

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

The chair of the Board of Directors (the “Chair of the Board”) is responsible for (i) the management and operation of the Board of Directors (the “Board”), and (ii) the relations between the Board, the shareholders and other interested parties. He must ensure that the Board performs the tasks related to its mandate in an efficient manner and that directors clearly understand and respect the limits between the Board’s responsibilities and that of the Management of the Corporation.

RESPONSIBILITIES

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

A. With respect to the Board and Board meetings:

1. provide leadership to directors in discharging their mandate as set out in the Charter of the Board;
2. coordinate with the President and Chief Executive Officer to ensure the delivery of information to the Board on a timely basis to keep the directors fully apprised at all times of all matters which are material to the Corporation;
3. in consultation with the Corporate Secretary of the Corporation, schedule Board meetings and set the agenda;
4. chair all Board meetings;
5. ensure that the Board meets as many times as necessary in order for the Board to carry out its duties and responsibilities in an efficient manner;
6. ensure that independent directors meet after each regular meeting under the chairmanship of the Chair of the Board without the Corporation’s Management team being present, and that they have the opportunity to meet on occasion to discuss issues of interest, independently of all influence from the Corporation’s officers;
7. monitor the adequacy of materials provided to the directors by Management and their delivery in advance of meetings to ensure that the directors have sufficient time to review them;
8. adopt procedures to ensure that the Board deliberates efficiently;

9. ensure that the Board meetings promote discussion and that sufficient time is provided to efficiently study and discuss the items on the agenda;
10. ensure that the expectations of the Board in respect of the Corporation, as well as the expectations of the Management of the Corporation and the shareholders regarding the Board are clearly expressed, understood and respected;
11. ensure that the Board has the opportunity to appoint external consultants and has all adequate resources (particularly recent and relevant information);
12. once all potential candidates for the position of director are identified, communicate with them to assess their interest in joining the Board;
13. ensure that Board receive sufficient and appropriate information about the business carried on by the Corporation and the Corporation itself;
14. ensure that a periodical assessment process is implemented regarding the efficiency of the directors, of the Board and of its standing committees, in cooperation with the Corporate Governance Committee; and
15. inform the Board of any material violation of the Code of Conduct by a director or a member of the management team;
16. in consultation with the chairs of the committees, schedule committee meetings and set the agenda;
17. where responsibilities are delegated to committees or to directors, ensure that such responsibilities are assumed completely and that the results of such activities are conveyed to the Board; and
18. ensure an organized follow-up of the decisions made by the Board and their implementation.

B. With respect to shareholders and shareholders' meetings

1. in consultation with the Corporate Secretary of the Corporation, schedule shareholders' meetings and set the agenda;
2. monitor the adequacy of materials provided to the shareholders by Management and their delivery in conformity with applicable laws; and
3. chair all annual and special shareholders' meetings.