind farm located Foard county, Texas, U.S.;
"**Frontera Hydro Project**" means the 109 MW hydro facility located near the Bíobío river, 500 km south of Santiago, Chile.
"**Glen Miller Facility**" means the 8 MW hydroelectric power facility located on the Trent River in Trenton, Ontario;
"**GWh**" one million watts per hour or one million kilowatt hours; "**Griffin Trail Wind Farm**" means the 225 MW wind farm located in Knox and Baylor Counties, Texas;
"**Gros-Morne Wind Farm**" means the 211.5 MW wind facility located in the Municipalities of Mont-Louis and Sainte-Madeleine-de-la-Rivière-Madeleine, Québec;
"**Hale Kuawehi Solar Project**" means the 30 MW solar energy project and 120 MWh of battery storage located in Hawaii.
"**Hammett Hill Wind Farm**" means a 23 MW wind farm located in Elmore County, Idaho, U.S.;

"**Harrison Operating Facilities**" means the six hydroelectric facilities having a combined installed gross capacity of 150 MW, namely the Douglas Creek Facility, the Fire Creek Facility, the Stokke Creek Facility, the Tipella Creek Facility, the Upper Stave River Facility and the Lamont Creek Facility;
"**Hillcrest Solar Farm**" means the 200 MW solar farm located in the Brown County, Ohio.
"**Horseshoe Bend Facility**" means the 9.5 MW hydroelectric facility located on the Payette River in Idaho, USA;
"**HQI**" means HQI Canada Holding Inc., a subsidiary of Hydro-Québec;
"**HS Orka**" means HS Orka hf a corporation owned directly at 53.9% by the Corporation;
"**HS Orka Transaction**" has the meaning attributed under the "General Development of the Business – Three Year Summary – Financial Year 2019";
"**IESO**" Independent Electricity System Operator;
"**Initial Fixed Rate Period**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";
"**Investment Tax Credit**" or "**ITC**" means an investment tax credit under the United States Internal Revenue Code;
"**Innavik Hydro Project**" means the 7.5 MW hydroelectric project located near Inukjuak, in northern Québec;
"**IRP**" means the Integrated Resource Plan from BC Hydro.
"**Jarõvarmi**" means Jarõvarmi slhf the entity that purchase the Magma Sweden A.B.";
"**Jimmie Creek Facility**" means the 62 MW hydroelectric facility located in the Toba Valley, north of Vancouver, BC;
"**Kahana Solar Project**" means a 20 MW solar and 80 MWh battery storage facility located on the island of Maui;
"**km**" means kilometer;
"**Kokomo Solar Farm**" means a 6 MW solar farm located in Indiana, U.S.;
"**Kwoiek Creek Facility**" means the 49.9 MW hydroelectric facility located on Kwoiek Creek in BC;
"**Lazenay Storage Project**" means a 9 MWh battery storage capacity project located in France;
"**Lamont Creek Facility**" means the 27 MW hydroelectric facility located near Harrison Lake in south-western BC on Lamont Creek;
"**Les Renardières Wind Farm**" means the 21 MW wind farm located in France;
"**Licán**" means Empresa Eléctrica Licán S.A.;
"**Limited Partnerships**" means collectively Fire Creek Project Limited Partnership, Lamont Creek Project Limited Partnership, Stokke Creek Project Limited Partnership, Tipella Creek Project Limited Partnership and Upper Stave Project Limited Partnership;
"**Longueval Wind Farm**" means the 10 MW wind farm located in the north-east of France, in the Grand Est region, near the town of Reims;
"**LTA**" means the long-term average annual level of electricity production;
"**Magpie Facility**" means the 40.6 MW hydroelectric facility located on the Magpie River, in the municipality of Rivière-Saint-Jean and approximately 150 km east of Sept-Îles, Québec;
"**Magma Energy Sweden A.B**" means the entity that has an equity interest of 53.9% in HS Orka hf;
"**Mainline Wind Farm**" means a 23 MW wind farm located in d'Elmore County, Idaho, U.S.;
"**MD&A**" means Management's Discussion and Analysis;
"**Mesgi'g Ugju's'n (MU) Wind Farm**" means the 150 MW wind farm located in the Gaspé Peninsula, in Québec;
"**Mesgi'g Ugju's'n (MU) LP**" means Mesgi'g Ugju's'n (MU) Wind Farm, L.P.;
"**Miller Creek Facility**" means the 33 MW hydroelectric facility located on Miller Creek, near Pemberton, BC, approximately 30 km northeast of the Resort Municipality of Whistler, BC;
"**Montjean Wind Farm**" means the 12 MW wind farm located in Nouvelle-Aquitaine, France;
"**Montagne Sèche Wind Farm**" means the 58.5 MW wind farm located in the Municipality of the Canton of Cloridorme, Québec;
"**MW**" means one million watts or one megawatt;
"**MWh**" means one million watts per hour or one megawatt per hour;
"**Northwest Stave River Facility**" means the 17.5 MW hydroelectric power generating facility located approximately 35 km north of Mission, BC;
"**Offering**" has the meaning attributed thereto under "General Development of the Business – Recent Developments";
"**Offering Price**" has the meaning attributed thereto under "General Development of the Business – Recent Developments";
"**OPG**" Ontario Power Generation's;
"**Operating Facilities**" has the meaning attributed thereto under "Description of the Business and Assets of the Corporation - Portfolio of Assets";
"**Palomino Solar Project**" means the 200 MW solar project located in Ohio, United-States.

"**Paeahu Solar Project**" means the 15 MW solar energy project and 120 MWh of battery storage located in Maui.

"**Palmer Falls Facility**" means the 48 MW hydro facility located in Corinth, New York, US;

"**Paris Agreement**" has the meaning attributed thereto under "Industry Overview and Principal Markets – Renewable Power Generation Industry";

"**Phoebe Solar Farm**" means the 250MW photovoltaic solar farm located in Texas, U.S.;

"**Pituvik**" means Pituvik Landholding Corporation;

"**Plan Fleury Wind Farm**" means the 22 MW wind farm located in France;

"**Porcien Wind Farm**" means the 10 MW wind farm located in Château-Porcien and Saint Fergueux, Ardennes, France;

"**Portneuf Facilities**" means the three Portneuf hydroelectric facilities namely, Portneuf – 1 of 8 MW, Portneuf – 2 of 9.9 MW and Portneuf – 3 of 8 MW located the Portneuf River in Sainte-Anne-de-Portneuf and Saint-Paul-du-Nord-Sault-au-Mouton within the Seigneurie des Milles-Vaches, Province of Québec;

"**PPA**" or "**EPA**" means a power purchase agreement, an electricity supply agreement, an electricity purchase agreement, a renewable energy supply contract power hedge or contract for difference;

"**Preferred Shares**" has the meaning attributed thereto under "Corporate Structure";

"**Private Placement**" has the meaning attributed thereto under "General Development of the Business – Three Year Summary – Financial Year 2020";

"**Prospective Projects**" has the meaning attributed thereto under "Description of the Business and Assets of the Corporation - Portfolio of Assets";

"**Production Tax Credit**" or "**PTC**" means a production tax credit under the United States Internal Revenue Code.

"**Rucacura Hydro Project**" means the 3 MW hydro project facility located near the Bíobío river, 500 km south of Santiago, Chile.

"**Request for Proposals**" or "**RFP**" means a request for proposals issued by a provincial government or an entity created by such government for such purpose;

"**Rougemont-1 Wind Farm**" means the 36.1 MW wind farm located in France;

"**Rougemont-2 Wind Farm**" means the 44.5 MW wind farm located in France;

"**Ryegrass Wind Farm**" means a 23 MW wind farm located in Elmore County, Idaho, U.S.;

"**S&P**" means Standard & Poor's;

"**Saint-Paulin Facility**" means the 8 MW hydroelectric facility located in the Municipality of Saint-Paulin, Province of Québec;

"**San Andrés Solar Farm**" means the 50.6 MW solar farm located in the Atacama desert in Northern Chile;

"**Salvador Solar Farm**" means a 68 MW solar farm located in the Atacama Desert near El Salvador in the Atacama Region of Chile;

"**Seller**" means wpd europe GmbH a German company and seller of the Wpd Projects;

"**Series A Shares**" has the meaning attributed thereto under "Corporate Structure";

"**Series B Shares**" has the meaning attributed thereto under "Corporate Structure";

"**Series C Shares**" has the meaning attributed thereto under "Corporate Structure";

"**Series A Offering**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Series A Conversion Date**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Series A Shares Prospectus**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Series A and Series B Terms**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Series B Conversion Date**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Series C Terms**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series C shares";

"**Shannon Wind Farm**" means the 204 MW wind farm located in Texas, U.S.;

"**Sharing Facilities**" means collectively the six Harrison Operating Facilities, the Northwest Stave River Facility, the Tretheway Creek Facility and the Big Silver Creek Facility;

"**Spartan Solar Farm**" means a 11 MW solar farm located in Michigan, U.S.;

"**Standing Offer Program**" or "**SOP**" means a program or mechanism, established by a provincial government or an entity created by such government for such purpose, through which a

standard and simplified contracting process and contractual terms are provided for independent power producers to enter into PPAs for relatively small renewable electricity generating projects;

"**Stokke Creek Facility**" means the 22 MW hydroelectric facility located near Harrison Lake in south-western BC on Stokke Creek;

"**Strategic Alliance**" has the meaning attributed thereto under "General Development of the Business";

"**Subsequent Fixed Rate Period**" has the meaning attributed thereto under "Description of Capital Structure – General Description of Capital – Series A shares and Series B Shares";

"**Theil Rabier Wind Farm**" means the 12 MW wind farm located in Nouvelle-Aquitaine, France;

"**Tipella Creek Facility**" means the 18 MW hydroelectric facility located near Harrison Lake in south-western BC on Tipella Creek;

"**Tonnerre Storage Project**" means a 9 MWh battery storage capacity project located in Bourgogne-Franche-Comté, France;

"**Tretheway Creek Facility**" means the 21.2 MW hydroelectric facility located approximately 50 km north of Harrison Hot Springs in BC;

"**Two Ponds Wind Farm**" means a 23 MW wind farm located in Elmore County, Idaho, U.S.;

"**TSX**" means the Toronto Stock Exchange;

"**TWh**" means 1,000 gigawatts per hour or one million megawatts per hour;

"**Umbata Falls Facility**" means the 23 MW Umbata Falls hydroelectric facility located on the White River in Ontario;

"**Underwriters**" means a syndicate of underwriters led by CIBC Capital Markets, National Bank Financial Inc., BMO Capital Markets and TD Securities Inc.;

"**Upper Stave River Facility**" means the 33 MW hydroelectric facility located near Harrison Lake in south-western BC on Stave River;

"**Vaite Wind Farm**" means the 38.9 MW wind farm located in France;

"**Vallottes Wind Farm**" means the 12 MW wind farm located in Bovée-sur-Barboure and Broussey-en-Blois, Meuse, France;

"**Viger-Denonville Wind Farm**" means the 24.6 MW wind farm located in the Municipalities of Saint-Paul-de-la-Croix and Saint-Épiphane, Québec;

"**Walden North Facility**" means a 16 MW hydroelectric facility located on private land in Cayoosh Creek near Lillooet, BC;

"**Windsor Facility**" means the 5.5 MW hydroelectric facility located on the St-François River, near Windsor, Province of Québec;

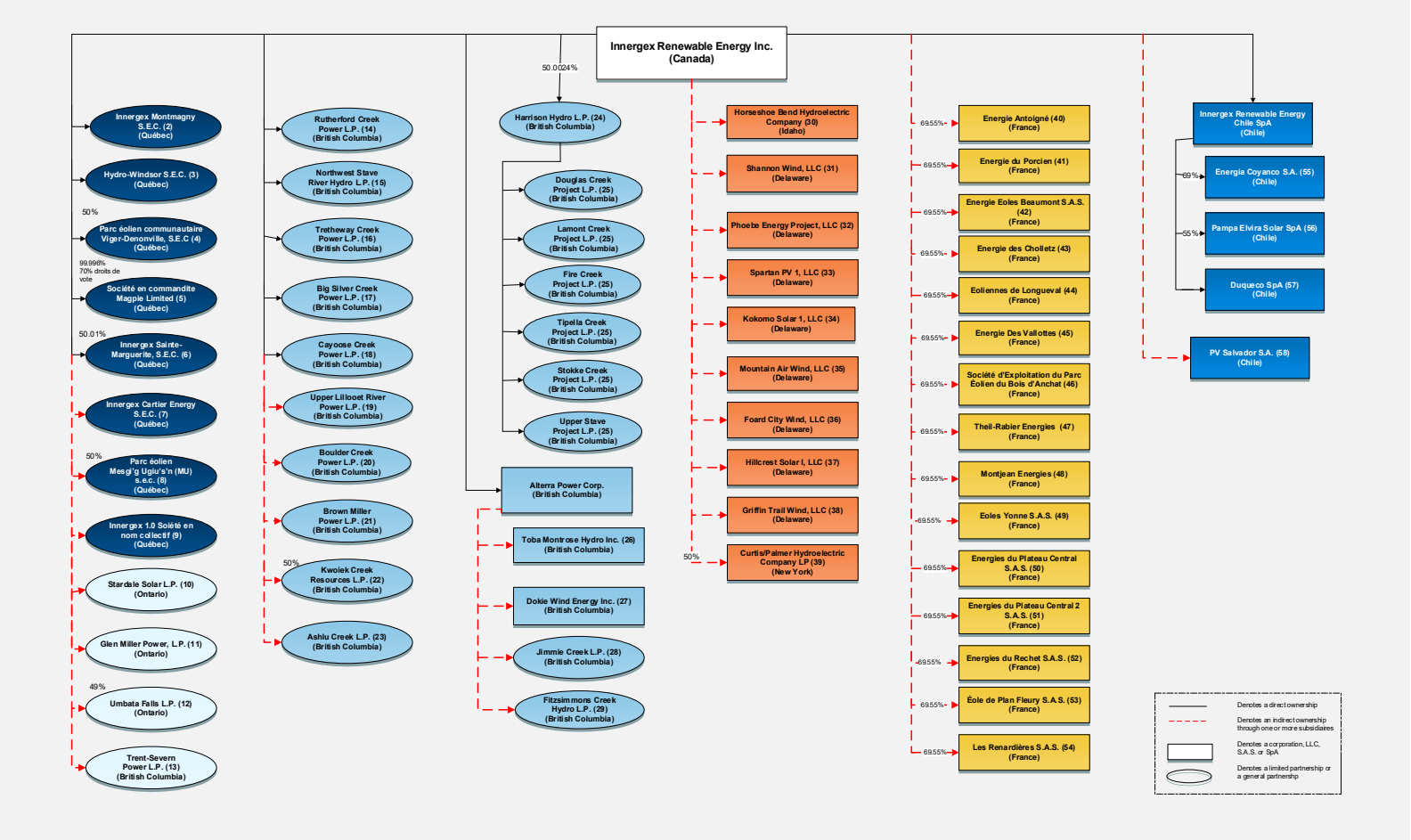
"**Yonne Wind Farm**" means the 44 MW wind farm located in the region of Bourgogne in France;

"**Yonne II Wind Farm**" means a 6.9 MW wind farm and is an extension of the Yonne Wind Farm located in Bourgogne-Franche-Comté, France.

SCHEDULE A

CORPORATE STRUCTURE

The following chart outlines the corporate structure of the Corporation and its material subsidiaries[1] as well as certain other material ownership interests held by the Corporation as at the date of this AIF.



(1) Unless otherwise indicated, the Corporation has a 100% direct or indirect interest in the entity. The Corporation has a 100% direct or indirect interest in the general partners of the limited partnership unless described otherwise in the following notes.

(2) Innergex Montmagny, L.P. owns the Montmagny Facility.

(3) Hydro-Windsor, L.P. owns the Windsor Facility.

(4) Parc éolien communautaire Viger-Denonville, S.E.C. owns the Viger-Denonville Wind Farm and its general partner is Parc éolien communautaire Viger-Denonville Inc., which is 50% owned by Innergex Inc.

(5) Magpie Limited Partnership owns the Magpie Facility.

(6) Innergex Sainte-Marguerite, S.E.C. owns the Ste-Marguerite Facility.

(7) Innergex Cartier Energy L.P. owns 100% of the AAV, CAR, GM and MS Wind Farms.

(8) Mesgi'g Ugju's'n (MU) Wind Farm, L.P., owns the Mesgi'g Ugju's'n (MU) Wind Farm and its general partner is Mesgi'g Ugju's'n (MU) Wind Farm Inc., which is 50% owned by Innergex.

(9) Innergex 1.0 General Partnership owns the St-Paulin, Chaudière and Portneuf Facilities and the BDS Wind Farm;

(10) Stardale Solar LP owns the Stardale Solar Farm.

(11) Glen Miller Power, LP owns Glen Miller Facility.

(12) Umbata Falls L.P. owns the Umbata Falls Facility and its general partner is Begetekong Power Corporation, which is 49% owned by Innergex.

(13) Trent-Severn Power, LP owns the Batawa Facility.

(14) Rutherford Creek Power L.P. owns the Rutherford Creek Facility.

(15) Northwest Stave River Hydro Limited Partnership owns the Northwest Stave Facility.

(16) Tretheway Creek Power Limited Partnership owns the Tretheway Creek Facility.

(17) Big Silver Creek Power Limited Partnership owns the Big Silver Creek Facility.

(18) Cayoose Creek Power L.P. owns the Walden North Facility and its general partner is Cayoose Creek Power Inc., which is 80% owned by the Corporation.

(19) Upper Lillooet River Power Limited Partnership owns the Upper Lillooet River Facility.

(20) Boulder Creek Power Limited Partnership owns the Boulder Creek Facility.

(21) Brown Miller Power Limited Partnership owns the Brown Lake and the Miller Creek Facilities.

(22) Kwoiek Creek Resources L.P. owns the Kwoiek Creek Facility and its general partner is Kwoiek Creek Resources GP Inc., which is 50% owned by Innergex.

(23) Ashlu Creek Investments L.P. owns the Ashlu Creek Facility.

(24) Harrison Hydro Limited Partnership owns the limited partnership units of each of the 6 Harrison Operating Facilities. The general partner of Harrison Hydro Limited Partnership is Harrison Hydro Inc., wholly-owned by Cloudworks Holdings Inc., which is 50% owned by the Corporation.

(25) The 6 Harrison Operating Facilities consisting of Douglas Creek Project Limited Partnership, Fire Creek Project Limited Partnership, Lamont Creek Project Limited Partnership, Stokke Creek Project Limited Partnership, Tipella Creek Project Limited Partnership and Upper Stave Project Limited Partnership own their respective projects and their general partner is Harrison Hydro Project Inc., which is wholly-owned subsidiary of Harrison Hydro Limited Partnership.

(26) Toba Montrose Hydro Inc. owns 100% of the East Toba and the Montrose Creek Hydroelectric Facilities, which is 40% owned by the Corporation.

(27) Dokie Wind Energy Inc. owns 100% of the Dokie Wind Farm, which is 25.5% owned by the Corporation.

(28) Jimmie Creek Limited Partnership owns 100% of the Jimmie Creek Hydroelectric Facility, which is 51% owned by the Corporation.

(29) Fitzsimmons Creek Hydro LP owns the Fitzsimmons Creek Facility.

(30) Innergex USA, Inc. owns a 100% of the Horseshoe Bend Facility.

(31) Shannon Wind, LLC owns 100% of the Shannon Wind Farm, which the Corporation owns a 50% sponsor equity interest.

(32) Phoebe Energy Project, LLC owns 100% of the Phoebe Solar Farms.

(33) Spartan PV 1, LLC owns 100% of the Spartan Solar Farm, which the Corporation owns a 100% sponsor equity interest.

(34) Kokomo Solar 1, LLC owns 100% of the Kokomo Solar Farm, which the Corporation owns a 90% sponsor equity interest.

(35) Mountain Air Wind, LLC owns 100% of the Cold Springs, Desert Meadow, Hammett Hill, Mainline, Ryegrass and Two Ponds Wind Farms;

(36) Foard City Wind, LLC owns 100% of the Foard City Wind Farm.

(37) Hillcrest Solar I, LLC owns 100% of the Hillcrest Solar Farm.

(38) Griffin Trail Wind, LLC owns 100% of the Griffin Trail Wind Farm.

(39) Curtis/Palmer Hydroelectric Company LP owns 100% of the Curtis Palmer Project.

(40) The Corporation owns 69.55% of Energie Antoigné which owns the Antoigné Wind Farm.

(41) The Corporation owns 69.55% of Energie du Porcien which owns the Porcien Wind Farm.

(42) The Corporation owns 69.55% of Energie Eoles Beaumont S.A.S. which owns the Beaumont Wind Farm.

(43) The Corporation owns 69.55% of Energie des Cholletz which owns the Cholletz Wind Farm.

(44) The Corporation owns 69.55% of Eoliennes de Longueval which owns the Longueval Wind Farm.

(45) The Corporation owns 69.55% of Energie des Vallottes which owns the Vallottes Wind Farm.

(46) The Corporation owns 69.55% of Société d'Exploitation du Parc Éolien du Bois d'Anchat which owns the Bois d'Anchat Wind Farm.

(47) The Corporation owns 69.55% of Theil-Rabier Energies which owns the Theil-Rabier Wind Farm.

(48) The Corporation owns 69.55% of Montjean Energies which owns the Montjean Wind Farm.

(49) The Corporation owns 69.55% of Éoles Yonne S.A.S. which owns the Yonne Wind Farm.

(50) The Corporation owns 69.55% of Energies du Plateau Central S.A.S. which owns the Rougemont-1 Wind Farm.

(51) The Corporation owns 69.55% of Energies du Plateau Central 2 S.A.S. which owns the Rougemont-2 Wind Farm.

(52) The Corporation owns 69.55% of Energies du Rechet S.A.S. which owns the Vaite Wind Farm.

(53) The Corporation owns 69.55% of Éoles de plan Fleury S.A.S. which owns the Plan Fleury Wind Farm.

(54) The Corporation owns 69.55% of Les Renardières S.A.S. which owns the Les Renardières Wind Farm.

(55) Energia Coyanco S.A. owns 100% of the Guayacán Facility.

(56) Pampa Elvira Solar SpA owns 100% of the Pampa Elvira Solar Farm.

(57) Duqueco SpA owns 100% of the Mampil and Peuchén Facilities.

(58) PV Salvador S.A. owns 100% of the Salvador Solar Farm.

(59) San Andrés SpA owns 100% of the San Andrés Solar Farm

SCHEDULE B

CHARTER OF THE AUDIT COMMITTEE

This Charter prescribes the role of the Audit Committee of the Board (the "**Committee**") 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 to oversee the:

A. Compliance of the Corporation with respect to applicable governmental and authorities' legislation and regulation pertaining to financial information disclosure;
B. Adequacy of the accounting principles and decisions regarding the presentation of financial statements, in accordance with generally accepted accounting principles;
C. Fair presentation of the Corporation's financial situation in its quarterly and annual financial statements;
D. Timely disclosure of relevant information to shareholders and to the general public; and
E. Implementation of efficient internal controls for all of the Corporation's transactions and review of such controls on a regular basis.

2. Composition

2.1 Number and criteria

The Committee must be constituted as required under Regulation 52-110 – Respecting Audit Committees, as it may be amended from time to time ("**Regulation 52 110**"). The Committee is comprised only of members who are qualified as independent (as that term is defined in Regulation 52-110) and are financially literate (which is defined as the ability to read and understand a set of financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements).

The Committee shall consist 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 appointed. 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 its Chair shall receive such remuneration for their services as the Board may determine from time to time.

3. Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances require.

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.

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 shall determine any desired agenda items.

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

The Chair may ask members of Management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Corporation with senior employees, officers and the external auditor of the Corporation and others as they consider appropriate.

In order to foster open communication, the Committee or its Chair shall meet at least quarterly with Management, the external auditor and the internal auditor, in separate sessions, to discuss any matters that the Committee or each of these groups believes should be discussed privately. In addition, the Committee or its Chair should meet with Management quarterly in connection with the Corporation's quarterly financial statements.

4. Responsibilities

Without limiting the generality of its role as described in section 1 above, the Committee shall, inter alia:

4.1 Relationship with external auditor

- Recommend to the Board the appointment and compensation of the external auditor;
- Review the scope and plans of the external auditor's audit and reviews. The Committee may authorize the external auditor to perform supplemental reviews or audits as the Committee may deem desirable;
- Oversee the work of the external auditor, including the resolution of any issues between the external auditor and Management;
- Pre-approve all non-audit services (or delegating such pre-approval if and to the extent permitted by law) to be provided to the Corporation or its subsidiaries by the external auditor;
- Review and discuss, on an annual basis, with the external auditor all significant relationships they have with the Corporation to assess their independence;
- Review the performance of the external auditor and any proposed discharge of the external auditor when circumstances warrant;

- Periodically consult with the external auditor without Management about significant risks or exposures, internal controls and other steps that Management has taken to control such risks, and the fullness and accuracy of the financial statements, including the adequacy of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper;
- Arrange for the external auditor to be available to the Committee and the Board as needed; and
- Consider the external auditor's judgment about the quality, transparency, appropriateness and not just the acceptability, of the Corporation's accounting principles and financial disclosure practices, as applied in its financial reporting, including the degree of aggressiveness or conservatism of its accounting principles and underlying estimates, and whether those principles are common practices or are minority practices.

4.2 Financial information and public disclosure

- Review all material balance sheet issues, material contingent obligations (including those associated with material acquisitions or dispositions) and material related to third party transactions;
- Consider any proposed major changes to the Corporation's accounting principles and practices;
- If considered appropriate, establish separate systems of reporting to the Committee by the Management and the external auditor;
- Review and recommend the approval of the annual and quarterly financial statements, related management discussion and analysis, annual and interim earnings press releases and Annual Information Form before such information is publicly disclosed;
- Oversee the implementation of adequate procedures for the review of the Corporation's public disclosure of financial information, other than those described in the above paragraph, extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;
- Review the public disclosure regarding the Committee required by Regulation 52 110;
- Review the integrity of the financial reporting processes, both internal and external, in consultation with the external and the internal auditors;
- Periodically meet with the internal auditor;
- Following completion of the annual audit and, if applicable, quarterly reviews, review separately with the Management, the internal auditor and the external auditor any significant changes to planned procedures, any difficulties encountered during the course of the audit and, if applicable, reviews, including any restrictions on the scope of work or access to required information and the cooperation that the internal auditor and the external auditor received during the course of the audit and, if applicable, reviews; and
- Review with the external auditor, the internal auditor and Management significant findings during the year and the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

4.3 Other matters

- Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters, and (ii) the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- Review and approve the Corporation’s hiring policies regarding current or former partners or employees of the current and former external auditors of the Corporation or its subsidiaries;
- Review activities, organizational structure and qualifications of the Chief Financial Officer and the staff in the financial reporting area and see to it that matters related to succession planning in such area are raised for consideration by the Board; and

- Review regularly and oversee the policies and procedures of the Corporation and its main subsidiaries to identify, evaluate and manage risks, including operational risks such as insurance coverage, tax compliance, information security and cybersecurity, as well as financial, fraud and regulatory risks, and oversee the efficacy of the measures taken to manage such risks.

Notwithstanding the foregoing, it is not the duty of the Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with International Financial Reporting Standards, to conduct investigations, or to assure compliance with laws and regulations or the Corporation's internal policies, procedures and controls, as these are the responsibility of Management and in certain cases the external auditor, as the case may be.

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 Committee is authorized to communicate directly with the external and internal auditors as it sees fit.

If considered appropriate, the Committee is authorized to conduct or authorize investigations into any matters within the Committee's scope of responsibilities, and to perform any other activities as the Committee deems necessary or appropriate.

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 it (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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Renewable Energy.
Sustainable Development.

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