

## CHARTER OF THE NOMINATING COMMITTEE

This Charter prescribes the role of the Nominating 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. This Charter is not intended to limit, enlarge or change in any way the responsibilities of the Committee as determined by such Articles and By-Laws and applicable laws.

### 1. **Role**

In addition to the powers and authorities conferred upon the Directors in the Corporation's Articles and By-Laws and as prescribed by applicable laws, the mandate of the Committee is primarily to propose nominees for appointment to the Board.

Nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

### 2. **Composition**

#### 2.1 *Number and criteria*

The Committee should be comprised of such Directors as are determined by the Board, a majority of whom should be independent (as that term is defined in Regulation 52-110 – *Respecting Audit Committees*).

The Committee shall consist of at least three members.

#### 2.2 *Selection and Chair*

The members of the Committee and its Chair shall be elected 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 electing 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 should meet at least once per annum or more frequently as circumstances require.

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

The Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role. The Chairman of the Board is an *ad hoc* member of the Committee.

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 Chairman of the Board, the President and Chief Executive Officer, the Chief Financial Officer or the Corporate Secretary of the Corporation shall, be entitled to request that any member of the Committee call a meeting.

The Committee should 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.

### 4. Responsibilities

The Committee's primary responsibility is to submit to the full Board, recommendations concerning selection of nominees for appointment to the Board. The Committee shall only make recommendations to the Board for their consideration and approval, if appropriate. The Board will have the responsibility to instruct Management to implement the Board's directives.

The Committee shall, inter alia:

- Identify individuals qualified to become Board members, consistent with criteria established by the Board;
- Recommend to the Board the director nominees for the next annual meeting of shareholders; and
- Propose new nominees for appointment to the Board where applicable.

If the Corporation is legally required by contract or otherwise to provide third parties with the right to nominate directors, the Committee shall have no responsibility for the selection and nomination of such directors.

### 5. Advisors

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

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

## 6. Assessment

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

## 7. Charter review

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

## 8. General

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