

BORALEX



NOTICE

of Annual and
Special Meeting
of Shareholders

Management proxy

**CIRCULAR
2017**



PROFILE

Borex develops, builds and operates renewable energy power facilities in Canada, France, the United Kingdom and the United States. A leader in the Canadian market and France's largest independent producer of onshore wind power, the Corporation is recognized for its solid experience in optimizing its asset base in four power generation types - wind, hydroelectric, thermal and solar. Borex has ensured sustained growth by leveraging the expertise and diversification developed for more than 25 years.



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Notice of Annual and Special Meeting of Shareholders

Notice is hereby given that the annual and special meeting (the "**Meeting**") of the shareholders of Boralex Inc. (the "**Corporation**") will be held at 11:00 a.m. (Eastern Daylight Time) on Wednesday, May 9, 2018 at 900 de Maisonneuve Blvd. W., 8th Floor, Montreal, Quebec, for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2017, and the independent auditor's report thereon;
2. to elect the directors of the Corporation;
3. to appoint the independent auditor of the Corporation;
4. to adopt a resolution, the text of which is reproduced in Schedule A of the Proxy Circular, approving, ratifying and confirming the shareholder rights plan adopted by the Board of Directors on March 1, 2018;
5. to adopt a resolution, the text of which is reproduced in Schedule C of the Proxy Circular, approving, ratifying and confirming the advance notice by-law for nominations of directors of the Corporation which was approved by the Board of Directors on March 1, 2018;
6. to adopt a non-binding advisory resolution, the complete text of which is reproduced on page 12 of the Proxy Circular, accepting the Corporation's executive compensation approach;
7. to transact any other business which may properly come before the Meeting or any adjournment thereof

The accompanying Proxy Circular (the "**Circular**") provides additional information on the matters which will be transacted at the Meeting. Registered shareholders at the close of business on March 12, 2018 will be entitled to vote at the Meeting.

Shareholders who are unable to attend the Meeting and vote in person, kindly complete, sign and return the enclosed proxy. The attached Circular and proxy form contain instructions on how to complete and return your proxy. To be valid, proxies must be received by the Corporation's transfer agent and registrar, Computershare Investor Services Inc., no later than 5:00 p.m. (Eastern Daylight Time) on May 7, 2018, or, if the Meeting is adjourned, no later than 5:00 p.m. (Eastern Daylight Time) on the business day prior to the day fixed for the adjourned or postponed meeting.

By Order of the Board of Directors,

(s) Pascal Hurtubise

Pascal Hurtubise
Vice President, Chief Legal Officer
and Corporate Secretary

Montreal, Quebec
March 12, 2018

Letter to shareholders

On behalf of the Board of Directors, management and employees of Boralex, we look forward to welcoming you to the annual and special meeting of shareholders on Wednesday, May 9, 2018 at 900 de Maisonneuve Blvd. W., 8th Floor, Montreal, Quebec.

This management proxy circular (the “**Circular**”) outlines the issues to be dealt with at the Meeting and provides information on the compensation of Boralex’s executive officers and on its governance practices. At the Meeting, members of Boralex’s executive officers will discuss the highlights of 2017 and talk about our plans for the future.

On behalf of Boralex, we also want to take the opportunity to express our gratitude to Mr. Richard Lemaire for his contribution to the Board of Directors. Mr. Lemaire will be leaving the Board of Directors at the end of his term after having served on the Board for 21 years. Throughout his years of service, Mr. Lemaire has contributed to the enterprise’s development. Through his wisdom and advice, he has contributed to making Boralex a better business. Today, we want to pay tribute to his immeasurable contribution and thank him on behalf of all our employees and shareholders.

Lastly, we ask you to read our annual report and this circular and exercise the voting rights attached to your shares represented by your proxy.

We look forward to seeing you at the meeting and we thank you for your confidence in and support of Boralex.

(s) Alain Rhéaume

Alain Rhéaume
Chair of the Board of Directors

(s) Patrick Lemaire

Patrick Lemaire
President and Chief Executive Officer

Management Proxy Circular

This management proxy circular (the "Circular") is furnished in connection with the solicitation of proxies by management of Boralex Inc. ("Boralex" or the "Corporation") for use at the annual and special meeting of shareholders or at any adjournment or postponement thereof (the "Meeting"), to be held at 11:00 a.m. on Wednesday, May 9, 2018 at the place and for the purposes set forth in the accompanying Notice of Meeting.

All information provided in the circular is given as of March 12, 2018, unless otherwise indicated.

Table of Contents

Notice of Annual and Special Meeting of Shareholders	1
Letter to shareholders	2
Management Proxy Circular	3
Part 1 - Vote and proxies	4
1.1 Voting Information.....	4
1.2 Voting Securities and Principal Holders.....	6
Part 2 - Business of the Meeting	7
2.1 Presentation of Financial Statements.....	7
2.2 Election of Directors.....	7
2.3 Appointment of Independent Auditor.....	8
2.4 Approval of the shareholder rights plan.....	9
2.5 Ratification of Advance Notice By-Law.....	11
2.6 Non-binding advisory vote on the Corporation's approach to executive compensation.....	12
Part 3 - Information on Nominees for Election as Directors	13
Part 4 - Compensation of Board Members	20
4.1 Reference Group.....	20
4.2 Compensation Levels.....	21
4.3 Deferred Share Unit Plan.....	22
4.4 Shareholding Requirement.....	22
4.5 Summary Table of Director Compensation.....	23
4.6 Share-based Awards.....	24
Part 5 - Statement of Executive Compensation	25
5.1 Governance of Compensation.....	25
5.2 Compensation Discussion and Analysis.....	29
5.3 Summary Compensation Table.....	36
5.4 Incentive Plan Awards.....	37
5.5 Group Retirement Savings Plan.....	40
5.6 Termination and Change of Control Benefits.....	41
5.7 Policy respecting the recovery of compensation paid to executives.....	43
Part 6 - Statement of Corporate Governance Practices	44
6.1 Board of Directors.....	44
6.2 Ethical business conduct.....	47
6.3 Selection of directors.....	48
6.4 Orientation and continuing education.....	51
6.5 Assessment of Board performance.....	51
Part 7 - Other Information	52
7.1 Loans to Directors and Executive Officers.....	52
7.2 Interest of Informed Persons in Material Transactions.....	52
7.3 Shareholder Proposals.....	52
7.4 Liability Insurance for Directors and Officers.....	52
7.5 Additional Information.....	52
7.6 Approval of the Proxy Circular.....	52
Schedule A – Resolution respecting the adoption and ratification of the shareholder rights plan	53
Schedule B – Summary of principal terms of the shareholder rights plan	54
Schedule C – Advance Notice By-law Resolution	57
Schedule D - Advance Notice By-law	58
Schedule E - Board's Written Mandate	61
Schedule F – Description of the responsibilities of the chairs of Board committees	63
Schedule G – Description of the responsibilities of the Chair of the Board	64
Schedule H – Description of the responsibilities of the President and Chief Executive Officer	65

Part 1 - Vote and proxies

1.1 Voting Information

The following questions and answers provide guidance on how to exercise the voting rights attached to your shares.

Who can vote?

The record date for determining holders of Class A shares entitled to receive notice of and to vote at the Meeting is the close of business on March 12, 2018 (the "**Record Date**"). Shareholders who are registered as at the Record Date will be entitled to vote at the Meeting, either in person or by proxy. Each Class A share carries the right to one vote.

What will I be voting on?

You will be voting on (i) the election of directors of the Corporation, (ii) the appointment of PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. as the independent auditor of the Corporation, to hold office until the next annual meeting of shareholders at such compensation as may be fixed by the directors of the Corporation, (iii) ratification of the shareholder rights plan adopted by the Board of Directors, (iv) ratification of the by-law relating to the advance nomination of directors of the Corporation and (v) a non-binding advisory resolution accepting the Corporation's executive compensation approach. **The Corporation's Board of Directors and management recommend that shareholders vote FOR items (i), (ii), (iii), (iv) and (v).**

In addition, you may be asked to vote in respect of any other matter which may properly come before the Meeting. As of the date of the Circular, management is not aware of any such other matters.

How will these matters be decided at the Meeting?

A simple majority of the votes cast, in person or by proxy, will constitute approval of matters voted on at the Meeting, except as otherwise specified.

Who is soliciting my proxy?

Management of the Corporation is soliciting your proxy for use at the Meeting. The solicitation is being made by mail and the cost will be borne by the Corporation.

How can I contact the transfer agent?

You can contact the transfer agent either by mail at Computershare Investor Services Inc., 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1, by telephone at 1-800-564-6253, by fax at 1-888-453-0330 or by e-mail at service@computershare.com.

How do I vote?

If you are eligible to vote and your Class A shares are registered in your name (which makes you a "**Registered Shareholder**"), you can vote your Class A shares in person at the Meeting or by proxy. Please see the instructions below under "How do I vote if I am a Registered Shareholder?"

If your Class A shares are held in the name of a nominee, such as a trustee, a financial institution or a securities dealer (which makes you a "**Non-Registered Shareholder**"), please see the instructions below under "How do I vote if I am a Non-Registered Shareholder?"

How do I vote if I am a Registered Shareholder?

You are a Registered Shareholder if your name appears on your share certificate.

1. Voting in person

If you wish to vote in person, you may present yourself to a representative of Computershare Investor Services Inc. at the registration table at the Meeting. **If you wish to vote in person at the Meeting, you do not need to complete or return the form of proxy.**

2. Voting by proxy

You may appoint someone else to vote for you as your proxy holder by using the enclosed form of proxy. The persons named as proxies in such form of proxy are directors or officers of the Corporation. **However, you have the right to appoint any other person (who need not be a shareholder) to attend and act on your behalf at the Meeting. That right may be exercised by writing the name of such person in the blank space provided in the form of proxy and by striking out the names of the proposed directors or officers. Make sure that the person you appoint is aware that he or she is appointed and attends the Meeting. Proxy holders should speak to a representative of Computershare Investor Services Inc. upon arriving at the Meeting.**

How can I send my form of proxy?

You can either return a duly completed and executed form of proxy to the transfer agent and registrar for the Corporation's Class A shares, Computershare Investor Services Inc., in the envelope provided, or you can vote over the Internet or by phone by following the instructions on the form of proxy.

What is the deadline for receiving the form of proxy?

The deadline for receiving duly completed forms of proxy or a vote over the Internet or by phone is 5:00 p.m. (Eastern Daylight Time) on May 7, 2018, or if the Meeting is adjourned, by no later than 5:00 p.m. (Eastern Daylight Time) on the business day prior to the day fixed for the adjourned or postponed meeting.

How will my Class A shares be voted if I give my proxy?

For secret ballots or a show of hands, your Class A shares will be voted or withheld from voting in accordance with your instructions indicated on the proxy. If no instructions are indicated, your Class A shares represented by proxies in favour of the directors and officers of the Corporation will be voted **FOR** the election of each of management's nominees as directors, **FOR** the appointment of PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. as independent auditor so that it can exercise its mandate until the next annual shareholders' meeting for compensation which will be determined by the Corporation's directors, **FOR** ratification of the shareholder rights plan adopted by the Board of Directors, **FOR** ratification of the by-law relating to the advance nomination of directors of the Corporation and **FOR** approval of the non-binding advisory resolution accepting the Corporation's executive compensation approach.

Should any nominee named herein for election as a director become unable to accept nomination for election, it is intended that the person acting under proxy in favour of management will vote for the election in his or her stead for such other person as management of the Corporation may recommend. Management has no reason to believe that any of the nominees for election as directors will be unable to serve if elected and management is not aware of any amendment or other business likely to be brought before the Meeting

If I change my mind, how can I revoke my proxy?

You may revoke any proxy that you have given. In addition to revocation in any other manner permitted by law, you may revoke the proxy by preparing a written statement, signed by you or your attorney, or if the proxy is given on behalf of a legal person, by anyone authorized to represent it at the Meeting, and depositing such written revocation statement at the office of Computershare Investor Services Inc. at 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1 or by fax at 1-866-249-7775 at any time up to and including 5:00 p.m. (Eastern Daylight Time) on the last business day preceding the day of the Meeting or with the chair of the Meeting on the day of the Meeting.

How do I vote if I am a Non-Registered Shareholder?

If your Class A shares are not registered in your name and are held in the name of a nominee such as a trustee, financial institution or securities dealer, you are a "Non-Registered Shareholder". If your Class A shares are listed in an account statement provided to you by your dealer, such Class A shares will, in all likelihood, not be registered in your name. Such Class A shares will more likely be registered under the name of your broker or an agent of that broker. Without specific instructions, Canadian brokers and their agents or nominees are prohibited from voting shares for the broker's client. If you are a Non-Registered Shareholder, there are two ways (listed below) that you can vote your Class A shares:

1. Giving your voting instructions

Applicable securities laws require your nominee to seek voting instructions from you in advance of the Meeting. Accordingly, you will receive or have already received from your nominee a request for voting instructions for the number of Class A shares you hold. Every nominee has its own mailing procedures and provides its own signature and return instructions, which should be carefully followed by Non-Registered Shareholders to ensure that their Class A shares are voted at the Meeting.

2. Voting in person

If you wish to vote in person at the Meeting, insert your own name in the space provided on the request for voting instructions provided by your nominee to appoint yourself as proxy holder and follow the signature and return instructions of your nominee. Non-Registered Shareholders who appoint themselves as proxy holders should present themselves at the Meeting to a representative of Computershare Investor Services Inc. Do not otherwise complete the request for voting instructions sent to you as you will be voting at the Meeting.

1.2 Voting Securities and Principal Holders

The Corporation is authorized to issue an unlimited number of Class A shares and an unlimited number of preferred shares. As at March 12, 2018, 76,255,510 Class A shares and no preferred shares were outstanding. Class A shares are the only voting securities of the Corporation and each share entitles its holder to one vote.

To the knowledge of the Corporation's directors or executive officers, as at March 12, 2018 only the following person beneficially owned, or controlled or directed, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Corporation.

Shareholder	Number of Class A shares	Percentage of the outstanding Class A shares
Caisse de dépôt et placement du Québec	15,153,799	19.87%

Part 2 - Business of the Meeting

2.1 Presentation of Financial Statements

The consolidated financial statements for the year ended December 31, 2017, and the independent auditor's report of these financial statements will be presented to the shareholders at the time of the Meeting but the approval of shareholders is not required. These documents are included in the Corporation's 2017 Annual Report, which was mailed with this Circular to those registered shareholders and beneficial holders who have requested it.

2.2 Election of Directors

According to the Articles of the Corporation, the Board of Directors of the Corporation must be composed of a maximum of twenty (20) directors (the "**Board**" or "**Board of Directors**"). The term of office of each current member expires at the end of the Meeting. In 2017, the Corporation's Board of Directors had ten (10) directors for most of the year, as Marie Giguère was appointed as a director on November 9, 2017 as representative of the Caisse de dépôt et placement du Québec.

The Board has established the number of directors at eleven (11) for the coming year. All proposed directors currently serve on Boralex's Board of Directors, with the exception of Lise Croteau and Ghyslain Deschamps. For more information about each nominee, see Part 3 "Information on Nominees for Election as Directors".

**You will be electing the 11 members
who will comprise the Board of Directors**

In the absence of an express request for abstention, the persons designated in the accompanying form of proxy or voting instruction form intend to vote **IN FAVOUR OF** the election of each of the nominees. If, prior to the Meeting, any of the listed nominees would be unable to serve, the persons designated in the accompanying form of proxy or voting instruction form reserve the right to vote for another nominee at their discretion.

Majority Vote Policy

The Board of Directors adopted a majority vote policy which forms part of the Governance Manual, available on the Corporation's web site at www.boralex.com under Profile/Governance. Under this policy, if a nominee standing for election as a director receives a greater number of abstentions than votes in favor of his or her election, he or she will be considered as not having received the support of shareholders, even if he or she was legally elected, and he or she will submit his or her resignation without delay. The Nominating and Corporate Governance Committee will consider the resignation and the circumstances surrounding it and recommend to the Board whether to accept or reject the resignation. The Board will have 90 days following the meeting to publish a press release announcing its decision. The Board may or may not (until the next annual meeting of shareholders) fill the vacancy on the Board resulting from the resignation. A director who resigns under this policy will not participate in the deliberations of the Nominating and Corporate Governance Committee or of Board in relation to his or her resignation.

2.3 Appointment of Independent Auditor

The Board of Directors and the Audit Committee recommend the appointment of PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. as independent auditor of the Corporation to exercise its mandate until the next annual shareholders' meeting.

PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. has been the independent auditor of the Corporation for more than five years. In the absence of a specific request for abstention, the persons named in the proxy form or enclosed voting instruction form intend to vote **IN FAVOUR OF** the re-appointment of PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. chartered professional accountants, as independent auditor of the Corporation until the next annual shareholders' meeting, for a remuneration to be determined by the directors of the Corporation.

Approval Policy of the Audit Committee

The Audit Committee has implemented a policy regarding the independence of the external auditor, which governs all aspects of Boralex's relationship with its external auditor, including pre-approval of all services provided by its external auditor. At the beginning of each year, Boralex's Vice President and Chief Financial Officer and the external auditor jointly submit to the Audit Committee the list of audit services, audit-related services, tax services and services other than auditing that are subject to the general pre-approval for the following financial year. The Audit Committee reviews and, if it deems advisable, approves the list of proposed services.

If, after the annual general approval, the Corporation considers it necessary for the external auditor to perform an additional service, a request must be submitted at the next regular meeting of the Audit Committee in order to obtain specific prior approval.

Fees of the Independent Auditor

The following table lists the fees invoiced by PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. over the last two financial years ended December 31st, in Canadian dollars, for various services rendered to the Corporation and its subsidiaries:

(in Canadian dollars)	2017	2016
Audit fees ¹	\$533,500	\$478,500
Audit-related fees ²	\$368,550	\$226,650
Tax fees ³	—	—
Other fees ⁴	\$21,200	\$120,200
Total	\$923,250	\$825,350

1. *Audit fees* are all fees related to the professional services provided to audit the annual financial statements. They also include services provided by the auditors regarding other document filings provided by law and regulation or services provided related to financial statements, including the review of consolidated interim financial statements.
2. *Audit-related fees* were paid for professional services related to the audit of the financial statements of the Corporation's subsidiaries, where required, to the preparation of specific reports on procedures and other review engagements unrelated to the Corporation's consolidated financial statements.
3. *Tax fees* were paid in consideration of professional services rendered regarding income tax.
4. *Other fees* were paid for translation and consulting services and services related to the auditor's participation in investment documents, where applicable.

You will be appointing the independent auditor.

2.4 Approval of the shareholder rights plan

At the Meeting, shareholders will be asked to approve an ordinary resolution, a copy of which is reproduced at Schedule "A" to this Circular, confirming the adoption and ratification of the shareholder rights plan adopted by the Board of Directors on March 1, 2018 (the "**Rights Plan**"). The Rights Plan became effective on March 1, 2018. A summary of the principal terms of the Rights Plan is included as Schedule B to this Circular.

Under the rules of the Toronto Stock Exchange ("**TSX**"), the Rights Plan must be ratified by the shareholders of the Corporation within six months of its adoption. This requirement will be satisfied in respect of the Rights Plan if the resolution confirming the adoption and ratification of the Rights Plan is approved by a majority of the votes cast by the holders (other than holders who do not qualify as Independent Shareholders) of Class A common shares, in person or by proxy, at the Meeting. "**Independent Shareholders**" is generally defined to mean all holders of the Corporation's Class A common shares other than any Acquiring Person (as defined below) or Offeror (as defined in the Rights Plan), their respective affiliates, associates, and persons acting jointly or in concert with any Acquiring Person or Offeror, as well as certain employee benefit plans, stock purchase plans, deferred profit sharing plans and similar plans or trusts for the benefit of employees. To the knowledge of management, as of the date hereof, all of the Corporation's shareholders qualify as Independent Shareholders. If the resolution is not approved by shareholders at the Meeting, the Rights Plan and the rights thereunder will terminate on the date immediately following the Meeting.

If approved by the shareholders at the Meeting, the Rights Plan will be in effect until the close of business on the date on which the annual meeting of the shareholders of the Corporation is held in 2021, and would be renewed in accordance with its terms for an additional period of three years (from 2021 to 2024) provided that the shareholders ratify such renewal at or prior to the annual meeting of shareholders to be held in 2021.

Objectives and Background of the Rights Plan

The Rights Plan is designed to provide the Corporation's shareholders and the Board of Directors additional time to assess an unsolicited take-over bid for the Corporation and, where appropriate, to give the Board of Directors additional time to pursue alternatives for maximizing shareholder value. It also encourages fair treatment of all shareholders by providing them with an equal opportunity to participate in a take-over bid.

In adopting the Rights Plan, the Board of Directors considered the existing legislative framework governing take-over bids in Canada. On February 25, 2016, the Canadian Securities Administrators (the "**CSA**") published amendments to the take-over bid regime that subsequently came into force on May 9, 2016. The amendments, among other things, lengthen the minimum bid period to 105 days (from the previous 35 days), require that all non-exempt take-over bids meet a minimum tender requirement of more than 50% of the outstanding securities held by Independent Shareholders, and require a ten-day extension after the minimum tender requirement is met. Regarding the minimum bid period, a target issuer will have the ability to voluntarily reduce the period to not less than 35 days. Additionally, the minimum bid period may be reduced due to the existence of certain competing take-over bids or alternative change in control transactions.

As the legislative amendments do not apply to exempt take-over bids, there continues to be a role for rights plans in protecting issuers and preventing the unequal treatment of shareholders. Some remaining areas of concern include:

- protecting against "creeping bids" (the accumulation of more than 20% of the Class A common shares) through purchases exempt from Canadian take-over bid rules, such as (i) purchases from a small group of shareholders under private agreements at a premium to the market price not available to all shareholders, (ii) acquiring control through the slow accumulation of shares not available to all shareholders, (iii) acquiring control through the slow accumulation of shares over a stock exchange without paying a control premium, or (iv) through other transactions outside of Canada that may not be formally subject to Canadian take-over bid rules, and requiring the bid to be made to all shareholders; and
- preventing a potential acquirer from entering into lock-up agreements with existing shareholders prior to launching a take-over bid, except for permitted lock-up agreements as specified in the Rights Plan.

By applying to all acquisitions of 20% or more of Class A shares, except in limited circumstances including Permitted Bids (as defined in the Rights Plan), the Rights Plan is designed to ensure that all shareholders receive equal treatment. In addition, there may be circumstances where bidders request lock-up agreements that are not in the best interests of the Corporation or its shareholders. Shareholders may also feel compelled to tender their shares to a take-over bid, even if they consider such bid to be inadequate, out of a concern that failing to do so may result in a shareholder being left with illiquid or minority discounted shares in the Corporation.

As a result of the foregoing, the Board of Directors has determined that it is advisable and in the best interests of the Corporation and its shareholders that the Corporation have in place a shareholder rights plan in the form of the Rights Plan.

In recommending the ratification of the Rights Plan, it is not the intention of the Board of Directors to preclude a bid for control of the Corporation. The Rights Plan provides various mechanisms whereby shareholders may tender their shares to a take-over bid as long as the bid meets the "Permitted Bid" criteria under the Rights Plan. Furthermore, even in the context of a take-over bid that did not meet the Permitted Bid criteria, the Board of Directors would still have a duty to consider any take-over bid for the Corporation and consider whether or not it should waive the application of the Rights Plan in respect of such bid. In discharging such duty, the Board of Directors must act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

The Rights Plan is therefore designed to encourage a potential acquirer who makes a take-over bid to proceed either by way of a Permitted Bid (as defined in Schedule B of this Circular), which requires a take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board of Directors. If a take-over bid fails to meet these minimum standards and the Rights Plan is not waived by the Board, the Rights Plan provides that holders of rights issued under the Rights Plan, other than the acquirer and certain persons related to the acquirer, will be able to purchase additional shares at a significant discount to market, thus exposing the acquirer to substantial dilution of its holdings.

The Rights Plan is not being adopted in response to any proposal to acquire control of the Corporation, nor is the Board of Directors currently aware of any pending or threatened take-over bid for the Corporation.

The Rights Plan does not preclude any shareholder from using the proxy mechanism of the *Canada Business Corporations Act*, the Corporation's governing corporate statute, to promote a change in the Corporation's management or in the Board of Directors, and it will have no effect on the rights of shareholders to requisition a meeting of shareholders in accordance with the provisions of applicable legislation.

The Rights Plan is not expected to interfere with the Corporation's day-to-day operations. The issuance of rights under the Rights Plan will not in any way alter the financial condition of the Corporation, impede its business plans, or alter its financial statements. In addition, the Rights Plan is initially not dilutive. However, if a Flip-in Event (as defined in Schedule B to this Circular) occurs and the rights separate from the shares as described in Schedule B to this Circular, financial metrics reported on a per share basis may be affected. In addition, holders of rights not exercising their rights after a Flip-in Event may suffer substantial dilution.

The Board recommends that the shareholders vote **FOR** the resolution set out in Schedule A of this Circular. Unless indicated otherwise, the persons named in the proxy form or enclosed voting instruction form intend to vote **FOR** the adoption of the resolution set out in Schedule A of this Circular.

You will be voting on a resolution approving a shareholder rights plan.

Canadian Federal Income Tax Consequences

The Corporation will not be required to include any amount in computing the Corporation's income for the purposes of the *Income Tax Act* (Canada) (the "ITA") as a result of the issuance of the rights.

Generally, under the ITA, the value of a right, if any, to acquire additional shares of a company is not a taxable benefit includable in income and is not subject to non-resident withholding tax if an identical right is conferred on all shareholders. While such rights are conferred on all shareholders, they may become void in the hands of certain shareholders upon the occurrence of certain triggering events. Whether the issuance of the rights is a taxable event is not therefore free of doubt. In any event, no amount in respect of the value of the rights is required to be included in computing income, or subject to withholding tax, if the rights do not have any value at the date of issue. The Corporation considers that the rights have negligible value when issued, there being only a remote possibility that the rights will ever be exercised. If the rights have no value, the issue of the rights will not give rise to a taxable benefit and will not be subject to non-resident withholding tax.

The foregoing does not address the Canadian income tax consequences of other events such as the separation of the rights from the shares, the occurrence of a Flip-in Event or the redemption of rights. The holder of rights may have income or be subject to withholding tax under the ITA if the rights become exercisable or are exercised or are otherwise disposed of.

This statement is of a general nature only and is not intended to constitute nor should it be construed to constitute legal or tax advice to any particular holder of shares. Such shareholders are advised to consult their own tax advisors regarding the consequences of acquiring, holding, exercising or otherwise disposing of their rights, taking into account their own particular circumstances and any applicable federal, provincial, territorial or foreign legislation.

2.5 Ratification of Advance Notice By-Law

On March 1, 2018, the Board of Directors of the Corporation, upon the recommendation of the Nominating and Corporate Governance Committee, adopted a by-law relating to the advance nomination of directors of the Corporation (the "**Advance Notice By-Law**").

The following is a summary only of the principal provisions of the Advance Notice By-Law and is qualified by reference to the full text of the Advance Notice By-Law attached as Schedule D.

The Advance Notice By-Law establishes a framework for advance notice of nominations of directors by shareholders of the Corporation. Among other things, the Advance Notice By-Law fixes deadlines by which shareholders must submit a notice of director nominations to the Corporation prior to any annual or special meeting of shareholders where directors are to be elected and sets out the information that a shareholder must include in the notice. The Advance Notice By-Law does not interfere with the ability of shareholders to requisition a meeting or to nominate directors by way of a shareholder proposal in accordance with the *Canada Business Corporations Act*.

To be timely, a shareholder must give a valid notice to the Corporation:

- (i) in the case of an annual meeting of shareholders (including an annual and special meeting), not later than the close of business on the 30th day; provided that the meeting must be held at least 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting is made by the Corporation, and not later than the close of business on the 10th day following the Notice Date;
- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors to the board, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Corporation.

The Advance Notice By-Law authorizes the chair of the meeting to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice By-Law and, if any proposed nomination is not in compliance with the Advance Notice By-Law, to declare that such defective nomination shall be disregarded. The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice By-Law.

The Nominating and Corporate Governance Committee and the Board of Directors believe that the Advance Notice By-Law sets out a clear and transparent process for all shareholders who intend to nominate directors at a shareholders' meeting, by providing a reasonable timeframe for shareholders to notify the Corporation of their intention and by requiring shareholders to disclose information concerning the proposed nominees as is mandated by applicable securities laws. The Board of Directors will be able to evaluate the proposed nominees' qualifications and suitability as directors and respond as appropriate in the best interests of the Corporation, and shareholders will be able to make a well-informed voting decision about director nominees. The Advance Notice By-Law is also intended to facilitate an orderly and efficient meeting process.

The Advance Notice By-Law came into effect on March 1, 2018. Pursuant to the provisions of the *Canada Business Corporations Act*, shareholders must confirm the Advance Notice By-Law at the Meeting. If shareholders do not approve the ordinary resolution confirming the adoption of the Advance Notice By-Law, it will no longer be valid.

Accordingly, at the Meeting, shareholders will be asked to consider and, if deemed appropriate, to adopt an ordinary resolution in the form set out in Schedule C of this Circular (the "**Advance Notice By-Law Resolution**"), subject to amendments, variations or additions as may be approved at the Meeting, confirming the adoption of the Advance Notice By-Law. The Advance Notice By-Law Resolution must be passed by not less than a majority of votes cast by shareholders who vote in person or by proxy in respect of the resolution at the Meeting. No shareholders are excluded from voting in respect of the Advance Notice By-Law Resolution.

The Board recommends that shareholders vote **FOR** the adoption of the Advance Notice By-Law. Unless indicated otherwise, the persons named in the proxy form or enclosed voting instruction form intend to vote **FOR** the adoption of the Advance Notice By-Law.

2.6 Non-binding advisory vote on the Corporation's approach to executive compensation

The purpose of the advisory vote on executive compensation is to enable shareholders to give their opinion during each annual meeting on the Corporation's approach to the compensation of its executive officers disclosed in the section entitled "Statement of Executive Compensation" in this Circular.

As a shareholder, you will be asked to vote on the following non-binding advisory resolution:

"BE IT RESOLVED, in an advisory capacity and without diminishing the role and responsibilities of the Board of Directors, that the shareholders agree to the executive compensation approach disclosed in this Management Proxy Circular sent in preparation for the 2017 annual and special meeting of Boralex's shareholders."

As this is an advisory vote, its results will not bind the Board of Directors. However, the Board's Human Resources Committee will review and analyze the results of the vote and take them into consideration.

The Board of Directors recommends that shareholders vote **IN FAVOUR OF** this resolution.

In the absence of an express request to abstain, the persons named on the attached proxy form or voting instruction form intend to vote **IN FAVOUR OF** the resolution.

You will be voting on an advisory resolution on executive compensation

Part 3 - Information on Nominees for Election as Directors

Description of Nominees

The following table contains information as of March 12, 2018, unless otherwise indicated, regarding the nominees for election as directors. Certain information set out below with respect to nominees was unknown to the Corporation and was provided by each of the respective nominees.

	<p>Patrick Lemaire Quebec, Canada President and Chief Executive Officer</p> <p>Age: 54 Status: Not independent Director since: 2006</p>	<p>ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017</p> <table border="1"> <tbody> <tr> <td>Board of Directors</td> <td>16/16</td> </tr> <tr> <td>Attendance rate</td> <td>100%</td> </tr> </tbody> </table> <p>OTHER PUBLIC COMPANY BOARD OF DIRECTORS</p> <p>CURRENT BOARDS</p> <table border="1"> <tbody> <tr> <td>Cascades Inc.</td> <td>2016 to date</td> </tr> </tbody> </table> <p>PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)</p> <p>Not applicable</p> <p>SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES</p> <p>DECEMBER 31, 2017</p> <table border="1"> <tbody> <tr> <td>Borex Class A shares</td> <td>22,982</td> </tr> <tr> <td>Borex DSUs</td> <td>6,393</td> </tr> <tr> <td>Value (\$)</td> <td>690,313</td> </tr> </tbody> </table>	Board of Directors	16/16	Attendance rate	100%	Cascades Inc.	2016 to date	Borex Class A shares	22,982	Borex DSUs	6,393	Value (\$)	690,313
Board of Directors	16/16													
Attendance rate	100%													
Cascades Inc.	2016 to date													
Borex Class A shares	22,982													
Borex DSUs	6,393													
Value (\$)	690,313													
<p>Main areas of expertise:</p> <ul style="list-style-type: none"> Renewable energy Mergers and acquisitions, financing and financial markets Chief Executive Officer/Senior Executive Human resources and compensation 	<p>Votes in favour of his election at the 2016 annual meeting: 99.69%</p>													
<p>Patrick Lemaire has been President and Chief Executive Officer of Borex since September 2006. He was previously Vice President and Chief Operating Officer (Containerboard) for Norampac Inc. Mr. Lemaire graduated with a degree in mechanical engineering from Laval University (Québec).</p>														
	<p>Lise Croteau, FCPA, CPA, ASC (Québec) Canada Executive Vice President and Chief financial Officer, Hydro-Québec</p> <p>Age: 57 Status: Independent Director since: Not applicable</p>	<p>ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017</p> <table border="1"> <tbody> <tr> <td>Board of Directors</td> <td>Not applicable</td> </tr> <tr> <td>Attendance rate</td> <td>Not applicable</td> </tr> </tbody> </table> <p>OTHER PUBLIC COMPANY BOARD OF DIRECTORS</p> <p>CURRENT BOARDS</p> <p>Not applicable</p> <p>PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)</p> <p>Not applicable</p> <p>SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES</p> <p>DECEMBER 31, 2017</p> <table border="1"> <tbody> <tr> <td>Borex Class A shares</td> <td>0</td> </tr> <tr> <td>Borex DSUs</td> <td>0</td> </tr> <tr> <td>Value (\$)</td> <td>0</td> </tr> </tbody> </table>	Board of Directors	Not applicable	Attendance rate	Not applicable	Borex Class A shares	0	Borex DSUs	0	Value (\$)	0		
Board of Directors	Not applicable													
Attendance rate	Not applicable													
Borex Class A shares	0													
Borex DSUs	0													
Value (\$)	0													
<p>Main areas of expertise:</p> <ul style="list-style-type: none"> Financial information Governance and risk management Mergers and acquisitions, financing and financial markets Renewable energies 	<p>Votes in favour of her election at the 2016 annual meeting: n.a.</p>													
<p>Lise Croteau was appointed Executive Vice President and Chief Financial Officer of Hydro-Québec in 2015, after having served as Vice President – Accounting and Control since 2008. She began her career as an auditor and joined Hydro-Québec in 1986 successively holding control and financial management positions of increasing responsibility. A chartered professional accountant since 1984, Ms. Croteau holds a Bachelor's in business administration and was named Fellow of the Ordre des comptables professionnels agréés du Québec in recognition of her exceptional contribution to the profession.</p>														



Ghyslain Deschamps

(Québec) Canada
Senior Vice President, Telecon

Age: 51
Status: Independent
Director since: Not applicable

Main areas of expertise:

- Renewable energies
- Project management - infrastructure
- Governmental affairs, regulatory and environment
- Human resources and compensation

Votes in favour of his election at the 2016 annual meeting:
n.a.

Mr. Ghyslain Deschamps is a business executive with over 25 years of experience in project management around the world and business operations. He currently serves as Senior Vice President of Telecon Group, the largest telecommunication infrastructure engineering construction company in Canada. After having graduated in engineering, Mr. Deschamps held various positions in construction management with SNC, Hydro-Québec, Babcock and Wilcox Canada. He since then completed leadership and mini-MBA programs at McGill University.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors Not applicable

Attendance rate Not applicable

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Not applicable

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares 0

Boralex DSUs 0

Value (\$) 0



Alain Ducharme

Quebec, Canada
Retired

Age: 62
Status: Independent
Director since: 2011

Main areas of expertise:

- Project management – infrastructure
- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/ Senior Executive
- Human resources and compensation

Votes in favour of his election at the 2016 annual meeting:
98.33%

Alain Ducharme graduated in business administration from the University of Sherbrooke. Now retired, he was one of the officers of Cascades Inc., where he held various positions including Corporate Vice President from 1997 to 2010.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors 15/16

Human Resources Committee 7/7

Environment, Health and Safety Committee (Chair) 4/4

Attendance rate 96%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Not applicable

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares 2,500

Boralex DSUs 2,456

Value (\$) 116,466



Marie Giguère¹

Québec City, Canada
Corporate Director

Age: 66
Status: Independent
Director since: 2017

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Governance and risk management
- CEO/Senior executive
- Human resources and compensation

Votes in favour of her election at the 2016 annual meeting: not applicable

Marie Giguère is a corporate director and one of the two independent directors proposed by the Caisse de dépôt et placement du Québec and accepted by Boralex's Board. Until 2016 she was Executive Vice President, Legal Affairs and Secretariat of the Caisse de dépôt et placement du Québec. She was a partner at Fasken Martineau LLP for many years and, from 1997 to 1999, she was Senior Vice President, Institutional Affairs and General Secretary of the Montreal Exchange. From 1999 to 2005, she was Senior Vice President, Chief Legal Officer and General Secretary of Molson Inc. Ms. Giguère holds a Bachelor of Civil Law from McGill University.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	3/3
Attendance rate	100%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

TMX Group Limited	2011 to date
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PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares	3,000
Boralex DSUs	156
Value (\$)	74,166



Edward H. Kernaghan²

Ontario, Canada
Corporate director

Age: 46
Status: Independent
Director since: 2006

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Governance and risk management
- Financial information
- Human resources and compensation

Votes in favour of his election at the 2016 annual meeting: 99.38%

Edward H. Kernaghan holds a Master of Science degree from the University of Toronto. He is Senior Investment Advisor of Kernaghan & Partners Ltd., a brokerage firm. Mr. Kernaghan is also President of Principia Research Inc., a research and investment company, and of Kernwood Ltd., an investment holding company.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	16/16
Nominating and Corporate Governance Committee (Chair)	4/4
Attendance rate	100%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Brick Brewing Co. Limited	2004 to date
Exco Technologies Limited	2009 to date
PFB Corporation ³	2010 to date
Obsidian Energy	2018 to date
Black Diamond Group	2008 to date

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares	6,700
Boralex DSUs	2,456
Value (\$)	215,166



Yves Rheault
 Quebec, Canada
 Corporate Director and Consultant

Age: 73
Status: Independent
Director since: 1997

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/Senior Executive
- Financial information
- Human resources and compensation

Votes in favour of his election at the 2016 annual meeting:
97.99%

Yves Rheault is a corporate director and consultant. He acts as one of the two independent directors proposed by the Caisse de dépôt et placement du Québec and accepted by Boralex. He acts as a consultant to the Caisse de dépôt et placement du Québec and PSP Investments in the field of energy and infrastructure and serves on the board of directors of several corporations, including Hydrosolution Ltd., Roland Boulanger & Cie, Itée, H2O Power Inc., Fluxys SA and First Light Power Resources Inc. Mr. Rheault has held executive positions in various companies operating in the energy field. Notably, he was chair of the board of directors of Gaz Metro for 8 years. He served as Vice President, Business Development of Boralex from 1997 to 2002. A graduate of the University of Montreal, Mr. Rheault holds a Bachelor of Commerce Degree and a Master's Degree in Administration.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017⁴

Board of Directors	11/16
Human Resources Committee (chair)	5/7
Environment, Health and Safety Committee	2/4
Attendance rate	67%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Not applicable

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Fluxys Belgium	2011 to 2013
Thirau inc. (formerly Napec inc.)	2017 to 2018

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares	8,113
Boralex DSUs	2,456
Value (\$)	248,372



Alain Rhéaume

Quebec, Canada
Corporate Director

Age: 66
Status: Independent
Director since: 2010

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/Senior Executive
- Financial information
- Human resources and compensation

Votes in favour of his election at the 2016 annual meeting: 98.35%

Alain Rhéaume is Co-founder and Managing Partner of Trio Capital Inc., a private investment company. He is also a corporate director. Mr. Rhéaume has been Chair of the Board of Directors of Boralex since March 9, 2017. He has more than 25 years of experience holding senior executive positions in the public and private sectors. In 1996, he joined Microcell Telecommunications Inc. as Chief Financial Officer. Subsequently, he held positions as President and Chief Executive Officer of Microcell PCS (2001 to 2003) and President and Chief Operating Officer of Microcell Solutions Inc. (2003 to 2004). Until June 2005, he was Executive Vice President, Rogers Wireless Inc., and President of Fido Solutions Inc. (a division of Rogers Wireless Inc.), positions to which he was named when Microcell Telecommunications Inc. was acquired by Rogers in 2004. From 1974 to 1996, he was employed by the Québec Ministry of Finance and served as Associate Deputy Minister of Finance from 1988 to 1992 and as Deputy Minister from 1992 to 1996. A graduate of Laval University, Mr. Rhéaume holds a licence degree in Administration and Business (finance and economics).

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	16/16
Audit Committee	5/5
Human Resources Committee	7/7
Attendance rate	100%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Resolute Forest Products Inc.	2010 to date
SNC-Lavalin Group Inc.	2013 to date

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Redline Communications Group Inc.	2011 to 2013
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SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Boralex Class A shares	2,500
Boralex DSUs	4,434
Value (\$)	162,949



Michelle Samson-Doel,
CPA, CA, ICD. D

Ontario, Canada
Corporate Director

Age: 59
Status: Independent
Director since: 2005

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/Senior Executive
- Financial information
- Human resources and compensation

Votes in favour of her election at the 2016 annual meeting:
99.64%

Michelle Samson-Doel is President of Samson-Doel Group Ltd., an investment company, and is also a corporate director. From 1982 to 2001, she held several executive positions within Multi-Marques Inc., a corporation operating in the bakery industry, including executive chair of the board of directors and Vice President of business development. Ms. Samson-Doel has been a CPA, CA since 1982 and holds a Bachelor's Degree in Commerce and Finance from the University of Toronto. She completed the Rotman School of Management's Corporate Director Certification Program, and has held the ICD.D Designation from the Institute of Corporate Directors since 2004.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	15/16
Audit Committee	5/5
Nominating and Corporate Governance Committee	4/4
Attendance rate	96%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

GTAA – Greater Toronto Airports Authority / Toronto Pearson International Airport	2014 to date
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PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Borex Class A shares	28,759
Borex DSUs	1,926
Value (\$)	721,098



Pierre Seccareccia,
FCPA, FCA

Quebec, Canada
Corporate Director

Age: 71
Status: Independent
Director since: 2003⁵

Main areas of expertise:

- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/Senior Executive
- Governance and business risks
- Financial information

Votes in favour of his election at the 2016 annual meeting:
98.76%

Pierre Seccareccia is full-time corporate director of various public and private entities. He is Fellow of the *Ordre des comptables professionnels agréés du Québec* and member of the Institute of Corporate Directors (Canada). Mr. Seccareccia has extensive financial consulting and management experience. A partner of Coopers & Lybrand, an accounting firm, from 1976 to 1998, he was Managing Partner of its Montréal south shore office from 1987 to 1989, of its central Montréal office from 1992 to 1996 and of its Québec offices from 1996 to 1998. Following the 1998 merger of Coopers & Lybrand and PriceWaterhouse, he was Managing Director of the Montreal office of PricewaterhouseCoopers from 1998 to 2001.

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	15/16
Audit Committee (Chair)	5/5
Attendance rate	95%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Not applicable

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

WSP Global Inc.	2006 to 2016
Ovivo Inc.	2007 to 2016
New Millennium Iron Corp.	2007 to 2016
Medicago Inc.	2006 to 2013

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Borex Class A shares	9,900
Borex DSUs	1,595
Value (\$)	270,133



Dany St-Pierre, ICD.D.
 Chicago, United States
 President of Cleantech Expansion LLC
Age: 56
Status: Independent
Director since: 2016

ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2017

Board of Directors	15/16
Nominating and Corporate Governance Committee	4/4
Environment, Health and Safety Committee	4/4
Attendance rate	96%

OTHER PUBLIC COMPANY BOARD OF DIRECTORS

CURRENT BOARDS

Not applicable

PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES

DECEMBER 31, 2017

Borex Class A shares	0
Borex DSUs	1,608
Value (\$)	37,788

Main areas of expertise:

- Renewable energy
- Mergers and acquisitions, financing and financial markets
- Chief Executive Officer/Senior Executive
- Governmental affairs, regulation and environment

Votes in favour of her election at the 2016 annual meeting:
99.89%

Dany St-Pierre is President of Cleantech Expansion LLC, a renewable energy consulting firm. She has 25 years of professional experience, including 15 in the energy sector in Canada, the United States and Latin America, having worked for companies like Nordex USA, Alstom Power and Siemens Power Generation. Her corporate experience includes marketing, sales, business development and mergers and acquisitions. Ms. St-Pierre earned a Bachelor's Degree in Business Administration (marketing) from Université du Québec à Trois-Rivières, and a Master's Degree in Business Administration (M.B.A.) from Laval University.

1 Ms. Marie Giguère was appointed as a director of Borex on November 9, 2017.
 2 Mr. Edward H. Kernaghan is the son of Mr. Edward J. Kernaghan, who exercises control or direction over 2,533,800 Class A shares of the Corporation held by Kernwood Ltd., of which Mr. Edward J. Kernaghan owns 75% of the shares and Mr. Edward H. Kernaghan owns 25% of the shares
 3 Mr. Edward H. Kernaghan will resign from the board of PFB Corporation on May 10, 2018
 4 Mr. Yves Rheault did not attend Board and Committee meetings in the fall for health reasons. He resumed his activities at the beginning of 2018.
 5 Mr. Pierre Seccareccia was forced to resign as a director of the Corporation due to some residual economic ties with his former employer PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L., the external auditor of the Corporation. He was reappointed as a director of the Corporation on November 10, 2010, the situation having been rectified.

Additional information about the directors

As at the date hereof, to the Corporation's knowledge and according to the information provided by the nominees for election to the Board of Directors, no nominee is or was, in the past ten (10) years, a director or executive officer of a corporation that, while the 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, with the exception of:

- Mr. Alain Rhéaume who was director of Quebecor World Inc. ("Quebecor") which, on January 21, 2008, sought protection under the *Companies' Creditors Arrangement Act* and implemented a capital restructuring plan approved by its creditors in July 2009 after having obtained a court order authorizing it. Mr. Rhéaume has not been a director of Quebecor since July 2009.

Part 4 - Compensation of Board Members

The compensation policy of Boralex's directors is intended to:

1. attract and retain competent individuals to serve on Boralex's Board and on Board committees, while taking into account the risks and responsibilities associated with the effective execution of the function of director;
2. offer competitive compensation to its directors; and
3. harmonize the directors' interests with the shareholders' interests.

The structure and level of the directors' compensation is recommended by the Human Resources Committee that reviews the compensation of Boralex's directors annually and this compensation is approved by the Board of Directors. To do this, the Human Resources Committee analyzes compensation practices and trends.

Following the adoption of the deferred share unit plan (the "DSU Plan") and the director compensation policy that provides for a requirement to hold a minimum number of shares or deferred share units ("DSUs"), all Boralex directors receive a basic annual retainer in cash and in the form of DSUs. The Corporation's independent directors also receive additional annual fees for the positions of chair or member of standing Board committees, other than the Chairman of the Board. Only independent directors receive attendance fees.

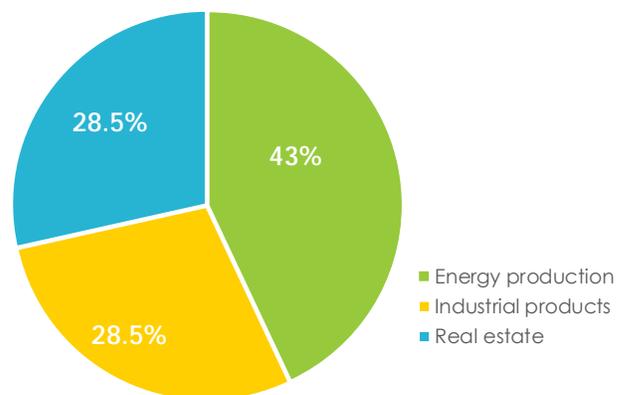
The Corporation also reimburses directors for expenses they incur to attend Board and committee meetings as well as expenses related to continuing education.

4.1 Reference Group

In 2017, the directors' compensation was benchmarked from a market outlook according to a study conducted by the consulting firm PCI-Perrault Consulting. This study was conducted using the same reference group as the one used to assess the cash compensation of the Corporation's executive officers. The comparison group is comprised of the following corporations:

Name	Activity
Innergex Renewable Energy Inc.	Energy production
Algonquin Power & Utilities Corp.	Energy production
Northland Power Inc.	Energy production
Velan Inc.	Industrial products
Héroux-Devtek Inc.	Industrial products
Melcor Developments Ltd.	Real estate
Killam Apartment Real Estate Investment Trust	Real estate

The comparison group is made up of corporations similar to Boralex in terms of complexity, including size, activities and geographic location, and that compete to attract key talented people. The following pie chart shows the distribution of the reference group per sector:



4.2 Compensation Levels

The following table sets forth the compensation of Boralex's directors in 2017:

Type of compensation	Cash (\$)	DSUs (\$)
Basic annual¹		
• Chair of the Board until March 9, 2017 ²	67,000	8,000
• Chair of the Board since March 10, 2017 ^{3, 4}	113,500	25,000
• Lead director until March 9, 2017 ⁵	52,000	5,000
• Other directors	40,000	5,000
Additional annual fees		
• Chair of the Audit Committee	12,000	–
• Chair of other committees	7,000	–
• Member of the Audit Committee	4,000	–
• Member of other committees	3,500	–
Attendance fees		
• Board meetings	1,500	–
• Committee meetings	1,500	–

1 Directors may opt to receive all or part of their basic annual cash retainer in the form of DSUs. However, a director who has not reached the holding target, as set out in the director compensation policy, is deemed to have opted to receive 50% of his or her basic annual cash fees in the form of DSUs.

2 The Chairman of the Board until March 9, 2017 was not an independent director.

3 The Chairman of the Board since March 10, 2017 is an independent director.

4 The Chairman of the Board does not receive additional fees as committee chair or member.

5 Ms. Michelle Samson-Doel acted as lead director until March 9, 2017. The Corporation has not had a lead director since Mr. Alain Rhéaume, an independent director, was appointed Chairman of the Board on March 9, 2017.

Upon the recommendation of the Human Resources Committee, the Board has made changes to the directors' compensation which took effect on January 1, 2018. As a result, in 2018, the directors of Boralex will receive the compensation indicated in the following table:

Type of compensation	Cash (\$)	DSUs (\$)
Basic annual retainer¹		
• Chair of the Board	142,000	32,000
• Other directors	48,000	7,000
Additional annual fees		
• Chair of the Audit Committee	12,000	–
• Chair of other committees	7,500	–
• Committee members	4,000	–
Attendance fees		
• Board meetings	1,500	–
• Committee meetings	1,500	–

1 Directors may opt to receive all or part of their basic annual cash retainer in the form of DSUs. However, a director who has not reached the holding target, as set out in the director compensation policy, is deemed to have opted to receive 50% of his or her basic annual cash retainer in the form of DSUs.

2 The Chairman of the Board does not receive additional fees as committee chair or member.

4.3 Deferred Share Unit Plan

The DSU Plan was established to further align the interests of the Corporation's directors with the interests of its shareholders. The main terms and conditions of the DSU Plan are as follows:

Eligible participants	<ul style="list-style-type: none"> authorize the Board to allocate, on a discretionary basis, a number of DSUs to the directors of the Corporation; enable directors to opt to receive all or part of their basic annual cash retainer in the form of DSUs (the "eligible compensation") subject to a share ownership requirement (3 times the basic annual retainer). DSUs may also be granted on a special basis in recognition of services rendered; allow DSUs to be granted to the Corporation's executive officers. DSUs may be granted in order to defer the payment of compensation to the executive officer or on a special basis in recognition of services rendered;
DSU account credit	<ul style="list-style-type: none"> DSUs granted to a director are credited to his or her DSU account; for the part of the eligible compensation elected to be received in the form of DSUs, the number of DSUs credited to the account is calculated by dividing the amount of the eligible compensation by the average closing price of the Class A shares on the Toronto Stock Exchange for the last five trading days of the fiscal year; holders of DSUs are credited with additional DSUs having a value equal to the dividends paid on the Corporation's Class A shares;
Settlement of DSUs	<ul style="list-style-type: none"> DSUs are settled after the date on which the participant ceases to be a director of the Corporation for any reason whatsoever, including retirement or death (the "termination date"); the settlement of DSUs is equal to the market value of the DSUs on the termination date.

4.4 Shareholding Requirement

Throughout their term of office, directors must hold shares or DSUs having a value equal to three times their basic annual retainer (the "**Holding Target**"). To determine whether the shareholding target has been met for a year, the value of the shares and DSUs is calculated based on the higher of i) the sum of the shares and DSUs held multiplied by the closing price of Boralex's Class A shares on the Toronto Stock Exchange on December 31st of the previous year, or ii) the number of shares held on such date multiplied by their weighted average cost, plus the value of the DSUs on that date.

Until this minimal requirement is reached, they must receive at least 50% of their basic annual cash retainer in the form of DSUs; nonetheless, once the minimal requirement is reached, the directors may opt to continue to receive DSUs

50% of the directors' compensation must be paid in DSUs until they reach their shareholding requirement.

The following table sets forth the number of Boralex Class A shares and DSUs held as at December 31, 2017 by each director as well as the corresponding dollar value on said date and indicates each director's status with regard to shareholding requirement on such date:

Name	Number of Class A shares	Number of DSUs	Total number of Class A shares and DSUs	Total value ¹ (\$)	Shareholding requirement (\$)	Requirement met
Alain Ducharme	2,500	2,456	4,956	116,466	135,000	Pending
Marie Giguère ²	3,000	156	3,156	74,166	135,000	Pending
Edward H. Kernaghan	6,700	2,456	9,156	215,166	135,000	Met
Patrick Lemaire	20,902	6,393	27,295	641,433	135,000	Met
Richard Lemaire	10,001	1,595	11,596	272,506	135,000	Met
Yves Rheault	8,113	2,456	10,569	248,372	135,000	Met
Alain Rhéaume	2,500	4,434	6,934	162,949	415,500	Pending
Michelle Samson-Doel	28,671	1,926	30,597	719,030	135,000	Met
Pierre Seccareccia	9,900	1,595	11,495	270,133	135,000	Met
Dany St-Pierre	0	1,608	1,608	37,788	135,000	Pending

¹ The total value corresponds to the product obtained by multiplying the number of Boralex Class A shares and DSUs held by each director as at December 31, 2017 by the closing price of Boralex's Class A shares at the close of business on such date, that is, \$23.50.

² Ms. Marie Giguère was appointed as a Boralex director on November 9, 2017.

4.5 Summary Table of Director Compensation

The following table sets forth the aggregate compensation earned by non-executive directors for the financial year ended December 31, 2017:

Name ¹	Standing committees on which he or she serves	Total compensation (\$) ²	Allocation of total compensation	
			In cash (\$)	In DSUs (\$)
G. Benoit ³	Human Resources	29,977	28,278	1,699
A. Ducharme	Environment, Health and Safety (chair), Human Resources	107,563	82,563	25,000
M. Giguère ⁴	-	11,034	7,404	3,630
R. F. Hall ⁵	-	13,973	-	13,973
E. H. Kernaghan	Nominating and Corporate Governance (chair)	82,000	57,000	25,000
R. Lemaire	Environment, Health and Safety	45,000	40,000	5,000
Y. Rheault	Human Resources (chair), Environment, Health and Safety	94,063	69,063	25,000
A. Rhéaume	Audit, Human Resources	179,458	108,490	70,968
M. Samson-Doel	Audit, Nominating and Corporate Governance	103,799	98,799	5,000
P. Seccareccia	Audit (chair)	97,063	92,063	5,000
D. St-Pierre	Nominating and Corporate Governance, Environment, Health and Safety	99,563	74,563	25,000
Total		863,493	658,223	205,270

¹ See Section 5.3 "Summary Compensation Table" on page 36 of this Circular for the aggregate compensation earned by Mr. Patrick Lemaire, including DSUs.

² Total compensation includes all compensation earned as a Board member or as a member of a Board committee.

³ Mr. Germain Benoit is no longer a director of Boralex since May 4, 2017.

⁴ Ms. Marie Giguère was appointed as a director of Boralex on November 9, 2017.

⁵ Mr. Robert F. Hall is no longer a director of Boralex since March 9, 2017.

4.6 Share-based Awards

The following table sets out the details on outstanding DSUs for Boralex directors who served on the Board during the fiscal year ended December 31, 2017, including DSUs granted in 2017.

Name ¹	Share-based awards (DSUs) – Value vested during fiscal year					
	DSUs outstanding as at Dec. 31, 2016	Director compensation paid in DSUs in 2017 ²	Credit equivalent to a dividend in the form of DSUs granted in 2017 ²	DSUs outstanding as at Dec. 31, 2017 ²		
	(number of DSUs)	(number of DSUs)	(\$)	(number of DSUs)	(\$)	(number of DSUs)
G. Benoit ²	1,342	73	1,699	10	201	1,425
A. Ducharme	1,342	1,076	25,000	37	814	2,455
M. Giguère ³	0	156	3,630	0	0	156
R. F. Hall ⁴	2,229	601	13,973	16	334	2,846
E. H. Kernaghan	1,342	1,076	25,000	37	814	2,455
R. Lemaire	1,342	216	5,000	37	814	1,595
Y. Rheault	1,342	1,076	25,000	37	814	2,455
A. Rhéaume	1,342	3,054	70,968	37	814	4,433
M. Samson-Doel	1,665	215	5,000	46	1,009	1,926
P. Seccareccia	1,342	216	5,000	37	814	1,595
D. St-Pierre	518	1,076	25,000	14	314	1,608

¹ See Section 5.3 "Summary Compensation Table" on page 36 of this Circular for the compensation paid to Mr. Patrick Lemaire as a director, including the amount of \$45,000 as basic annual retainer.

² Mr. Germain Benoit is no longer a director of Boralex since May 4, 2017.

³ Ms. Marie Giguère was appointed as a director of Boralex on November 9, 2017.

⁴ Mr. Robert F. Hall is no longer a director of Boralex since March 9, 2017.

Part 5 - Statement of Executive Compensation

5.1 Governance of Compensation

Human Resources Committee

The Human Resources Committee (the "Committee") is composed of three independent directors. In 2017, the Committee members were Yves Rheault, chair of the Committee, Alain Ducharme and Alain Rhéaume.

The Board believes that all the members of the Committee have the relevant experience to fully assume the responsibilities related to compensation of executive officers and the skills and experience required to make sound decisions regarding policies and practices of the Corporation with respect to compensation.

- Mr. Yves Rheault has held various executive positions in corporations or organizations and, as a result, has developed and implemented compensation policies and practices. In particular, he served as chair of the board of directors of Gaz Métro for eight years. He served, and still serves, on the compensation committee of private companies having to deal with the same issues as Boralex with respect to compensation. He chairs the Human Resources Committee of Hydrosolution Ltd. and serves on the Human Resources Committee of H2O Power Inc. and First Light Power Resources Inc.
- Mr. Alain Ducharme was Corporate Vice President of Cascades inc., a position he held until his retirement. In performing his duties Mr. Ducharme was responsible for developing compensation policies and practices and presenting them to the executive committee.
- Mr. Alain Rhéaume has more than 25 years of experience in executive positions in private and public companies in which he assumed human resources supervisory duties. He currently serves on the Human Resources Committee of SNC-Lavalin Group Inc. and has throughout his career, served on human resources committees of several public corporations.

The following table shows the balance and extent of the Committee members' expertise by highlighting their main compensation and human resources skills:

Name	CEO/EVP/ Head of HR of other corporations	Member/ Chair of the HR Committee	Pension fund administration	Drafting/revision of compensation contracts	Leadership and succession planning	Incentiv e plans	Financial analysis and compensation market analysis	Negotiation of employment conditions
Yves Rheault	√	√		√	√	√	√	√
Alain Ducharme	√	√	√	√	√	√	√	√
Alain Rhéaume	√	√	√	√	√	√	√	√

Mandate of the Human Resources Committee

The Committee's responsibilities include the following:

- review the Corporation's compensation policy and make recommendations to the Board with respect to different compensation mechanisms;
- review the conditions for eligibility and the exercise of options or units granted in accordance with the terms and conditions of the Corporation's incentive compensation plans;
- assess the performance of the President and Chief Executive Officer and review the assessment of the performance of executive officers and their eligibility for certain incentive plans;
- make recommendations to the Board regarding the compensation of executive officers;
- review the organizational structure of executive officers of the Corporation and ensure that adequate succession plan mechanisms exist.
- review the compensation of directors and make recommendations to the Board in this regard;
- supervise the identification of the risks related to the Corporation's compensation practices and policies and ensure the implementation of practices to manage such risks in order to mitigate them.

The Committee may, at the expense of the Corporation, retain the services of any compensation consultant in order to be more fully advised on issues relating to the compensation or succession of executive officers.

The Committee meets at least four times annually. Meetings are held at the request of the chair of the Committee, one of its members or the President and Chief Executive Officer of the Corporation. Members meet before or after each meeting of the Committee without the presence of management.

Determining Compensation

The compensation of executive officers of the Corporation is determined according to the compensation policy of the Corporation and the Committee's recommendations. This policy aims to offer a competitive total compensation that enables the Corporation to attract and retain qualified people. Moreover, the policy was developed in order to recognize and encourage individual contributions to value creation for shareholders of Boralex and reward individual performance, while taking into account the strategy and the financial performance of the Corporation.

As more fully described in Section 5.2 "Compensation Discussion and Analysis", the compensation policy consists of fixed and variable components. The strategy of compensation of executive officers focuses on performance-related variable components, which are short-term bonuses and stock options or performance share units. Cash compensation - base salary and bonus - is benchmarked against the comparison group. The compensation policy targets base salary at the median (50th percentile) to ensure base salaries remain competitive. However, total compensation may reach or exceed the 75th percentile of the companies of the comparison group, according to Boralex's financial performance and achievement or surpassing of its corporate objectives.

The Committee has the responsibility to annually review the compensation of executive officers and to make recommendations in this regard to the Board. The President and Chief Executive Officer recommends the compensation of executive officers to the Committee, with the exception of his own. The Committee recommends to the Board the compensation of executive officers, including that of the President and Chief Executive Officer. The Committee takes into account the market data obtained by the Corporation in evaluating the recommendations of the President and Chief Executive Officer with respect to the compensation of executive officers, as well as its recommendations to the Board. However, comparative data is only a guide; it does not replace the judgment of the Committee members.

The compensation of executive officers is approved by the directors of Boralex who have the discretion to increase or decrease an award or payment.

Risks Associated with Compensation

The Committee considers the application of the executive officers' compensation policy on an annual basis to ensure that it continues to advance its objectives. The Committee reviews and evaluates the risks related to compensation and to incentive plans to ensure that the Corporation's compensation plans include the appropriate incentives without encouraging risk-taking that might have a material adverse effect on the Corporation. The Committee has not identified any material risks stemming from the Corporation's compensation policies or practices that are reasonably likely to have a material adverse effect on the Corporation.

In December 2017, the Board of Directors adopted a policy to recover compensation from its executive officers. A description of the policy is given on page 43 of this circular.

The following table provides an overview of the Corporation's policies on compensation-related risk management.

What we do	What we avoid
We cap the long-term incentive payments of executive officers to prevent exorbitant compensation levels.	We do not guarantee the payment of variable incentives.
	We do not pay incentives that are not proportional to performance results. The Board and the Committee have discretionary powers to modify incentive payments where warranted by unforeseen circumstances.
We do not make any compensation-related exception for named executive officers without appropriate Board approval.	We do not offer executive officers a single trigger indemnity in case of a change in control.
We offer a compensation program that prioritizes performance, with the majority of the total target compensation of named executive officers being at risk and closely tied to the Corporation's performance.	We do not issue stock options at a price below the share price and we do not allow the price of options to be reduced or options to be exchanged for options having a lower exercise price.
We retain the services of external independent compensation consultants to evaluate our named executive officers' compensation program in order to ensure that they are in line with the shareholders' and the Corporation's objectives, best practices and principles of governance.	We do not allow insiders, including directors and executive officers, to hedge against the economic risk associated with the Corporation's securities. Pursuant to this policy, directors, management and staff cannot hedge or take a similar offsetting position on the securities of Boralex. This ban covers all forms of derivatives like variable prepaid forward contracts, equity swaps, collars or exchange-traded fund units that are designed to protect against a decrease in the market value of equity securities granted as compensation or directly or indirectly held.
We ensure that the Committee is composed of independent directors so as to avoid compensation-related conflicts of interest.	

Named Executive Officers

In 2017, the named executive officers were:

Name	Position
Patrick Lemaire	President and Chief Executive Officer
Jean-François Thibodeau	Vice President and Chief Financial Officer
Patrick Decostre	Vice President and General Manager, Boralex Europe
Hugues Girardin	Vice President, Development
Sylvain Aird	Vice President, Europe Business Development

Compensation Consultants

Management generally retains the services of independent consulting firms to assist it in determining the compensation of executive officers. The Committee considers that the market data used by management in its benchmarking practices is sufficient and, as a result, did not retain the services of compensation consultants in 2017.

In 2017, management and the Committee used data from a study conducted in 2016 by the consulting firm PCI-Perrault Consulting, plus 2%, to fix the cash compensation of the named executive officers, with the exception of the Vice President and General Manager, Boralex Europe. In his case, management and the Committee used data from a study conducted in 2015 by the French consulting firm, OLEA Consulting, plus 2% in 2016 and 2% in 2017.

These same consulting firms were also retained in 2017 to analyze the salary structure of non-executive employees and to provide various support services. No policy exists pursuant to which the Board or the Committee must pre-approve the other services provided by the consulting firms to the Corporation or an affiliate, at the request of management.

Management retained the services of PCI-Perrault Consulting for the first time in 2010 and the services of OLEA Consulting for the first time in 2009. The tables opposite provide an overview of the total fees paid to compensation consulting firms for the services they rendered in 2017 and 2016.

PCI-Perrault Consulting

(in Canadian dollars)	2017	2016
Fees for services related to director or executive officer compensation	\$8,080	\$60,265
Other fees ¹	\$42,353	\$15,198
Total	\$50,433	\$75,463

¹ *Other fees* were paid for services to analyze the salary structure of employees (other than executive officers) and various support.

OLEA Consulting

(in Canadian dollars)	2017	2016
Fees for services related to director and executive officer compensation	–	–
Other fees ¹	\$74,223 ²	\$48,236 ³
Total	\$74,223²	\$48,236³

¹ *Other fees* were paid for services to analyze the salary structure of employees (other than executive officers) and various support.

² These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada as at December 31, 2017 rounded off to C\$1.47/€1.00.

³ These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada as at December 31, 2016, rounded off to C\$1.42/€1.00.

5.2 Compensation Discussion and Analysis

Compensation Philosophy and Objectives

The Corporation's compensation policy is influenced by a number of factors such as business strategy, financial performance and value creation for shareholders. It aims to achieve four key objectives:

- attract and retain qualified people;
- align total compensation with the interests of shareholders;
- create an entrepreneurial culture that rewards superior performance; and
- achieve and exceed corporate objectives.

Components of Compensation

Compensation objectives guided the development of a compensation mode for executive officers including fixed and variable components. These components are as follows:

- base salary;
- non-equity incentive – consisting of a cash bonus linked to the achievement of a financial objective and corporate objectives;
- equity incentive – comprised of stock options and performance share units; and
- other elements of compensation – consisting of benefits, perquisites and retirement benefits.

To reach the objectives, the following three key compensation elements are used:

	Type of compensation	Main objective	What does the compensation element reward?	How is the amount determined?	How does the compensation element support the overall objective?	Payment form
Annual base salary	Fixed	Provide a market-competitive fixed compensation rate	The scope and responsibilities of the positions and the specific skills required to assume them	It is determined at the median of the one paid by the Corporation's competitors on the market for comparable positions and similar experience	It provides a way to attract and retain competent executive officers who can help the Corporation reach its overall objective while focusing on rewarding actual performance	Cash
Short-term incentive bonus	Variable	Promote performance in terms of financial and corporate goals	Achieving and surpassing yearly objectives	It brings the aggregate compensation above the median of the aggregate compensation paid by the Corporation's competitors on the market for comparable positions and similar experience	It provides a way to reward actual performance in terms of objectives that support the Corporation's overall corporate targets	
Long-term incentive plan		Align the long-term interests of executive officers with those of the shareholders	Creating shareholder value		It provides a way to attract and retain competent executive officers while rewarding the achievement of the Corporation's objective to create sustainable value for shareholders	Stock options Share units tied to performance

The compensation strategy favours variable components tied to performance as they are generally more important than base salary. Each year, the Committee reviews the relevance of each component and the desired market positioning in terms of annual cash compensation and makes recommendations to the Board based on the financial performance of the Corporation, individual performance, skills and the succession plan.

Benchmarking Against Comparison Groups

Since the compensation of the named executive officers was benchmarked exhaustively in 2016, the Committee considered it unnecessary to do such benchmarking again in 2017. However, the 2016 data was increased by 2%. In 2016, the cash compensation of named executive officers, except for the Vice President and General Manager, Boralex Europe, was benchmarked in a market perspective based on data derived from an analysis of proxy circulars and national databanks.

The benchmark data comes from the proxy circulars of 7 Canadian corporations (the "**Circular-based Reference Group**"). This reference group represents a sampling of Canadian corporations selected to ensure the competitive nature of the compensation of the Corporation's executive officers by comparing it to the compensation offered by corporations similar to Boralex in terms of complexity, including size, activities and geographical location, and that are competing to recruit key talent.

The Committee also took cognizance of the reference data taken from national databanks for businesses in the energy sector having a sales figure between \$100 million and \$500 million (the "**National Databank-based Reference Group**"). Businesses comprising this group are unknown to the Corporation.

The Circular-based Reference Group and the National Databank-based Reference Group make up the Corporation's comparison group (the "**Comparison Group**").

The compensation of the General Manager, Boralex Europe, was benchmarked in a renewable energy and electricity market perspective in France based on a study conducted in 2015 by the French consulting firm, OLEA Consulting. The data for this study was increased by 2% in 2016 and 2% in 2017.

The following table lists the corporations comprising this Circular-based Reference Group:

Name	Activities	Revenues ¹ (\$M)	Assets ¹ (\$M)	Head office located in Quebec
Algonquin Power & Utilities Corp.	Power generation	1,096		
Northland Power Inc.	Power generation	1,099		
Innertex Renewable Energy Inc.	Power generation	293		√
Velan Inc.	Industrial products	442		√
Héroux-Devtek Inc.	Industrial products	407		√
Melcor Developments Ltd.	Real estate	242		
Killam Apartment Real Estate Investment Trust	Real estate	175		

¹ Period ending December 31, 2016, with the exception of Velan Inc. (February 28, 2017) and Héroux-Devtek Inc. (March 31, 2017).

2017 Compensation of Named Executive Officers

Base Salary

The base salary of each named executive officer of the Corporation is established according to their level of responsibility compared to other positions in the Corporation, their skills or their relevant experience and in relation to the base salary paid by corporations of the Comparison Group. The starting point to determine the base salary is the median in salaries of the Comparison Group.

Non-Equity Incentives

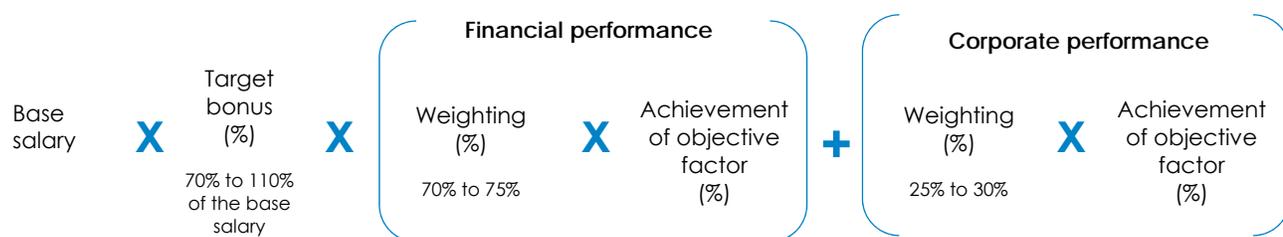
The short-term incentive plan forms part of the compensation of all permanent employees of Boralex having at least one year of service, including named executive officers.

This plan is based on Boralex's ability to generate free cash flow ("**FCF**"), vital to its growth. Thus, the bonus paid under this plan is tied to a financial objective based on achieving an annual target of FCF of Boralex. For the purposes of this plan, FCF is defined as follows: income before tax, interest and depreciation less costs tied to debt servicing (principal and interest) and payable taxes, but excluding all development costs. If actual FCF at the end of any year exceeds the target for that year, the threshold for actual FCF becomes the target for the following year.

For named executive officers, corporate objectives submitted by the President and Chief Executive Officer and approved by the Board, on recommendation of the Committee, are also included.

For named executive officers, the target bonus paid under the short-term incentive plan corresponds to a percentage of their base salary which is determined according to the position held. This target bonus is then weighted between the financial objective and the corporate objectives.

The bonus is calculated as follows:



In 2017, the target bonus was established between 70% and 110% of the base salary of named executive officers, as the case may be, and the weighting of the bonus was established between 70% and 75% depending on the achievement of the financial objective and between 25% and 30% depending on the achievement of the corporate objectives, as the case may be. No maximum ratio is applied to the bonus when the objectives exceed the target.

The target bonus and the weighting of objectives established in 2017 for the named executive officers are described in the following table:

Position	Target Bonus (as a % of base salary)	Weighting	
		Financial objective	Corporate Objectives
President and Chief Executive Officer	110%	70%	30%
Vice President and Chief Financial Officer	110%	75%	25%
Vice President and General Manager, Boralex Europe	70%	75%	25%
Vice President, Development	70%	75%	25%
Vice President, Europe Business Development	75%	75%	25%

The 2017 objectives under the plan were as follows:

1. Financial Objective: The percentage of the bonus was tied to achieving the annual FCF target of \$74.7 million. After reviewing Boralex's financial results, the Board determined that the financial objective achieved a level equal to 136%. The notion of "free cash flow" does not have a standard meaning according to the International Financial Reporting Standards ("IFRS") and should not be considered as a more significant measure than the financial performance measures recommended by the IFRS or as a measure capable of replacing it. The Corporation only uses the aforementioned free cash flow data in its financial decisions related to compensation as indicated above.

2. Corporate Objectives: The percentage of the bonus was based on the achievement of the corporate objectives set in terms of Boralex's growth objectives and operational priorities. Particular attention was paid to the following: (i) project development and acquisition, (ii) meeting project-related objectives, and (iii) analysis of strategic and financial concerns, as well as the development of action plans resulting therefrom. These objectives included both quantitative financial indicators and qualitative strategic and operational considerations. However, these corporate objectives are set as an incentive for the named executive officers to overachieve and fulfill more than the expected responsibilities and duties inherent in their positions. The performance percentage of each named executive officer is based on an individual assessment, reviewed and approved by the Committee. Specific corporate objectives cannot be disclosed because disclosure would be detrimental to the competitive position of the Corporation or interfere significantly with ongoing or future negotiations concerning contracts or tenders, given their relationships with the Corporation's strategies, its market share, jurisdictions in which it aims to grow and the development budgets of the Corporation.

Moreover, the Committee may recommend to the Board, at its discretion, a level of payment that differs from the one suggested by quantitative results to reflect unforeseen events or non-recurring events and to ensure that the payment is, in its opinion, appropriate compared to the actual performance.

At the end of the year, the President and Chief Executive Officer determined and presented to the Committee the achievement of corporate objectives. After its review, the Committee determined that the objectives of each member of the named executive officers were achieved in the following proportion:

Position	Achievement of objectives (%) ¹	
	Financial objective	Corporate Objectives
President and Chief Executive Officer	136%	85%
Vice President and Chief Financial Officer	136%	85%
Vice President and General Manager, Boralex Europe	136%	85%
Vice President, Development	136%	94%
Vice President, Europe Business Development	136%	106%

¹ As the achievement of certain corporate objectives was determined based on preliminary data, the percentage may be adjusted in 2018 based on the actual results of certain objectives. An upward or downward adjustment, as the case may be, will then be allocated to the payment of the bonus paid in 2018.

Equity Incentives

The Corporation's long-term incentive plan (the "**Long-Term Incentive Plan**") forming part of the named executive officers' compensation policy is designed to:

- recognize and reward efforts, performance and loyalty;
- recognize and reward the impact of long-term strategic actions undertaken by management;
- align the interests of the Corporation's key employees and its shareholders;
- ensure that management focuses on developing and implementing the continuing growth strategy of the Corporation; and
- promote the retention of key management personnel.

The Long-Term Incentive Plan is comprised of the stock option plan (the "**Option Plan**") and the performance share unit plan (the "**PSU Plan**").

a) Stock Options

The Option Plan was set up in 1996 and allows the Board to grant executive officers and key employees of the Corporation and its subsidiaries, options to purchase Class A shares of the Corporation (the "**Options**"). See page 38 of this Circular for a description of the Option Plan.

The number of options to be allocated is determined by dividing an amount corresponding to a percentage of the base salary of the named executive officer, which varies between 25% and 75%, by the average closing price of the Corporation's shares for the five (5) trading days preceding the grant date. Prior stock option grants are not factored into consideration when considering the granting of new options.

The annual allocation process takes into account the efforts and performance of the executive officers and key employees of the Corporation. These factors are assessed on a discretionary basis and are unweighted. The percentage of the salary used to grant options to each named executive officer, with the exception of the President and Chief Executive Officer, is submitted to the Committee by the President and Chief Executive Officer of the Corporation and approved by the Board of Directors on recommendation of the Committee. The percentage of salary used to grant options to the President and Chief Executive Officer is approved by the Board on recommendation of the Committee.

b) Performance share units

In 2016, the Board, on recommendation by the Committee, approved the implementation of a performance share unit plan, or the PSU Plan, that took effect on May 1, 2017. The Board of Directors considers that the implementation of the PSU Plan will better align the interests of the Corporation's key employees with those of its shareholders and will limit the dilution resulting from the granting of options.

The number of performance share units ("**PSUs**") granted under the PSU Plan is determined by dividing an amount corresponding to a percentage of the base salary of the named executive officer, which varies between 10% and 30%, by the average closing price of the Corporation's shares for the five (5) trading days preceding the grant date.

Beneficiaries will have a three-year vesting period following the grant date, based on the total shareholder return (TSR) of Boralex calculated as follows:

$$\text{Cumulative TSR over 3 years} = \frac{\text{Change in share price over 3 years} + \text{Dividends paid during 3 years}}{\text{Share price at start of 1st year}}$$

The cumulative TSR is compared to a group of businesses in the Corporation's sector, including:

Nom
Algonquin Power & Utilities Corp.
Alterra Power Corp
Brookfield Renewable Energy Partners
Capital Power Corporation
Innergex énergie renouvelable inc.
Northland Power Inc.
Pattern Energy Group Inc.
Transalta Renewables Inc.

Pursuant to the vesting criteria related to these PSUs, vesting of the PSUs is completed based on a multiplier according to the following formula:

Vesting formula	
TSR percentile rank	PSU vesting
25 th percentile or less	0%
Median	100%
75 th percentile or more	150%
100 th percentile	200%

Where applicable, there will be interpolation between the return levels. If the cumulative TSR return is negative, PSU vesting will not exceed 100%, regardless of the percentile rank.

On the cash-in date of the PSUs which the beneficiaries are entitled to earn, they receive a cash payment equal to the price of Boralex's shares at that time, multiplied by the number of PSUs vested at that time. If the beneficiaries have not reached their shareholding requirement on that date, they will receive a portion of this value in cash equal to the amount necessary to pay the income taxes payable upon such vesting. The balance will be paid in Class A shares acquired on the market which they must hold until they reach their shareholding requirement.

Benefits and Perquisites

The Corporation's benefits program for employees, including named executive officers, includes life, medical, dental and disability insurance. Perquisites are offered to named executive officers, namely automobile-related benefits. The Corporation did not use benchmarking to determine these benefits. As the Corporation participates in national surveys conducted by compensation consulting firms, it has access to the published data thereby allowing it to ascertain that it offers all its employees, including named executive officers, a benefits program that reflects competitive practices.

Retirement Benefits

The Corporation's group retirement savings plan (the "Retirement Plan"), similar to a defined contribution pension plan, was created to allow the employees, including named executive officers, to accumulate capital for their retirement. The Savings Plan is a combination of a Registered Retirement Savings Plan ("RRSP") and a Deferred Profit Sharing Plan ("DPSP"). Pursuant to the Savings Plan the Corporation pays (i) a basic contribution of 2.25% of the employee's base salary into an RRSP or DPSP, depending on the allowable maximum and, (ii) an additional contribution which varies between 0% and 3% of the employee's base salary depending on the Corporation's profitability in the previous year. These contributions are paid even if the employee does not contribute to the Savings Plan. In addition, if the employee makes a contribution to his or her RRSP, he or she receives, from the Corporation, an additional contribution equivalent to his or hers, varying between 1% and 4.5% of his or her base salary, depending on the employee's seniority. The employee's and the Corporation's contributions are subject to the maximum amount allowed under the *Income Tax Act* (Canada). Employees opt to invest their contributions and those of the Corporation among one of the available financial products.

In addition, certain employees who were employed by Cascades Inc. (the principal shareholder of Boralex until July 27, 2017) before 1995 kept certain benefits, including a retirement allowance if they retired at age 57 or later. This particular situation applies to two named executive officers, the President and Chief Executive Officer and the Vice President, Development. The retirement allowance is the product obtained by multiplying an amount varying between 2% and 2.5% of the base salary for the calendar year preceding retirement by the number of years of service. As a result, considering their years of service and eligibility, if the President and Chief Executive Officer retired on December 31, 2017, he would have been entitled to a retirement allowance of \$271,773 and the Vice President, Development would have been entitled to a retirement allowance of \$111,200.

Shareholding Requirement for Executive Officers

The Board has approved shareholding requirement guidelines applicable to the named executive officers, who are required to own at least Class A shares of Boralex equal in value to twice the percentage of their annual base salaries used for purposes of determining awards under the Corporation's stock option plan. Share value is determined as at December 31 based on the price of the shares on the TSX on such date or the purchase price of the shares, whichever is higher.

Named executive officers who do not meet the minimum shareholding requirement shall be required to purchase annually shares equivalent in value to 5% of their base salary.

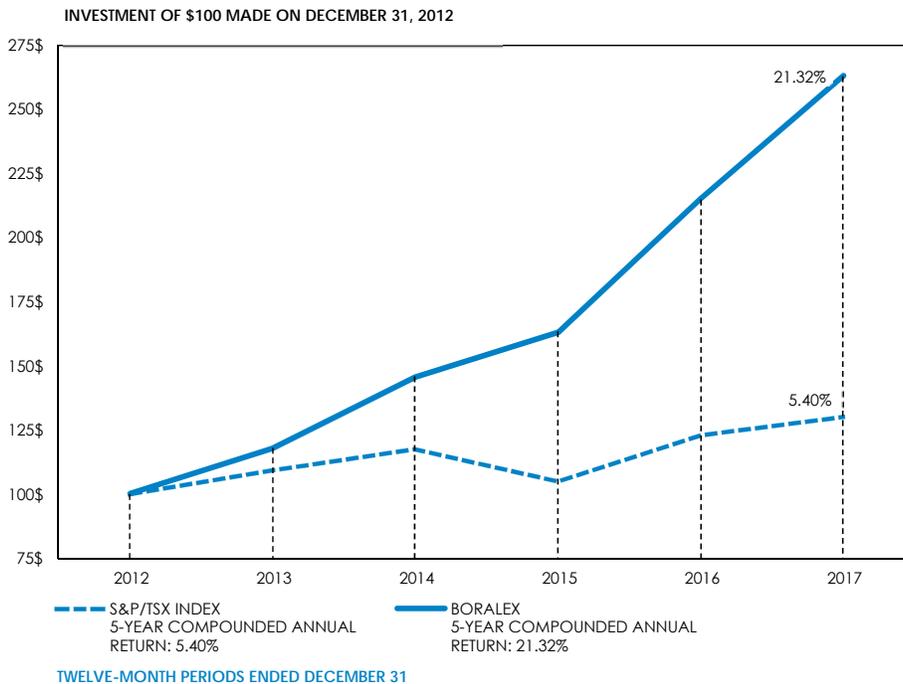
The following table sets out the number of Class A shares of Boralex owned as at December 31, 2017 by each named executive officer, the dollar value of such shares as of such date and whether the named executive officer meets the shareholding requirement as of such date:

Name	Number of Class A shares	Number of DSUs	Total value (\$)	Shareholding requirement (\$)	Requirement met
Patrick Lemaire	22,982	6,393	690,313	632,010	Met
Jean-François Thibodeau	7,675	Not applicable	180,363	272,155	Pending
Patrick Decostre	3,000	Not applicable	70,500	148,229 ¹	Pending
Hugues Girardin	4,722	Not applicable	110,967	127,352	Pending
Sylvain Aird	9,859	Not applicable	231,687	100,238	Met

¹ This amount was calculated in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada as at December 31, 2017, rounded to C\$1.47/€1.00.

Performance Graph

The following graph shows the comparison between the cumulative total return of a \$100 investment in Class A shares of Boralex over five years and the cumulative return of the S&P/TSX Composite Index for the same period assuming the dividends were reinvested.



The following table compares the change in total return for the Corporation's shareholders with the compensation of the named executive officers and the change in FCF during the past five fiscal years.

	2013	2014	2015	2016	2017
Change in total shareholder return - BLX-T (%)	18.0	23.6	12.0	31.5	34.3
Compensation of named executive officers (in millions of \$)	2.5	3.1	3.2	3.2	3.1
Cash flow from operations (in millions of \$)	51	78	132	144	210
Compensation of named executive officers as a percentage of cash flow from operations (%)	4.9	4.0	2.4	2.2	1.5

The trend shown by the above performance graph represents growth in 2013, 2014, 2015, 2016 and 2017.

Over the same five-year period, the average compensation of the named executive officers, excluding the value of the retirement plan, increased by 5.2% on average per year, compared to a yield of 21.3% on an annualized basis for the shareholder and a return of 34.3% on an annualized basis of the cash flow from operations.

The progression of the compensation of the named executive officers has no direct link to the trend shown in the graph with respect to the Corporation's Class A shares.

The increase or decrease of the Corporation's Class A share price is not a factor considered in determining the compensation of the named executive officers. The share price is, however, taken into account in connection with the vesting criteria of the PSUs granted in 2017 according to the amendments made to the Long-Term Incentive Plan. However, when the share price decreases, the value of the previously granted options also decreases, which will directly influence the total compensation paid to executive officers. The share price is influenced by several external factors that are beyond the control of the Corporation's management, including the general state of the economy.

5.3 Summary Compensation Table

The following table shows the total compensation earned by the named executive officers for the financial years ended December 31, 2017, 2016 and 2015.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$)	Option-based Awards ^{1,2} (\$)	Non-Equity Incentive Plan Compensation ³ (\$)	Pension Value ⁴ (\$)	All Other Compensation ⁵ (\$)	Total Compensation (\$)
					Annual incentive plans			
Patrick Lemaire, President and Chief Executive Officer	2017	418,573	215,045 ⁶	63,633	542,512	60,981	20,000	1,320,744
	2016	408,364	25,000 ⁷	117,845	491,875 ⁸	59,302	100,000 ⁹	1,202,386
	2015	398,920	-	90,645	673,500 ¹⁰	57,281	30,000	1,250,346
Jean-François Thibodeau, Vice President and Chief Financial Officer	2017	270,718	54,428 ¹¹	27,400	357,813	22,504	-	732,863
	2016	265,410	-	51,120	316,037 ¹²	22,064	40,000 ¹³	694,631
	2015	260,206	-	39,417	404,500	21,426	-	725,549
Patrick Decostre, Vice President and General Manager, Boralex Europe	2017	244,107 ¹⁴	20,174 ¹⁵	10,154	210,028 ¹⁴	11,021 ¹⁴	-	495,484
	2016	240,889 ¹⁶	-	27,048	197,710 ^{16,17}	12,647 ¹⁶	-	478,701
	2015	215,042 ¹⁸	-	18,122	184,565 ^{18,19}	9,320 ¹⁸	-	427,049
Hugues Girardin, Vice President, Development	2017	209,532	25,476 ²⁰	12,820	179,674	20,774	-	448,276
	2016	199,554	-	23,239	157,777 ²¹	19,908	40,000 ²²	440,478
	2015	190,052	-	14,505	188,550 ²³	18,770	-	411,877
Sylvain Aird, Vice President, Europe Business Development	2017	200,475	20,042 ²⁴	10,092	188,697	16,667	-	435,973
	2016	200,475	-	28,806	176,292 ²⁵	16,539	-	422,112
	2015	198,399	-	22,656	260,900 ²⁶	15,952	-	497,907

1 The options granted in fiscal 2017 under the Option Plan are exercisable as follows: 25% per year as of August 17, 2018, on a cumulative basis. Unexercised options will expire on August 16, 2027. See "Option Plan" on page 38 of this Circular.

2 The well-known Black-Scholes-Merton Model was used to determine the fair value of the options granted given the following assumptions:

Assumptions	2017	2016	2015
(i) Risk-free interest rate:	2.15%	1.53%	2.21%
(ii) Dividend rate:	3.08%	3.68%	4.52%
(iii) Expected volatility in the price of shares:	21.12%	21.43%	17.98%
(iv) Term:	10 years	10 years	10 years
Fair value per option:	\$4.43	\$3.19	\$2.09

3 See "Non-Equity Incentives" on page 30 of this Circular.

4 Amounts shown for fiscal years 2015, 2016 and 2017 represent contributions made by the Corporation under the Retirement Plan. See "Retirement Benefits" on page 33 of this Circular.

5 Perquisites have not been included, as they do not reach the prescribed threshold, that is, \$50,000 or 10% of total salary for the financial year. The amounts appearing in this column represent either the annual retainer paid for the position of director of the Corporation or a special bonus.

6 Represents the portion of Mr. Lemaire's total compensation as director that was received in the form of DSUs (\$25,000) and an amount (\$190,045) equal to the number of DSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, August 17, 2017, i.e. \$22.00. This amount of \$190,045 does not constitute a cash amount received. In 2017, Mr. Lemaire received compensation of \$45,000 as director of Boralex, including an amount of \$20,000 paid in cash and included under "All Other Compensation" and an amount of \$25,000 received in the form of DSUs under the DSU Plan representing 1,075 DSUs based on the closing price of Boralex's Class A shares on the Toronto Stock Exchange for the last five trading days of the fiscal year, i.e. \$23.24.

7 Represents the portion of Mr. Lemaire's total compensation as director that was received in the form of DSUs. In 2016, Mr. Lemaire received compensation of \$45,000 as director of Boralex, including an amount of \$20,000 paid in cash and included under "All Other Compensation" and an amount of \$25,000 received in the form of DSUs under the DSU Plan representing 1,342 DSUs based on the closing price of Boralex's Class A shares at the close of business on December 31, 2017, i.e. \$19.15.

8 This amount includes a reduction of \$32,342 further to adjustments made in 2017.

9 This amount includes the compensation as director paid in cash (\$20,000). This amount also includes a special bonus of \$80,000 for his tireless efforts in the acquisition of the total economic interest of Enercon Canada inc. in the Niagara Region 230 MW wind farm which was granted to him in the form of DSUs under the DSU Plan. These DSUs were granted on March 2, 2017 when the Board of Directors approved the amendments to the DSU Plan allowing for DSUs to be granted to an executive officer in order to defer compensation allocated to this executive officer.

10 This amount includes an increase of \$47,000 further to adjustments made in 2016.

11 Represents an amount equal to the number of DSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, August 17, 2017, i.e. \$22.00. This amount does not constitute a cash amount received.

12 This amount includes a reduction of \$6,715 further to adjustments made in 2017.

13 This amount allocated to Mr. Thibodeau represents a special bonus for his tireless efforts in the acquisition of the total economic interest of Enercon Canada inc. in the Niagara Region 230 MW wind farm.

14 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2017, rounded to C\$1.47/€1.00.

15 Represents an amount equal to the number of DSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, August 17, 2017, i.e. \$22.00. This amount does not constitute a cash amount received.

16 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2016, rounded to C\$1.47/€1.00.

17 This amount includes a reduction of \$11,972 further to adjustments made in 2017.

- 18 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2015, rounded to C\$1.42/€1.00.
- 19 This amount includes an increase of \$39,192 further to adjustments made in 2016.
- 20 Represents an amount equal to the number of DSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, August 17, 2017, i.e. \$22.00. This amount does not constitute a cash amount received.
- 21 This amount includes a reduction of \$11,595 further to adjustments made in 2017.
- 22 This amount allocated to Mr. Girardin represents a special bonus for his tireless efforts in the acquisition of the total economic interest of Enercon Canada inc. in the Niagara Region 230 MW wind farm.
- 23 This amount includes an increase of \$550 further to adjustments made in 2016.
- 24 Represents an amount equal to the number of DSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, August 17, 2017, i.e. \$22.00. This amount does not constitute a cash amount received.
- 25 This amount includes a reduction of \$10,676 further to adjustments made in 2017.
- 26 This amount includes an increase of \$38,900 further to adjustments made in 2016.

5.4 Incentive Plan Awards

Outstanding Option-Based or Share-Based Awards

The following table shows all outstanding option-based awards for each named executive officer for the financial year ending December 31, 2017:

Name	Option-based awards				Share-based awards			
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money Options ¹ (\$)	Unvested shares or units (#)	Performance cycle	Market value or payment of awards based on unvested shares ² (\$)	Market value or payment of awards based on vested shares (not paid or distributed) ³ (\$)
Patrick Lemaire	58,500	9.20	May 9, 2020	836,550	–	–	–	–
	64,694	8.50	May 9, 2021	970,410	–	–	–	–
	71,043	7.96	May 7, 2022	1,104,008	–	–	–	–
	56,292	10.29	May 6, 2023	743,617	–	–	–	–
	45,718	12.90	May 5, 2024	484,610	–	–	–	–
	43,371	13.87	May 4, 2025	417,663	–	–	–	–
	36,942	16.65	May 9, 2026	253,053	–	–	–	–
	14,364	22.00	Aug. 16, 2027	21,546	5,746	Jan. 1, 2017 to Dec. 31, 2020	135,031	–
Jean-François Thibodeau	24,536	10.29	May 6, 2023	324,121	–	–	–	–
	19,880	12.90	May 5, 2024	210,728	–	–	–	–
	18,860	13.87	May 4, 2025	181,622	–	–	–	–
	16,025	16.65	May 9, 2026	109,771	–	–	–	–
	6,185	22.00	Aug. 16, 2027	9,278	2,474	Jan. 1, 2017 to Dec. 31, 2020	58,139	–
Patrick Decostre	10,750	10.29	May 6, 2023	147,008	–	–	–	–
	10,072	12.90	May 5, 2024	106,763	–	–	–	–
	8,671	13.87	May 4, 2025	83,502	–	–	–	–
	8,479	16.65	May 9, 2026	58,081	–	–	–	–
	2,292	22.00	Aug. 16, 2027	3,438	917	Jan. 1, 2017 to Dec. 31, 2020	21,450	–
Hugues Girardin	7,039	12.90	May 5, 2024	74,613	–	–	–	–
	6,940	13.87	May 4, 2025	66,832	–	–	–	–
	7,285	16.65	May 9, 2026	49,902	–	–	–	–
	2,894	22.00	Aug. 16, 2027	4,341	1,158	Jan. 1, 2017 to Dec. 31, 2020	27,213	–
Sylvain Aird	13,417	10.29	May 6, 2023	177,239	–	–	–	–
	11,152	12.90	May 5, 2024	118,211	–	–	–	–
	10,840	13.87	May 4, 2025	104,389	–	–	–	–
	9,030	16.65	May 9, 2026	61,856	–	–	–	–
	2,278	22.00	Aug. 16, 2027	3,417	911	Jan. 1, 2017 to Dec. 31, 2020	21,409	–

- 1 The value of unexercised in-the-money options at financial year-end is the difference between the closing price of the Class A shares of the Corporation on December 31, 2017 on the Toronto Stock Exchange (\$23.50) and the exercise price. This value has not been, and may never be, realized. The actual realized gains, if any, on exercise will depend on the value of the Class A shares of the Corporation on the date of option exercise.
- 2 The value of unvested PSUs was calculated based on the minimum payment according to the achievement of the performance objectives. This value was not and may never be realized.
- 3 The PSUs granted to named executive officers on August 17, 2017 will expire on December 31, 2020.

Incentive Plan Awards

The following table indicates the value vested or the value earned by the named executive officers under the incentive plans of the Corporation during the year ended December 31, 2017.

Name	Option-based awards	Share-based awards	Non-equity incentive plan compensation – Value earned during the year ² (\$)
	Value vested during the year ¹ (\$)	Value vested during the year (\$)	
Patrick Lemaire	285,681	–	542,512
Jean-François Thibodeau	119,775	–	357,813
Patrick Decostre	31,744	–	210,028 ³
Hugues Girardin	35,122	–	179,674
Sylvain Aird	31,536	–	188,697

1 Value of gains that could have been made on the options granted under the Long-Term Incentive Plan whose rights have been acquired during the year ended December 31, 2017. These awards all vest over four years at 25% per year following the year of the grant, on a cumulative basis. Unexercised options expire 10 years after the date of grant. See "Option Plan" on page 39 of this Circular. Gains that could have been made are calculated by determining the difference between the closing price of Class A shares for each date of acquisition of option grants in 2017 and the exercise price. This value has not been, and may never be, realized. Any actual gain realized, if any, will depend on the value of Class A shares of the Corporation at the date of the exercise of the Options.

2 See Section 5.3 "Summary Compensation Table" on page 36 of this Circular.

3 This amount was paid in euros and was converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2017, rounded to C\$1.47/€1.00.

The following table presents the depletion rate of options and PSUs:

	2017	2016	2015
Option expiration rate	0.05%	0.14%	0.20%
PSU depletion rate	0.02%	n/a	n/a

Option Plan

Pursuant to the terms and conditions of the Option Plan, the Corporation may grant options to purchase its Class A shares, each such option to have an exercise price equal to the prevailing Market Price (as defined below). In compliance with sections 613(d) and (g) of the rules of the Toronto Stock Exchange (the "TSX"), disclosure of the following information is provided to shareholders as at March 12, 2018:

- Eligible participants under the Option Plan are senior executives and key employees of the Corporation or its subsidiaries.
- The total number of Class A shares of the Corporation that may be issued under the Option Plan is 4,500,000, or 5.9% of the issued and outstanding Class A shares as at March 12, 2018. Of these, 2,466,255 shares were issued following the exercise of options and 2,033,745 are reserved for future issuance. The number of outstanding options granted under the Option Plan is 689,223, or approximately 0.9% of the total number of outstanding shares of the Corporation as at March 12, 2018. Any option which has expired may nevertheless be subject to future options granted under the Option Plan.
- During the fiscal year ended December 31, 2017, the Corporation granted executive officers a total of 36,625 options representing 0.05% of the aggregate number of Class A shares outstanding as at December 31, 2017, and 527,130 options were exercised.
- The aggregate number of Class A shares of the Corporation which may be reserved for issuance to insiders of the Corporation at any time under the Long-Term Incentive Plan and any other equity-based compensation plan of the Corporation is limited to 10% of the aggregate number of outstanding Class A shares of the Corporation. The aggregate number of Class A shares of the Corporation issued to insiders of the Corporation within any one-year period under the Long-Term Incentive Plan and any other equity-based compensation plan of the Corporation is limited to 10% of the aggregate number of outstanding Class A shares of the Corporation.
- The exercise price of each option is equal to the prevailing market price of the Class A shares. The "Market Price" is established based on the average closing price of the Class A shares on the TSX for the five trading days immediately preceding the grant date. If the grant date of an option occurs during a blackout period or within the five (5) trading days following the end of a blackout period, the grant date shall be deemed to occur on the sixth (6th) trading day following the end of the blackout period.

- At its meeting on March 2, 2017, in accordance with the recommendation of its Human Resources Committee, Boralex's Board of Directors approved certain amendments of a housekeeping nature to the Option Plan, including (1) specifying that the Human Resources Committee may amend the terms and conditions of the Plan applicable in case of termination of employment, death or retirement of a participant, provided such an amendment does not in any way adversely affect the vested rights of a participant as regards options granted prior to the date of the amendment; (2) changing the name of the Option Plan to "Long-Term Incentive Plan" and other amendments to reflect the creation of PSUs which will be governed by the same plan.
- The Board sets the terms and conditions to grant and exercise options (which may vary between options). Pursuant to the conditions governing the exercise of options granted since May 2004, a holder of such options may exercise up to 25% of said options per year, on a cumulative basis, as of the first anniversary of the grant date.
- Each option, unless terminated earlier, expires at the date determined by the Board at the time of the grant of such option, but in any event, no later than 10 years after the date of such grant. However, if the expiration date of an option occurs during a blackout period or within 10 business days before a blackout period imposed by the Corporation, this expiry date will automatically be extended by 10 business days after the end of the blackout period.
- If the employment of an option holder ceases for any reason whatsoever, including death or permanent disability, but excluding a dismissal for cause, the option holder or his heirs have three months from the date of termination to exercise vested options, unless the Board decides otherwise. A change of employment with the Corporation or its subsidiaries has no impact on the options.
- Options cannot be assigned.
- In case of (1) a merger, amalgamation, consolidation, reorganization or arrangement of the Corporation with or into another corporation (other than a merger, amalgamation, consolidation, a reorganization or arrangement of the Corporation with one or more of its related entities), (2) the acquisition of all or substantially all of the outstanding shares by way of a take-over bid, (3) the sale of all or substantially all of the Corporation's assets or (4) any other acquisition of the Corporation's business as determined by the Board (each a "**Corporate Event**"), the Board may in its sole discretion (but subject to obtaining the prior approval of the TSX, if required by rules, regulations and policies of the TSX) and without any action or consent of the participants, take all action or combinations of measures described in the Option Plan in respect of options, including, without limitation (1) the continuation or assumption of outstanding options by the acquirer, (2) the substitution of options for options and/or shares and/or other securities of the acquirer, (3) the substitution of options with cash incentive program of the acquirer or (4) the acceleration of the vesting and the right to exercise such options at a date prior to or on the date of the Corporate Event.
- Any modification to the Option Plan or to any options that have been granted but not exercised must be made in accordance with the rules and policies of the TSX and is subject to all required approvals.
- In addition, the Board may not, without shareholder approval, make the following amendments to the Option Plan, including: (i) increasing the maximum number of shares issuable; (ii) any amendment to the method of determining the option price of any option granted under the Option Plan; (iii) any extension beyond the original expiry date of an option held by an option holder (unless it is the extension of 10 business days after a black-out period); and (iv) the addition of any form of financial assistance or alteration of a provision regarding financial assistance that would make it more beneficial to the Option Plan participants.
- Subject to obtaining the prior approval of the TSX in the case of amendments to the options, where required by the rules of the TSX, other than those described in the above paragraph, the Corporation may make any other amendment to the Plan that it considers appropriate without shareholder approval pursuant to the detailed amendment provision of the Plan, including, without limiting the generality of the foregoing: (1) amendments in connection with the splitting, consolidation or reclassification of shares or the payment of a share dividend by the Corporation (except in the normal course) or any other change in its share capital; (2) amendments of a housekeeping nature or amendments to clarify the terms and conditions of the Plan; (3) amendments to the eligibility criteria or the mode of administration of the Plan; (4) amendments to the granting or exercise provisions of the options; (5) any amendment required or useful to ensure compliance of the Plan with the laws, rules and regulations of government agencies, departments, organisations or authorities and the rules of the TSX; (6) amendments to suspend or terminate the Plan.
- The Corporation does not provide financial assistance to participants of the Option Plan in order to enable them to acquire Class A shares of the Corporation.

Share Purchase Plan

The Corporation offers its Canadian employees, including named executive officers and directors, a Class A share purchase plan. The maximum percentage of the base salary which executive officers may contribute, on a voluntary basis, is 10%. To the extent certain criteria is met, the Corporation matches 25% of the executive officer's contribution. As for the directors, they may, on a voluntary basis, contribute up to a maximum of 5% of their fees without any contribution by the Corporation.

Information on Equity Based Compensation Plans

The table below sets out, as of December 31, 2017, certain information concerning the Corporation's Long-Term Incentive Plan, the Corporation's only compensation plan pursuant to which equity securities of the Corporation may be issued.

Plan Category	Number of Shares to be Issued on the Exercise of Outstanding Options, Warrants or Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Shares Remaining to be Issued under Equity Based Compensation Plans (Excluding the Shares in the First Column)
Equity Based Compensation Plans Approved by Securityholders	689,223	12.73	1,344,522
Equity Based Compensation Plans Not Approved by Securityholders	None	–	None
TOTAL	689,223	12.73	1,344,522

5.5 Group Retirement Savings Plan

The following table presents the accumulated value of the named executive officers group retirement savings plan for the financial year ended December 31, 2017:

Name	Accumulated value at start of year (\$)	Compensatory Amount (\$)	Accumulated value at year-end (\$)
Patrick Lemaire	457,041	60,981	549,583
Jean-François Thibodeau	367,064	22,504	420,078
Patrick Decostre	98,133 ¹	11,021 ¹	112,098 ¹
Hugues Girardin	521,693	20,774	590,734
Sylvain Aird	249,647	16,667	300,535

¹ The savings plan in the jurisdiction of France of Patrick Decostre differs from the savings plan the Corporation offers to its Canadian employees. The Corporation pays 2.5% of the employee's annual gross salary into a non-discretionary supplemental savings plan. These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2017, rounded to C\$1.47/€1.00.

5.6 Termination and Change of Control Benefits

The contracts of employment with each of the named executive officers are for an indeterminate term and provide for obligations of confidentiality that apply indefinitely. All the contracts of employment of the named executive officers also contain clauses restricting competition and solicitation during employment and for a period of 12 months following termination of employment (24 months in the case of the President and Chief Executive Officer).

The Corporation may terminate a named executive officer's contract of employment at any time for serious grounds without prior notice. It may also terminate an executive officer's employment at its discretion. A named executive officer may also terminate his or her contract of employment at any time upon prior written notice of 45 days.

If dismissed on serious grounds, the named executive officer is not entitled to any payment other than the sums which the Corporation must pay him or her under the law, in particular, any salary earned and unpaid on the termination date, any amount owing under the short-term incentive plan and all accumulated and unpaid vacation time.

If the Corporation terminates the employment of a named executive officer at its discretion and other than for serious grounds, he or she is entitled to:

- any salary earned and unpaid on the employment termination date;
 - an indemnity equal to (i) 6 months of the base salary in effect on the employment termination date (12 months in the case of the President and Chief Executive Officer), plus (ii) 1 month per year of service, the whole up to a maximum total of 24 months (the "Severance Period");
 - a lump sum cash payment equal to (i) 6 months of the short-term incentive plan (12 months in the case of the President and Chief Executive Officer), plus (ii) 1 month per year of service up to a maximum total of 24 months. The payment will be calculated using the average of the sums paid to the executive officer under such plan during the 36 months preceding the employment termination date;
 - in the case of the Vice President and General Manager, Boralex Europe, the foregoing indemnity is replaced with an indemnity equal to (i) 1 month of base salary in effect on the employment termination date, plus (ii) 1 month per year of service, the whole up to a maximum total of 24 months, and (iii) an indemnity equal to 50% of the base salary in effect on the employment termination date;
 - an amount representing any additional bonus earned and unpaid on the employment termination date, including any amount owed under the short-term incentive plan since the first payment under that plan during the year in question. The payment will be calculated pro rata to the number of days between the reference date of July 1st and the employment termination date. It assumes that the actual available cash flows for the year will be equal to the budgeted available cash flows for the said year;
- the continuation of the medical, dental and life insurance coverage under the group insurance plan for a period equal to the Severance Period, starting on the employment termination date and ending at the end of the Severance Period or until such date on which the named executive officer commences new employment or engages in another gainful activity, whichever event occurs first;
 - exercise the stock options vested on the termination date and be paid the share units that have vested but are unpaid on the employment termination date in accordance with the terms and conditions of the Long-term Incentive Plan;
 - use the Corporation's vehicle in his or her possession for a period of 1 month (24 months in the case of the President and Chief Executive Officer) following the termination date or until the date on which the named executive officer commences new employment or engages in another gainful activity, whichever event occurs first;
 - executive placement consulting services for a period of 12 months paid by the Corporation.

If the Corporation terminates the employment of a named executive officer (including constructive dismissal) within 30 days of a Change of Control of the Corporation, he or she is entitled to all benefits described above in case of termination at the Corporation's discretion other than for serious grounds, provided that the Severance Period will be (i) 12 months of base salary instead of 6 (18 months in the case of the President and Chief Executive Officer), plus (ii) 1 month per year of service up to a maximum total of 24 months.

"Change of Control of the Corporation" means the occurrence of any one of the following, resulting from any one or a series of related transactions:

- a person or entity or a group of related persons or entities acting jointly or in concert become the beneficiaries, directly or indirectly, of fifty percent (50%) or more of the issued and outstanding securities of the Corporation giving control over the Corporation; or
- the Corporation sells all or substantially all of its assets; or
- the shareholders of the Corporation approve a plan or a proposal for the winding-up or dissolution of the Corporation.

Should the President and Chief Executive Officer retire, resign or otherwise voluntarily terminate his employment, provided he remains available to assist the Corporation on an ad hoc basis on specific mandates as reasonably required by the Board of the Corporation for 24 months following the termination of his employment, he shall be entitled to:

- any salary earned and unpaid on the employment termination date;
- an employment severance pay equal to 24 months of salary in effect on the termination date;
- in the case of the Vice President and General Manager, Boralex Europe, the foregoing indemnity is replaced with an indemnity equal to (i) 1 month of base salary in effect on the employment termination date, plus (ii) 1 month per year of service, the whole up to a maximum total of 24 months, and (iii) an indemnity equal to 50% of the base salary in effect on the employment termination date;
- a lump sum cash payment equal to 24 months of the short-term incentive plan. The payment will be calculated using the average amounts paid to the President and Chief Executive Officer under that plan during the 36 months preceding the employment termination date;
- an amount representing any additional bonus earned and unpaid on the employment termination date, including any amount owed under the short-term incentive plan since the first payment under that plan during the year in question. The payment will be calculated pro rata to the number of days between the reference date of July 1st and the employment termination date and assume that the actual available cash flows for the year will be equal to the budgeted available cash flows for the said year;
- the continuation of the medical, dental and life insurance coverage under the group insurance plan for a period of 24 months, starting on the employment termination date and ending at the end of said period or until such date on which the President and Chief Executive Officer commences new employment or engages in another gainful activity, whichever event occurs first;
- exercise the stock options vested on the termination date and be paid the share units that have vested but are unpaid on the termination date in accordance with the terms and conditions of the Long-term Incentive Plan;
- use the Corporation's vehicle in his possession for a period of 24 months following the termination date or until the date on which the President and Chief Executive Officer commences new employment or engages in another gainful activity, whichever event occurs first.

In the event the employment of the President and Chief Executive Officer ends owing to his death, his succession is entitled to the benefits described above in case of retirement, resignation or other voluntary termination, except for maintenance of the insurance coverage. In the event the employment of any other named executive officer ends owing to his or her death, his or her succession is entitled to:

- any salary earned and unpaid upon death;
- an amount representing any additional bonus earned and unpaid upon death, including any amount owed under the short-term incentive plan since the first payment under that plan during the year in question. The payment will be calculated pro rata to the number of days between the reference date of July 1st and the employment termination date and assume that the actual available cash flows for the year will be equal to the budgeted available cash flows for the said year; and
- exercise the stock options vested upon death and be paid the share units that have vested but are unpaid on the termination date in accordance with the terms and conditions of the Long-term Incentive Plan.

The following table sets out the estimated cash amount owed to each named executive officer with an employment agreement as of the date of this Circular, and all other benefits to which they would be entitled if the Corporation had terminated their employment at its discretion as of December 31, 2017 other than for serious grounds

	Termination other than for serious grounds				Termination following a Change of Control of the Corporation			
	Cash payment for base salary (\$) ¹	Cash payment for short-term incentive plan(\$) ²	Other benefits (\$) ³	Total value (\$)	Cash payment for base salary (\$) ¹	Cash payment for short-term incentive plan(\$) ²	Other benefits (\$) ³	Total value (\$)
Patrick Lemaire ⁴	842,680	1,137,591	15,174	1,995,445	842,680	1,137,591	15,174	1,995,445
Jean-François Thibodeau	458,963	605,053	4,529	1,068,545	544,310	717,567	5,104	1,266,981
Patrick Decostre	336,218	370,259	126,238 ⁶	832,715	336,218	397,928	126,408	860,554
Hugues Girardin	424,506	353,334	5,117	782,957	424,506	353,334	5,117	782,957
Sylvain Aird	322,392	334,167	8,436	664,995	400,950	415,593	10,326	826,869

- 1 Determined according to the base salary of the named executive officer for the fiscal year ended December 31, 2017 and the number of years of service as of December 31, 2017.
- 2 Determined based on the product: (i) of the number of months included in the Severance Period; and (ii) of the average amount of the bonus that was paid to him or her under the short-term incentive plan during the 36 months preceding the termination date, calculated on a monthly basis.
- 3 Estimated cost of maintaining the group insurance and benefits provided for in the contract of employment during the Severance Period.
- 4 Mr. Patrick Lemaire, President and Chief Executive Officer, will also receive the amounts shown above in case of death, voluntary termination, resignation or retirement provided he remains available to assist the Corporation on an ad hoc basis on specific mandates as reasonably required by the Board of the Corporation within 24 months following the termination of his employment.
- 5 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2017, rounded to C\$1.47/€1.00.
- 6 Includes an indemnity equal to 50% of the base salary of Mr. Decostre to compensate, pursuant to French legislation and regulations, the existence of a non-competition clause in his employment agreement. The indemnity payable in cash in connection with Mr. Decostre's base salary is less than for the other executives so as to ensure fairness in the application of their respective indemnity plans.

5.7 Policy respecting the recovery of compensation paid to executives

On December 14, 2017, the Board of Directors adopted a policy respecting the recovery of compensation paid to executives affecting future grants which will be made under the Corporation's short-term incentive plan and Long-term Incentive Plan after December 31, 2017. The policy, which applies to all executives, provides that the Board has complete discretion, insofar as applicable laws allow and the Board considers it in the Corporation's best interests to do so, to require under certain circumstances the full or partial reimbursement of the annual incentive compensation paid to an executive. The Board may ask an executive or former executive to reimburse all or part of his or her incentive compensation when the following conditions are met:

- a) The incentive compensation was calculated based on or subject to certain financial results of Boralex which were subsequently changed due to the reworking of all or part of its financial statements;
- b) The executive committed a gross or deliberate fault or fraud which required the reworking of the financial statements; and
- c) The incentive compensation which would have been allocated to the executive or the benefit he or she would have received would have been less than what he or she actually received if the financial results had been properly stated.

The recovery policy does not limit Boralex's right to take other steps allowed by applicable laws regarding its employees, including dismissal.

Part 6 - Statement of Corporate Governance Practices

Governance is the process and structure the Corporation uses to manage and direct its business affairs and activities in order to reach its objectives. The shareholders elect the directors who are responsible for overseeing the operations of the Corporation and the management of its business in accordance with their fiduciary duties.

The Nominating and Corporate Governance Committee assists the Board of Directors in supervising the development of corporate governance policies and practices of the Corporation and to assess the efficiency of the Board and its committees as well as the contribution by each director. The Nominating and Corporate Governance Committee strives to comply with the highest corporate governance standards by monitoring all changes made to corporate governance practices and regulatory requirements and by regularly assessing the corporate governance policies and practices of the Corporation. The role, mandate and rules of operation of the Board of Directors and its committees are set out in the Corporation's Governance Manual, which was officially approved by the Board on August 7, 2012 and was last amended on March 2, 2017. Boralex's Governance Manual is available on the Corporation's website at www.boralex.com under Profile/Governance.

In 2005, the Canadian Securities Administrators adopted National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") and National Policy 58-201 - Corporate Governance Guidelines (the "Governance Policy"). The Governance Policy provides guidance on governance practices to Canadian issuers, while NI 58-101 requires issuers to make prescribed disclosure regarding their own governance practices.

6.1 Board of Directors

Role of the Board of Directors

The Board's role is to oversee, control and assess the management of Boralex's business activities and internal affairs in the paramount interests of the Corporation and its shareholders. Management's role is to direct Boralex's daily activities in order to meet this objective. The Board assumes the duties and responsibilities outlined in detail in its written mandate which is reviewed annually by the Nominating and Corporate Governance Committee and approved by the Board. See Schedule E of this Circular for the mandate. The Board assumes its duties and responsibilities directly or through four standing committees. Within the framework of its managerial responsibilities, the Board shares its opinion on important business issues with management and is responsible, among other things, for the following main aspects:

Strategic planning

The Corporation's management team reviews Boralex's strategic orientation on a yearly basis. This helps to identify opportunities and risks and to establish long-term capital planning. The Board reviews and approves the strategic planning every year.

Succession planning

One of the main responsibilities of the Human Resources Committee is to make sure that a detailed succession plan for executive officers is in place. To do this, members of the Human Resources Committee meet once a year with the President and Chief Executive Officer to review and update the succession plan regarding executive officers, including the President and Chief Executive Officer.

Risk oversight

The Board is responsible for ensuring that a process to identify and assess the main risks associated with Boralex's activities is in place and to oversee the implementation of appropriate risk management systems. The objective of these processes is to reduce but not eliminate the risks. Generally, a significant risk means that an event could possibly occur that might have an adverse effect on the Corporation's financial position, activities or reputation. Boralex's significant risks were identified and a risk oversight program was developed. The oversight of certain risks by this program was delegated to certain Board committees to ensure that these risks are handled with the utmost expertise, appropriate attention and diligence. The committees notify the Board of their work in this respect in the normal course of business.

Processes were implemented to enable the Board to identify and monitor Boralex's main risks

Standing Committees of the Board of Directors

The Board of Directors has four standing committees: the Audit Committee, Nominating and Corporate Governance Committee, Human Resources Committee and Environment, Health and Safety Committee. It is up to the Chair of the Board, in conjunction with the Nominating and Corporate Governance Committee, to recommend to the Board the members and chairs of the different committees. The members of each committee are selected according to their skills and abilities so that the committees are able to properly discharge the responsibilities entrusted to them by the Board. The committees are comprised solely of independent directors, with the exception of the Environment, Health and Safety Committee on which Richard Lemaire serves. In addition, all the members of the Audit Committee meet the most stringent requirements regarding the independence of audit committee members pursuant to *Regulation 52-110 respecting Audit Committees*. Also, in 2017, no member of the Audit Committee accepted, directly or indirectly, any remuneration for consulting or advisory services or remuneration from Boralex other than his or her compensation as director. For each of these committees, the Board has adopted a mandate that outlines their roles and responsibilities. The Board reviews the wording of these mandates on a yearly basis. The text of the Audit Committee mandate is attached as Schedule A to Boralex's Annual Information Form for the fiscal year ended December 31, 2017 which may be consulted on Boralex's Website at www.boralex.com or on SEDAR at www.sedar.com. A summary of the mandate of each committee is presented below. The Board has also prepared a written position description for the chair of each committee. The responsibilities of the chair of each Board committee appear in Schedule F to this Circular.

Audit Committee	Nominating and Corporate Governance Committee	Human Resources Committee	Environment, Health and Safety Committee
<p>The mandate of the Audit Committee is to help the Board of Directors oversee:</p>	<p>The mandate of the Nominating and Corporate Governance Committee is to help the Board of Directors:</p>	<p>The mandate of the Human Resources Committee is to help the Board of Directors:</p>	<p>The mandate of the Environment, Health and Safety Committee is to help the Board of Directors oversee:</p>
<ul style="list-style-type: none"> • the quality and integrity of Boralex's financial statements and related information • Boralex's compliance with the applicable requirements provided by law and regulations • the auditor's independence, qualifications and appointment • the auditor's performance • compliance with the internal and financial control systems developed by Boralex 	<ul style="list-style-type: none"> • develop and implement Boralex's governance guidelines • identify individuals having the requisite skills to become members of the Board • determine the composition of the Board of Directors and its committees • develop a process to assess the Board, the directors and the Board's committees and ensure its enforcement • examine and recommend to the Board policies on the conduct of business, ethics, training of directors and other matters 	<ul style="list-style-type: none"> • oversee the compensation, appointment and assessment of executive officers • oversee the succession planning of executive officers • examine and recommend the compensation to be paid to directors of Boralex 	<ul style="list-style-type: none"> • the development and enforcement of environmental, health and safety policies, procedures and guidelines • the assessment of environmental, health and safety practices

Director independence

The Nominating and Corporate Governance Committee and the Board annually examine the independence of each director within the meaning of NI 58-101 that refers to the definition of "independence" set out under section 1.4 of *Regulation 52-110 respecting Audit Committees*. "An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer". That includes a relationship which, in the opinion of the Board, could reasonably interfere with the exercise of a director's independent judgment. To determine if a director is independent, the Board relies on the information provided by the directors regarding their personal and professional situation. The Board is of the opinion that 10 of the 11 nominees proposed by management for election to the Board of Directors are independent.

10 of the 11 nominees for election as directors are independent

The non-independent nominee is:

Name	Reason for non-independence
P. Lemaire	President and Chief Executive Officer of the Corporation as well as director and shareholder of R.S.P. Énergie Inc., a corporation whose assets are managed by Boralex under a management contract.

Chair of the Board

The Board has prepared a written position description for the Chair of the Board. See Schedule G to this Circular for the responsibilities of the Chair.

President and Chief Executive Officer

The Board has prepared a written position description for the President and Chief Executive Officer. See Schedule H to this Circular for the responsibilities of the President and Chief Executive Officer.

Closed-door meeting

In 2017, the independent directors met systematically without the presence of non-independent directors (except for the Chair of the Board, whose term ended on March 9, 2017) and members of management after each regular meeting of the Board of Directors. These meetings were chaired by the Chair of the Board. During the fiscal year ended December 31, 2017, the independent directors held 10 closed-door meetings. In addition, a special closed-door meeting, reserved exclusively for independent directors, is also held at least once a year.

A closed-door meeting of independent directors follows each meeting of the Board of Directors

Alain Rhéaume, an independent director, has been Chair of the Board of Directors since March 9, 2017. Mr. Rhéaume chairs the meetings of the independent directors so that the Corporation no longer has a lead director.

Moreover, committees of the Board of Directors are entirely composed of independent directors, with the exception of the Environment, Health and Safety Committee, and they all meet on a regular basis without the presence of members of management.

Attendance at Board and standing committee meetings

The following table presents the record of the directors' attendance at meetings of the Board and of its standing committees as well as the number of Board and standing committee meetings held during the fiscal year ended December 31, 2017.

Name	Board meetings	Audit Committee	Nominating and Corporate Governance Committee	Environment, Health and Safety Committee	Human Resources Committee	Total
G. Benoit ¹	6/6	–	–	–	3/3	100%
A. Ducharme	15/16	–	–	4/4	7/7	96%
M. Giguère ²	3/3	–	–	–	–	100%
R. F. Hall ³	2/2	–	–	–	–	100%
E. H. Kernaghan	16/16	–	4/4	–	–	100%
P. Lemaire	16/16	–	–	–	–	100%
Y. Rheault ⁴	11/16	–	–	2/4	5/7	67%
A. Rhéaume	16/16	5/5	–	–	7/7	100%
M. Samson-Doel	15/16	5/5	4/4	–	–	96%
P. Seccareccia	15/16	5/5	–	–	–	95%
D. St-Pierre	15/16	–	4/4	4/4	–	96%
TOTAL	94%	100%	100%	83%	92%	95%

1 Mr. Germain Benoit is no longer a director of Boralex since May 4, 2017.

2 Ms. Marie Giguère was appointed as a director of Boralex on November 9, 2017.

3 Mr. Robert F. Hall is no longer a director of Boralex since March 9, 2017.

4 Mr. Yves Rheault did not attend Board and Committee meetings in the fall for health reasons. He resumed his activities at the beginning of 2018.

6.2 Ethical business conduct

Code of Ethics

In 2017, in order to continue promoting an ethical business culture, the Board of Directors reviewed and updated the Code of Ethics that clearly outlines the Corporation's mission and values. The Code of Ethics which applies to the Corporation's directors, officers, employees and consultants sets out the general principles that govern acceptable conduct in all the relationships they maintain toward one another, customers, suppliers, providers, partners and communities where the Corporation does business. The Code of Ethics is available on the Corporation's Website at www.boralex.com and on the SEDAR Website at www.sedar.com.

The Corporation also implemented a mandatory training program. In 2014, all North American directors, officers, employees and consultants answered an e-form questionnaire. This questionnaire must now be completed by employees every three years, on a rotating basis. Moreover, all new employees and consultants must take this training when hired. As part of this program, the employees must attest that they have read and understood the Code and undertake to comply with it.

Furthermore, a confidential reporting mechanism is in place in order to allow the disclosure of any conduct breaching the Code of Ethics without any fear of reprisals. The mechanism chosen by the Corporation is an ethics telephone line accessible 24 hours a day, 7 days a week. Pursuant to the complaint-handling procedure, all complaints received are communicated to the individual designated by the Corporation and to the chair of the Audit Committee.

In 2017, all the directors and named executive officers confirmed that they would abide by and comply with Boralex's Code of Ethics. The Board has not exempted any director or executive officer from complying with the Code of Ethics. Accordingly, no material change report has been filed in this respect.

The directors are informed of their obligation to disclose conflicts of interest and the Board ensures that no director takes part in the discussion of a topic with respect to which the director has a material interest or exercises his or her voting right in this respect.

Procedures to handle complaints regarding accounting, internal accounting controls, audit or any other irregularity of a financial nature.

The Audit Committee has established procedures regarding the receipt, retention and treatment of complaints received by the Corporation about:

- accounting, internal accounting controls, audit and any other irregularity of a financial nature;
- any indication tending to show that an activity might constitute fraud, a deliberate error, a false or misleading statement, or a violation of laws or regulations respecting accounting, internal accounting controls or audit.

Disclosure policy

The Board adopted a disclosure policy to manage the Corporation's communications with the financial community, the media and the public in general. This policy ensures that the Corporation's communications are timely, exact and widely disseminated in accordance with the laws in effect. The policy establishes guidelines to verify the accuracy and completeness of the information disclosed to the public and other directives on various issues including material information, press releases, telephone conferences, electronic communications and rumours.

Auditor independence policy

The Audit Committee has implemented an external auditor independence policy which governs all the aspects of Boralex's relationship with its external auditor, including:

- the establishment of a process to determine if various audit and other services rendered by the external auditor compromise its independence;
- the determination of the services which the external auditor may or may not render to the Corporation and its subsidiaries;
- the pre-approval of all services to be provided by the external auditor to the Corporation or its subsidiaries;
- the establishment of rules to be followed when hiring current or former employees of the external auditor in order to ensure that the auditor's independence is maintained.

6.3 Selection of directors

Process

The Board of Directors has established a process which the Chair of the Board and the Nominating and Corporate Governance Committee must adhere to before submitting their recommendation to the Board regarding the selection of candidates for Board nomination. According to this process:

- the Nominating and Corporate Governance Committee, in consultation with the Chair of the Board, determines the skills, abilities and qualities which the members of the Board and of its committees must have in order to understand Boralex's activities and to fulfill their mandate and, if need be, updates the skill set. The Nominating and Corporate Governance Committee draws inspiration from criteria pre-approved by the Board that take into account the skills and abilities which the Board, on the whole, should possess; the skills, abilities and personal qualities of the directors in office; in light of the opportunities available to the Corporation and the risks it incurs, the skills, abilities and personal qualities which new directors must have in order to add value to the Corporation; and the size of the Board with a view to increasing the effectiveness of the decision-making process;
- according to the results of the most recent performance evaluation of the directors and of their skills, abilities and personal qualities, the Nominating and Corporate Governance Committee determines the improvements to be made to the director nomination process;
- according to the necessary improvements determined by the Nominating and Corporate Governance Committee and given the criteria for eligibility to serve on the Board, such as independence and availability, the Nominating and Corporate Governance Committee, in consultation with the Chair of the Board, conducts research to find candidates having the sought-after skills. If need be, the Nominating and Corporate Governance Committee has recourse to external consultants to assist it in identifying candidates.

Further to this process and according to the Nominating and Corporate Governance Committee's recommendations, the Chair of the Board submits, for review and approval by the Board, a list of prospective nominees for election as director of Boralex at the annual shareholders' meeting.

Skill profiles

NAME	AGE			MANDATE WITHIN BORALEX			FOUR CORE SKILLS ¹							
	LESS THAN 60 YEARS	60 – 69 YEARS	70 – 75 YEARS	0 – 5 YEARS OF SERVICE	6 – 10 YEARS OF SERVICE	11 AND MORE YEARS OF SERVICE	RENEWABLE ENERGY	PROJECT MANAGEMENT – INFRASTRUCTURE	MERGERS AND ACQUISITIONS, FINANCING AND FINANCIAL MARKETS	CHIEF EXECUTIVE OFFICER/ SENIOR EXECUTIVE	GOVERNMENTAL AFFAIRS, REGULATION AND ENVIRONMENT	GOVERNANCE AND RISK MANAGEMENT	FINANCIAL INFORMATION	HUMAN RESOURCES AND COMPENSATION
Independent														
L. Croteau	√			√			√		√		√		√	
G.Deschamps	√			√			√	√		√				√
A. Ducharme		√			√			√	√	√				√
M. Giguère		√		√					√		√	√	√	√
E. H. Kernaghan	√					√			√		√	√	√	√
Y. Rheault			√			√			√	√		√	√	√
A. Rhéaume		√			√				√	√		√	√	√
M. Samson-Doel	√					√			√	√		√	√	√
P. Seccareccia			√			√			√	√	√	√	√	
D. St-Pierre	√			√			√		√	√	√			
Non independent														
P. Lemaire	√						√		√	√				√

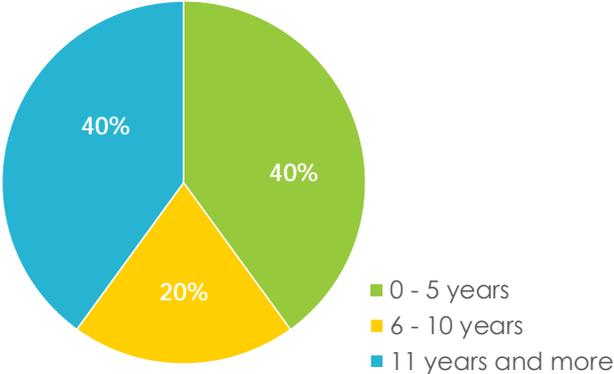
1 Definition of skills

Renewable energy	Senior management experience or other experience in renewable energy or engineering and related technologies
Project management – Infrastructure	Senior executive experience, responsible for large-scale project management
Mergers and acquisitions, financing and financial markets	Experience in the area of mergers and acquisitions, finance or financial markets in connection with major transactions or projects carried out by large companies
Chief Executive Officer / Senior executive	Experience as chief executive officer or senior executive of a large company or large organization
Governmental affairs, regulation and environment	Experience with the government and relevant governmental bodies concerning or understanding governmental policies or environmental issues in countries where Borealex does business
Governance and risk management	Experience in governance and internal risk controls and/or risk assessment, management, disclosure or understanding
Financial Information	Experience in or understanding of financial accounting, presentation of financial information, corporate financing and understanding controls, Canadian GAAPs, International Financial Reporting Standards
Human resources and compensation	Experience in or understanding of compensation policies and practices, compensation-related risks and succession planning

Directors' term of office

The policy on the mandate of Boralex's directors sets up a mechanism for Board renewal and director succession to ensure a balance between the benefits of experience and the contribution of new perspectives to the Board, while maintaining the requisite continuity and allowing for the harmonious transition of the duties and responsibilities of the Board and of its committees. The Board's policy on the term of the mandate does not impose any mandatory retirement age, but, as regards the term of the mandates, it establishes that directors who receive positive annual performance evaluations and who are elected every year may serve on the Board for a maximum of 15 years, it being understood that (i) a director who serves on the Board for more than 15 years but less than 20 years on the approval date of this policy may continue to serve on the Board for a maximum of 20 years and ii) the years during which a director was also President and Chief Executive Officer of the Corporation are not counted for the purpose of calculating a director's term of office. The policy exceptionally allows the Board, on a case-by-case basis and on recommendation of the Nominating and Corporate Governance Committee, to authorize a director whose mandate has reached the applicable maximum term, to submit his or her nomination to the Board for two (2) more years.

The following pie chart indicates the term of the mandate of Boralex's directors as at March 12, 2018:



Diversity Policy

Boralex believes in diversity and values the benefits diversity can bring to its Board of Directors. On March 1, 2018, on the recommendation of the Nominating and Corporate Governance Committee, the Board adopted a Diversity Policy. It provides that the Nominating and Corporate Governance Committee, in charge of recommending potential nominees to the Board, will examine nominees on the merits, based on objective criteria and taking into account diversity and the Board's needs, including gender.

In 2005, Michelle Samson-Doel was appointed to Boralex's Board of Directors as an independent director. She was the first woman to join the Board. More recently, Dany St-Pierre and Marie Giguère were appointed to the Board in 2016 and 2017 respectively, bringing the representation of women on the Board to 30%.

The Board of Directors is committed to a fair representation of women on the Board. Indeed, amongst all the candidates met during the selection process of the two new directors, the Nominating and Corporate Governance Committee identified a choice nominee, Ms. Lise Croteau. She has a solid background in finance and accounting and in the business world. Her election will bring to 36% the proportion of women on Boralex's Board.

6.4 Orientation and continuing education

The directors have access at all times to an electronic director's handbook. The handbook contains useful information about the Corporation and its business and about the Board and its committees. It contains, in particular, Boralex's Governance Manual which describes the role, mandate and rules of operation of the Board of Directors and its committees, in addition to the various Board-approved policies and procedures – such as the disclosure policy, the insider trading policy, the policy relating to the independence of the external auditor and the procedures for handling complaints.

The Nominating and Corporate Governance Committee has developed an orientation and educational program for new members of the Board. Under this program, the directors meet regularly with management, receive a weekly specialized press review and take part, on occasion, in presentations dealing with a specific business unit or certain facts or new developments. The directors are also invited to visit the Corporation's facilities. The Corporation also encourages directors to attend seminars and other training programs relating to their role as a director at the expense of the Corporation.

6.5 Assessment of Board performance

According to the Nominating and Corporate Governance Committee's mandate, with assistance from the Chair of the Board, it is responsible for the yearly assessment of the Board and its committees and the contribution of the directors.

The Nominating and Corporate Governance Committee reviews and approves the corporate governance assessment questionnaire regarding the Board and its committees and the self-assessment form sent to directors. The questionnaire covers a wide range of topics and directors may make comments and suggestions. The chair of the Nominating and Corporate Governance Committee tabulates the answers and suggestions and then conveys the results to the Board.

Self-assessment is used for assessing the contribution of each director. The Chair of the Board reviews the self-assessment form and contacts each director to discuss it on an individual basis. The Chair of the Board then conveys the general results to the Nominating and Corporate Governance Committee and the Board.

Part 7 - Other Information

7.1 Loans to Directors and Executive Officers

As of March 12, 2018, no loans had been granted by the Corporation or any of its subsidiaries to an executive officer, director or Board nominee of the Corporation.

7.2 Interest of Informed Persons in Material Transactions

The management of the Corporation is not aware of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries.

7.3 Shareholder Proposals

No shareholder proposals were submitted for deliberation at the Meeting. The deadline for the shareholders of the Corporation to present a proposal so that it can be included in the Circular relating to next year's Annual Meeting of the Shareholders is December 12, 2018.

7.4 Liability Insurance for Directors and Officers

The Corporation purchased, at its expense, civil liability insurance to cover the directors and officers of the Corporation and its subsidiaries against various claims that could arise in the course of their mandate. This insurance provides coverage in respect of liability claims or the reimbursement of amounts already paid in that respect. The policy includes a deductible for each claim made against the Corporation.

7.5 Additional Information

The Corporation is a reporting issuer in Canada and is required to file various documents, including an annual information form and financial statements. Financial information is provided in the Corporation's annual comparative financial statements and management's discussion and analysis for its most recently completed financial year. Copies of these documents and additional information relating to the Corporation are available on the SEDAR website at www.sedar.com and may also be obtained on demand from the Corporate Secretary of the Corporation at its administrative offices at 772 Sherbrooke West, Suite 200, Montreal, Quebec H3A 1G1.

7.6 Approval of the Proxy Circular

The content and the sending of this Circular have been approved by the Board of Directors of the Corporation.

By Order of the Board of Directors

(s) Pascal Hurtubise

Pascal Hurtubise
Vice President, Chief Legal Officer
and Corporate Secretary
Montreal, Quebec
March 12, 2018

Schedule A – Resolution respecting the adoption and ratification of the shareholder rights plan

“BE IT RESOLVED:

1. That the rights plan established pursuant to the shareholder rights plan agreement entered into between the Corporation and Computershare Investor Services Inc. adopted on March 1, 2018 be and it is hereby approved, ratified and confirmed;
2. That the Corporation hereby allow and instruct any director or officer to sign any document, enter into any agreement and take any steps considered necessary or desirable to give effect to this resolution and to ensure compliance with securities laws and regulations.”

Schedule B – Summary of principal terms of the shareholder rights plan

This summary is qualified in its entirety by reference to the text of the shareholder rights plan agreement entered into on March 1, 2018, between Boralex Inc. (the “**Corporation**”) and Computershare Investor Services Inc., as amended from time to time in accordance with its terms (the “**Rights Plan**”), a copy of which is available on SEDAR at www.sedar.com. The Rights Plan became effective on March 1, 2018 (the “**Effective Time**”) and must be ratified by the shareholders of the Corporation within six months of its adoption. Capitalized terms used in this summary without express definition have the meanings ascribed thereto in the Rights Plan.

Issue of Rights

The Corporation issued one right (a “**Right**”) in respect of each Class A common share (the “**Shares**”) outstanding at the close of business on the Business Day immediately preceding the Effective Time (the “**Record Time**”). The Corporation will issue Rights on the same basis for each Share issued after the Record Time but prior to the earlier of the Separation Time (as defined below) and the Expiration Time (as defined below).

Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by the registered ownership of the Shares (whether or not evidenced by a certificate representing such Shares) and the Rights will not be transferable separate from the Shares. From and after the Separation Time, the Rights will be evidenced by separate Rights Certificates which will be transferable separate from and independent of the Shares.

Exercise of Rights

Rights are not exercisable before the Separation Time. After the Separation Time and before the Expiration Time, each Right entitles the holder (other than holders described below) to acquire that number of Shares having an aggregate Market Price on the date of the occurrence of the Flip-in Event (as defined below) equal to twice the Exercise Price for an amount in cash equal to the Exercise Price (subject to certain anti-dilution adjustments). Effectively, this means that a shareholder of the Corporation, other than an Acquiring Person (as defined below) and certain persons related to such Acquiring Person as further described in the Rights Plan, can acquire additional Shares from treasury at half their Market Price after the Separation Time.

Definition of “Acquiring Person”

Subject to certain exceptions, an Acquiring Person is a person who is the Beneficial Owner (as defined below) of 20% or more of the outstanding Shares.

Definition of “Beneficial Ownership”

Under the Rights Plan, a person shall be deemed the “Beneficial Owner” of, and to have “Beneficial Ownership” of, and to “Beneficially Own”:

1. any securities of which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person is the owner in law or equity;
2. any securities as to which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person has the right to acquire upon the exercise of any Convertible Securities or pursuant to any agreement, arrangement or understanding, in each case if such right is exercisable immediately or within a period of 60 days thereafter; and
3. any securities which are subject to a lock-up or similar agreement to tender or deposit them into any Take-over Bid (as defined in the Rights Plan) made by such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person.

However, a person is not deemed the “Beneficial Owner” of, or to have “Beneficial Ownership” of, or to “Beneficially Own” securities under the Rights Plan where:

1. such securities have been deposited or tendered pursuant to a Take-over Bid, unless those securities have been taken up or paid for;
2. the holders of such securities have agreed to deposit or tender such securities to a Take-over Bid pursuant to a Permitted Lock-Up Agreement (as defined below);
3. such person is an investment fund or mutual fund manager, a trust company, a statutory body established to manage funds of public bodies, an agent of the Crown for the management of public assets, a pension fund or a pension fund administrator or trustee, as long as such person is not making a Take-over Bid or acting jointly or in concert with a person who is making a Take-over Bid, the whole as more fully described in the Rights Plan and subject to certain exceptions set forth therein; or
4. such person is a registered holder of securities as a result of carrying on the business of or acting as a nominee of a securities depository.

Definition of "Separation Time"

Separation Time occurs on the tenth trading day after the earlier of the following dates, or such later date as may be determined by the Board of Directors:

1. the first date of public announcement of facts indicating that a person has become an Acquiring Person;
2. the date of the commencement or announcement of the intent of a person to commence a Take-over Bid (other than a Permitted Bid or Competing Permitted Bid (as such terms are defined below)) or such later date as determined by the Board of Directors; and
3. the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; or such later date as determined by the Board of Directors.

Definition of "Expiration Time"

Provided that the Rights Plan is ratified by the requisite majority of Independent Shareholders of the Corporation at the Meeting or any adjournment or postponement thereof, Expiration Time occurs on the date being the earlier of:

1. the time at which the right to exercise Rights is terminated under the terms of the Rights Plan; and
2. the close of business on the date the Rights Plan is first terminated in accordance with its terms and conditions (see "Term of the Rights Plan" below).

Definition of a "Flip-in Event"

A Flip-in Event occurs when a person becomes an Acquiring Person. Upon the occurrence of a Flip-in Event, any Rights that are beneficially owned by an Acquiring Person or by certain persons related to the Acquiring Person or by persons to whom the Acquiring Person has transferred its Rights will become null and void as a result of which the Acquiring Person's investment in the Corporation would be greatly diluted if a substantial portion of the Rights are exercised after a Flip-in Event occurs.

Definition of "Permitted Bid"

A Permitted Bid is a Take-over Bid made by an Offeror (as defined in the Rights Plan) pursuant to a Take-over Bid circular that complies with the following conditions:

1. the Take-over Bid is made to all registered holders of Shares (other than Shares held by the Offeror);
2. the Take-over Bid must contain the following irrevocable and unqualified conditions:
 - (a) no Shares shall be taken up or paid for:
 - (i) prior to the close of business on a date which is not less than 105 days following the date of the bid, or such shorter minimum period as determined in accordance with section 2.28.2 or section 2.28.3 of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* ("NI 62-104") for which a Take-over Bid (that is not exempt from any of the requirements of Division 5 (Bid Mechanics) of NI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to NI 62-104; and
 - (ii) (b) unless, at the close of business on the date Shares are first taken up or paid for under such bid, more than 50% of the then outstanding Shares held by Independent Shareholders shall have been tendered or deposited pursuant to the bid and not withdrawn;
3. unless the Take-over Bid is withdrawn, Shares may be tendered or deposited at any time during the period which applies pursuant to the clause summarized in 2(i)a) above, and any Shares tendered or deposited pursuant to the take-over bid may be withdrawn until taken up and paid for; and
4. if the condition summarized in 2(i)(b) above is satisfied, the Offeror may announce publicly the extension of the Take-over Bid for a period of not less than ten days from the date of such public announcement.

Definition of "Competing Permitted Bid"

The Rights Plan allows a competing Permitted Bid (a "Competing Permitted Bid") to be made while a Permitted Bid is in existence. A Competing Bid must satisfy all the requirements of a Permitted Bid other than the requirement that no Shares shall be taken up and paid for prior to the close of business on a date which is not less than 105 days following the date of the Permitted Bid. The Competing Permitted Bid shall also contain an irrevocable and unqualified condition that no Shares shall be taken up or paid for pursuant to the take-over bid prior to the close of business on the last day of the minimum initial deposit period and that such take-over bid must remain open for deposits of securities thereunder pursuant to NI 62-104 after the date of the take-over bid constituting the Competing Bid.

Definition of "Permitted Lock-Up Agreement"

A Permitted Lock-Up Agreement is an agreement between a person making a Take-over Bid (the "Lock-up Bid") and one or more holders (each a "Locked-up Person") of Shares pursuant to which such Locked-up Persons agree to deposit or tender Shares to the Lock-up Bid and where the agreement:

1. (a) permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each Share that exceeds, or provides a value for each Share that is greater than, the offering price or value represented by or proposed to be represented by the Lock-up Bid; or
(b) permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each

Share that exceeds, or provides a value for each Share that is greater than, the offering price or value, by at least 7%, of the offering price or value that is represented by the Lock-up Bid; and

2. permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) if the number of Shares to be purchased under such other Take-over Bid or transaction exceeds the number of Shares offered to be purchased under the Lock-up Bid by as much or more than a specified number of Shares not greater than 7% of the number of Shares offered to be purchased under the Lock-up Bid, at an offering price for each Share that is not less than, or provides a value for each Share that is not less than, the offering price or value represented by the Lock-up Bid; and
3. provides for no "break-up" fees, "top-up" fees, penalties, payments, expenses or other amounts that exceed in the aggregate the greater of: (i) the cash equivalent of 2.5% of the price or value payable under the Lock-up Bid to the Locked-up Person, and (ii) 50% of the amount by which the price or value payable under another Take-over Bid or another transaction to a Locked-up Person exceeds the price or value of the consideration that such Locked-up Person would have received under the Lock-up Bid, to be payable, directly or indirectly, by such Locked-up Person pursuant to the agreement if any Locked-up Person fails to tender Shares pursuant thereto or withdraws Shares previously tendered thereto in order to tender such Shares to another Take-over Bid or support another transaction.

Fiduciary Duties of Directors

The Rights Plan will not detract from or lessen duties of the Board of Directors, including the duty to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders. The Board will continue to have the duty and power to take such actions and make such recommendations to the Corporation's shareholders as are considered appropriate.

Redemption of Rights

The Rights may be redeemed by the Board at its option with the prior approval of the shareholders at any time before a Flip-in Event occurs at a redemption price of \$0.000001 per Right. In addition, the Rights will be redeemed automatically in the event of a successful Permitted Bid, Competing Permitted Bid or a bid for which the Board has waived, in accordance with the provisions of the Rights Plan, the operation of the Rights Plan.

Waiver

Before a Flip-in Event occurs, the Board may waive the application of the "Flip-in" provisions of the Rights Plan to any prospective Flip-in Event which would occur by reason of a Take-over Bid made by a Take-over Bid circular to all registered holders of Shares. However, if the Board waives the Rights Plan with respect to a particular bid, it will be deemed to have waived the Rights Plan with respect to any other Take-over Bid made by Take-over Bid circular to all registered holders of Shares before the expiry of that first bid.

The Board may also waive the "Flip-in" provisions of the Rights Plan in respect of any Flip-in Event provided that the Board has determined that the Acquiring Person became an Acquiring Person through inadvertence and on the condition that such Acquiring Person reduces its ownership to such a level that it is no longer an Acquiring Person.

Other waivers of the "Flip-in" provisions of the Rights Plan will require prior approval of the shareholders of the Corporation.

Term of the Rights Plan

Provided that the Rights Plan is ratified by the requisite majority of Independent Shareholders of the Corporation at the Meeting or any adjournment or postponement thereof, the Rights Plan will be in effect until the date of the Corporation's annual meeting of shareholders to be held in 2021, unless terminated earlier in accordance with the Rights Plan.

The Rights Plan must be reconfirmed by a resolution passed by the requisite majority of the votes cast by Independent Shareholders at the annual meeting of shareholders of the Corporation to be held in 2021 and at every third annual meeting of shareholders of the Corporation thereafter. If the Rights Plan is not so reconfirmed or is not presented for reconfirmation at such annual meeting, the Rights Plan and all outstanding Rights shall terminate and be void and of no further force and effect on and from the date of termination of such annual meeting.

Amending Power

Except for minor amendments to correct clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change in any applicable legislation or regulations or rules thereunder, consent of shareholders is required for amendments to the Rights Plan before the Separation Time and consent of the holders of Rights is required for amendments to the Rights Plan after the Separation Time and before the Expiration Time.

Rights Agent

Computershare Investor Services Inc.

Rightholder not a Shareholder

Until a Right is exercised, the holder thereof as such will have no rights as a shareholder of the Corporation.

Schedule C – Advance Notice By-law Resolution

“BE IT RESOLVED:

1. That the Advance Notice By-law adopted by the Board of Directors of the Corporation, the full text of which is reproduced in Schedule D to the Management Proxy Circular dated March 12, 2018, be and it is hereby approved, ratified and confirmed.
2. THAT the Corporation hereby allow any director or officer to take all steps that may be necessary or desirable for the purpose of giving effect to this resolution.

Schedule D - Advance Notice By-law

BORALEX INC.

A By-law Relating to the Advance Nominations of Directors of the Corporation

Section 1.1 Introduction.

The purpose of this by-law of Boralex Inc. (the "**Corporation**") is to provide shareholders, directors and management of the Corporation with guidance on the nomination of directors. This by-law establishes the deadline by which shareholders of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form.

It is the belief of the Corporation and the board of directors of the Corporation that this by-law is in the best interests of the Corporation. This by-law will be subject to periodic review and, subject to the Act, will reflect changes as required by securities regulatory or stock exchanges requirements and, at the discretion of the board of directors, amendments necessary to meet evolving industry standards.

Section 1.2 Definitions.

As used in this by-law, the following terms have the following meanings:

"**Act**" means the *Canada Business Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.

"**Applicable Securities Laws**" means the applicable securities legislation of each relevant province of Canada, as amended from time to time, the written rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each province of Canada.

"**Board**" means the board of directors of the Corporation.

"**Corporation**" means Boralex Inc.

"**person**" means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.

"**public announcement**" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com, or any system that is a replacement or successor thereto.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

Section 1.3 Nomination Procedures.

Subject only to the Act, Applicable Securities Laws and the articles of the Corporation, only persons who are nominated in accordance with the procedures set out in this by-law shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at a special meeting of shareholders if the election of directors is a matter specified in the notice of meeting:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act, or a requisition of a shareholders meeting by one or more of the shareholders made in accordance with the provisions of the Act; or
- (c) by any person (a "**Nominating Shareholder**") who:
 - (i) at the close of business on the date of the giving of the notice provided for below in this by-law and on the record date for notice of such meeting, is entered in the securities register of the Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and
 - (ii) complies with the notice procedures set forth below in this by-law.

Section 1.4 Nominations for Election.

For the avoidance of doubt, the procedures set forth in this by-law shall be the exclusive means for any person to bring nominations for election to the Board before any annual or special meeting of shareholders of the Corporation.

Section 1.5 Timely Notice.

In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the corporate secretary of the Corporation in accordance with this by-law.

Section 1.6 Manner of Timely Notice.

To be timely, a Nominating Shareholder's notice to the corporate secretary of the Corporation must be made:

- (a) in the case of an annual meeting of shareholders (including an annual and special meeting), not less than thirty (30) days prior to the date of the meeting, provided, however, that in the event that the meeting is to be held on a date that is less than fifty (50) days after the date (the "Notice Date") on which the first public announcement of the date of the meeting was made, notice by the Nominating Shareholder shall be made not later than the close of business on the tenth (10th) day following the Notice Date;
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not also called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the meeting was made;

provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting described in 1.6(a) or (b) above, and the Notice Date in respect of the meeting is not less than fifty (50) days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the fortieth (40th) day before the applicable meeting (but in any event, not prior to the Notice Date); provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the 10th day following the Notice Date and, in the case of a special meeting of shareholders, not later than the close of business on the 15th day following the Notice Date.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of a timely notice under this Section 1.6.

Section 1.7 Proper Form of Notice.

To be in proper written form, a Nominating Shareholder's notice to the corporate secretary of the Corporation must be in writing and must set forth or be accompanied by, as applicable:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (each a "Proposed Nominee"):
 - (i) the name, age, business address and residential address of the Proposed Nominee;
 - (ii) the principal occupation, business or employment of the Proposed Nominee, both present and for the five years preceding the notice;
 - (iii) whether the Proposed Nominee is a resident Canadian within the meaning of the Act;
 - (iv) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by the Proposed Nominee, as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (v) a description of any relationship, agreement, arrangement or understanding (including financial, compensatory or indemnity related or otherwise) between the Nominating Shareholder and the Proposed Nominee, or any Affiliates or Associates of, or any person or entity acting jointly or in concert with the Nominating Shareholder or the Proposed Nominee, in connection with the Proposed Nominee's nomination and election as director;
 - (vi) whether the Proposed Nominee is party to any existing or proposed relationship, agreement, arrangement or understanding with any competitor of the Corporation or its Affiliates or any other third party which may give rise to a real or perceived conflict of interest between the interests of the Corporation and the interests of the Proposed Nominee; and
 - (vii) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissenting shareholder's proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or any Applicable Securities Laws;

(b) as to each Nominating Shareholder:

- (i) the name, business and, if applicable, residential address of such Nominating Shareholder;
- (ii) the number of securities of each class of voting securities of the Corporation or any of its subsidiaries beneficially owned, or controlled or directed, directly or indirectly, by such Nominating Shareholder or any other person with whom such Nominating Shareholder is acting jointly or in concert with respect to the Corporation or any of its securities, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
- (iii) the interests in, or rights or obligations associated with, any agreement, arrangement or understanding, the purpose or effect of which may be to alter, directly or indirectly, such Nominating Shareholder's economic interest in a security of the Corporation or such Nominating Shareholder's economic exposure to the Corporation;
- (iv) full particulars regarding any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder, or any of its Affiliates or Associates, has any interests, rights or obligations relating to the voting of any securities of the Corporation or the nomination of directors to the Board; and
- (v) any other information relating to such Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or any Applicable Securities Laws; and

(c) a written consent duly signed by each Proposed Nominee to being named as a nominee for election to the Board and to serve as a director of the Corporation, if elected.

Reference to "Nominating Shareholder" in this Section 1.7 shall be deemed to refer to each shareholder that nominates or seeks to nominate a person for election as director in the case of a nomination proposal where more than one shareholder is involved in making the nomination proposal.

Section 1.8 Notice to be Updated.

To be considered timely and in proper form, a Nominating Shareholder's notice shall be promptly updated and supplemented if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

Section 1.9 Power of the Chair.

The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this by-law and, if any proposed nomination is not in compliance with this by-law, to declare that such defective nomination shall be disregarded.

Section 1.10 Delivery of Notice.

Notwithstanding any other provision of this by-law, notice given to the corporate secretary of the Corporation pursuant to this by-law may only be given by personal delivery or facsimile transmission, and shall be deemed to have been given and made only at the time it is served by personal delivery or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received) to the corporate secretary of the Corporation, at the address of the principal executive offices of the Corporation, provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Montreal time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

Section 1.11 Board of Directors Discretion.

Notwithstanding the foregoing, the board of directors may, in its sole discretion, waive any requirement in this by-law.

Section 1.12 Effective Date.

This by-law takes effect on March 1, 2018.

Schedule E - Board's Written Mandate

The Board has clearly defined its role and the role of management. The Board's role is to monitor, control and evaluate the management of the business and affairs of the Corporation, in the best interests of Boralex and its shareholders. Management's role is to manage the Corporation's day-to-day activities in order to attain this objective. Management is responsible for preparing and implementing the Corporation's strategic plan, which, however, must first be submitted to the Board for approval.

The Board approves all matters expressly within its jurisdiction hereunder, under the *Canada Business Corporations Act* and any other applicable law, as well as under the Articles and By-laws of the Corporation. The Board may, if permitted by applicable laws, delegate some of its powers to the committees of the Board. Recommendations made by the committees of the Board are generally subject to Board approval.

As part of its stewardship responsibility, the Board advises management on important business matters and has the following responsibilities:

A. Strategy

- Adopt a strategic planning process; approve and review, at least annually, a strategic plan that takes into account, among other things, the opportunities and risks of the business, and monitor the implementation of such plan by management.

B. Financial matters, risk management and internal controls

- Ensure the implementation of appropriate risk assessment systems to identify and manage the principal risks of the Corporation's business;
- Ensure the integrity of the Corporation's internal accounting controls and management information systems;
- Adopt a disclosure policy and regularly review such policy;
- Establish a process for receiving comments from shareholders and other stakeholders of Boralex;
- Approve annual operating and capital budgets, the issuance of securities and any material transactions outside the course of normal business, including i) any acquisition or sale of assets or businesses whose price exceeds \$10 million, ii) any unbudgeted acquisition of tangible assets exceeding \$5 million, iii) any form of debt exceeding \$10 million, and iv) any transaction with a related party;
- Approve annual and interim consolidated financial statements and related reports, including any other documents relating to continuous disclosure required under Canadian Corporate Governance Standards.

C. Human resources and succession planning

- Appoint, evaluate and fix the compensation and conditions of employment of the Corporation's officers taking into consideration the Board's expectations and objectives;
- Ensure Boralex has a process in place that provides for the training, development and retention of corporate officers (succession plan).

D. Governance matters

- Monitor the size and composition of the Board and its committees to favour effective decision-making;
- Approve the Board nominees for election by shareholders and fill Board vacancies;
- Ensure, to the extent possible, that the Chief Executive Officer and other executive officers are ethical and create a culture of integrity within Boralex;
- Develop a vision for governance by adopting, among other things, a set of principles and guidelines on governance, and reviewing, as required, the Corporation's Governance Manual;
- Propose an orientation program for new directors to the Board and offer continuing education for all directors in accordance with the Governance Manual;
- Describe the Board's expectations and the responsibilities of each director with respect to attendance at Board meetings as well as the time and energy to be devoted to them;
- Ensure regular assessment of the performance and effectiveness of the Board, its committees and individual directors, and fix their compensation;
- Take all reasonable steps to ensure the highest level of ethics, including reviewing the Code of Ethics applicable to the directors, officers, staff and consultants of the Corporation, monitor compliance with such Code, approve any waiver of compliance with the Code for directors and officers, and ensure appropriate disclosure of any such waiver.

E. Environment, health and safety

- Monitor and review, as the case may be, the Corporation's environmental and health and safety policies and practices.

Board members are expected to act honestly, in good faith and in the best interests of the Corporation in performing their duties and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board may, from time to time, hire independent advisors and experts to help it perform its duties.

Once a year, the Board reviews the adequacy of its mandate.

Schedule F – Description of the responsibilities of the chairs of Board committees

The primary role of each committee chair is to take all reasonable steps to ensure the committee fully executes its mandate.

The responsibilities of the committee chair include the following:

A. Leadership and effectiveness of the committee

- Take all reasonable steps to ensure the committee works as a cohesive group and exercise the necessary leadership in this regard;
- Take all reasonable steps to ensure that the resources available to the committee are adequate to support its work;

B. Management

- Preside over committee meetings;
- Set the agenda of committee meetings, in consultation with the Corporate Secretary;
- Adopt procedures allowing the committee to conduct its work effectively and efficiently;
- Take all reasonable steps to ensure that the conduct of committee meetings encourages discussion and provides sufficient time for serious, in-depth discussion of the business under consideration;
- Ensure the committee fully exercises its responsibilities.

Schedule G – Description of the responsibilities of the Chair of the Board

The Board Chair is a director appointed by the Board. The primary role of the Board Chair is to take all reasonable steps to ensure the Board effectively fulfills its responsibilities and clearly understands and respects the boundaries between Board and management responsibilities.

The responsibilities of the Board Chair include the following:

A. Board leadership and effectiveness

- Take reasonable steps to ensure the Board works as a cohesive group and exercise the necessary leadership in this regard;
- Take reasonable steps to ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

B. Management

- Preside over Board and shareholder meetings;
- Set the agenda of Board meetings in consultation with the President and Chief Executive Officer and the Corporate Secretary;
- Regularly review with the Nominating and Corporate Governance Committee the size and composition of the Board and its committees to favour effective decision-making;
- Recommend committee chairs to the Board, in consultation with the Nominating and Corporate Governance Committee;
- Take all reasonable steps to ensure that sufficient time is allotted at Board meetings for serious, in-depth discussion of the business under consideration;
- Adopt procedures allowing the Board to conduct its work effectively and efficiently.

C. Communication

- Ensure a constructive relationship between the Board and management by working closely with the President and Chief Executive Officer and the Corporate Secretary to take all reasonable steps to foster a healthy governance culture;
- In consultation with the Nominating and Corporate Governance Committee, develop a skills matrix for Board membership.

Schedule H – Description of the responsibilities of the President and Chief Executive Officer

The President and Chief Executive Officer is responsible for the direction and management of Boralex in accordance with its by-laws and policies. The President and Chief Executive Officer takes on all responsibilities entrusted to him or her by the Board and represents Boralex to its shareholders, its employees and the public.

The responsibilities of the President and Chief Executive Officer include the following:

A. Management and leadership

- Manage the business and internal affairs of Boralex;
- Demonstrate leadership and vision in managing Boralex, particularly as regards establishing and implementing Boralex's values, mission, strategic priorities and organizational structure;
- Assume responsibility for the recruitment, compensation, performance assessment, leadership development and succession planning of management resources, subject to the approval of the Board when senior management is involved;
- Ensure compliance with Boralex's legal, accounting, ethics, environmental, health and safety policies and, with the Corporate Secretary, ensure that Boralex fully complies with applicable laws and regulations;
- Foster a corporate culture that promotes ethical practices, integrity and a sense of social responsibility.

B. Strategy

- Ensure effective utilization of Boralex's resources to further its strategic objectives.

C. Communication

- Serve as Boralex's key spokesperson by communicating effectively with all stakeholders and ensure that information communicated to the public accurately describes Boralex's position.



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