

**INNERGEX RENEWABLE ENERGY INC.  
(the “Corporation”)****MANDATE OF THE CHAIR OF THE BOARD**

The chair of the Board of Directors (the “Chair of the Board”) is responsible for (i) the management and operation of the Board of Directors (the “Board”), and (ii) the relations between the Board, the shareholders and other interested parties. They must ensure that the Board performs the tasks related to its mandate in an efficient manner and that directors clearly understand and respect the limits between the Board’s responsibilities and that of the management of the Corporation. The Chair of the Board may attend and participate as *ex officio* member in all meetings of the committees of the Board.

**RESPONSIBILITIES**

Without limiting the generality of the foregoing and subject to the oversight of the Board, the Chair of the Board shall:

**A. With respect to the Board and Board meetings:**

1. provide leadership to directors in discharging their mandate as set out in the Charter of the Board and in the charter of each Board committee;
2. coordinate with the President and Chief Executive Officer to ensure the delivery of information to the Board on a timely basis to keep the directors fully apprised at all times of all matters which are material to the Corporation;
3. in consultation with the Corporate Secretary of the Corporation, schedule Board meetings and set the agenda;
4. cause to be distributed to Board members the minutes of prior meetings of the Board;
5. chair all Board meetings and encourage free and open communication at Board meetings;
6. ensure that the Board meets as many times as necessary in order for the Board to carry out its duties and responsibilities in an efficient manner;
7. ensure that the Board and its committees act independently from management of the Corporation in fulfilling their duties;
8. ensure that independent directors meet after each regular meeting under the chairmanship of the Chair of the Board without the Corporation’s management team being present, and that they have the opportunity to meet on occasion to discuss issues of interest, independently of all influence from the Corporation’s officers;
9. monitor the adequacy of materials provided to the directors by management and their delivery in advance of meetings to ensure that the directors have sufficient time to review them;
10. adopt procedures to ensure that the Board deliberates efficiently;
11. ensure that the Board meetings promote discussion and that sufficient time is provided to efficiently study and discuss the items on the agenda;
12. ensure that the expectations of the Board in respect of the Corporation, as well as the expectations of the management of the Corporation and the shareholders regarding the Board are clearly expressed, understood and respected;

13. ensure that the Board has the opportunity to appoint external consultants and has all adequate resources (particularly recent and relevant information) to support its work;
14. ensure that the Board has access to such members of senior management as may be required by the Board;
15. ensure that Board members receive sufficient and appropriate information about the business carried on by the Corporation and the Corporation itself;
16. inform the Board of any material violation of the Code of Conduct by a director or a member of the management team;
17. where responsibilities are delegated to committees or to directors, ensure that such responsibilities are assumed completely and that the results of such activities are conveyed to the Board;
18. assist the committees in bringing their recommendations forward to the Board for consideration; and
19. ensure an organized follow-up of the decisions made by the Board and their implementation.

**B. With respect to stakeholders and shareholders' meetings**

1. in consultation with the Corporate Secretary of the Corporation, schedule shareholders' meetings and set the agenda;
2. monitor the adequacy of materials provided to the shareholders by management and their delivery in conformity with applicable laws;
3. chair all annual and special shareholders' meetings and respond to such questions as are put to the Chair of the Board at any such meetings related to the Board and governance;
4. promote the culture and values of the Corporation as well as the aims of the Corporation with its key stakeholders; and
5. oversee the Board's shareholder engagement policy and practices.

**C. With respect to liaising with management**

1. provide advice and counsel to the President and Chief Executive Officer; and
2. act as liaison between the Board and management and work closely with the President and Chief Executive Officer, including for the purposes of monitoring progress on the strategic and business plans and budgets of the Corporation, policy implementation, succession planning, ESG and any other key priorities the Board may determine.

**D. With respect to Board quality and succession**

1. make recommendations to the Corporate Governance Committee concerning the Board's and its committees' composition and their chairs, as well as the selection of director candidates;
2. once all potential candidates for the position of director are identified, communicate with them to assess their interest in joining the Board;
3. ensure that a periodical assessment process is implemented regarding the efficiency of the directors, of the Board and of its standing committees, in cooperation with the Corporate Governance Committee;
4. in consultation with the Corporate Governance Committee, monitor and review, as appropriate, the implementation of a comprehensive orientation program and of a continuous training, orientation and improvement program for directors;
5. in consultation with the Corporate Governance Committee, monitor and review, as appropriate, the skills matrix for Board membership; and

6. review, when required, any change reported by a director in his or her professional or personal status that could have an impact on his or her role as director and make the appropriate recommendations to the Board or the Corporate Governance Committee, as appropriate.