INTELLIGENT ENERGY FOR A GREENER PLANET

Third-Quarter Report

Quarterly Report for the
period ended September 30, 2018

NORTHLAND
POWER

Management's Discussion and Analysis
of Northland Power's Financial Position and Operating Results

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SECTION 1: OVERVIEW

Introduction

The purpose of this Management's Discussion and Analysis ("**MD&A**") is to explain the financial results and to assist the reader in understanding the nature and importance of changes and trends as well as the risks and uncertainties that may affect the operating results and financial position of Northland Power Inc. ("**Northland**" or the "**Company**"). This MD&A should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2018 and 2017, as well as its audited consolidated financial statements for the years ended December 31, 2017 and 2016 ("**2017 Annual Report**") and Northland's most recent Annual Information Form dated February 22, 2018 ("**2017 AIF**"). This material is available on SEDAR at www.sedar.com and on Northland's website at www.northlandpower.com.

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on November 6, 2018; actual results may differ materially. Northland's audit committee reviewed this MD&A and the associated unaudited interim condensed consolidated financial statements and notes, and its Board of Directors approved these documents prior to their release.

All dollar amounts set out herein are in thousands of Canadian dollars, unless otherwise stated.

Forward-Looking Statements

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on November 6, 2018; actual results may differ materially. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans. Readers are cautioned that such statements may not be appropriate for other purposes. Northland's actual results could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur. Forward-looking statements are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects," "anticipates," "plans," "predicts," "believes," "estimates," "intends," "targets," "projects," "forecasts" or negative versions thereof and other similar expressions or future or conditional verbs such as "may," "will," "should," "would" and "could." These statements may include, without limitation, statements regarding future adjusted EBITDA, free cash flow, dividend payments and dividend payout ratios; the construction, completion, attainment of commercial operations, cost and output of development projects; litigation claims; plans for raising capital; and the future operations, business, financial condition, financial results, priorities, ongoing objectives, strategies and outlook of Northland and its subsidiaries. These statements are based upon certain material factors or assumptions that were applied in developing the forward-looking statements, including the design specifications of development projects, the provisions of contracts to which Northland or a subsidiary is a party, management's current plans and its perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Forward-looking statements are subject to numerous risks and uncertainties, which include, but are not limited to, contract, contract counterparties, operating performance, variability of renewable resources and climate change, offshore wind concentration risk, market power prices, fuel supply, transportation and price, operations and maintenance, permitting, construction, development prospects and advanced stage development projects, financing, interest rates, refinancing, liquidity, credit rating, currency fluctuations, variability of cash flows and potential impact on dividends, taxes, natural events, environmental, health and safety, government regulations and policy, international activities, relationship with stakeholders, reliance on information technology, reliance on third parties, labour relations, insurance, co-ownership, bribery and corruption, legal contingencies, and the other factors described in the 2017 Annual Report and the 2017 AIF. Other than as specifically required by law, Northland undertakes no obligation to update any forward-looking statements to reflect events or circumstances after such date or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Non-IFRS Financial Measures

This MD&A and Northland's press releases include references to the Company's adjusted earnings before interest, income taxes, depreciation and amortization ("**adjusted EBITDA**"), free cash flow and applicable payout ratio and per share amounts, measures not prescribed by International Financial Reporting Standards (**IFRS**), and therefore do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other companies. These measures should not be considered alternatives to net income (loss), cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. Rather, these measures are provided to complement IFRS measures in the analysis of Northland's results of operations from management's perspective. Management believes that adjusted EBITDA, free cash flow and applicable payout ratio and per share amounts are widely accepted financial indicators used by investors and securities analysts to assess the performance of a company, including its ability to generate cash through operations. For reconciliations of these non-IFRS measures to their nearest IFRS measure, refer to *SECTION 4.4 Adjusted EBITDA* for a reconciliation of consolidated net income (loss) under IFRS to reported adjusted EBITDA and *SECTION 4.5 Free Cash Flow* for a reconciliation of cash provided by operating activities under IFRS to reported free cash flow.

The following describes the non-IFRS measures used by management in evaluating Northland's financial performance.

Adjusted EBITDA

Adjusted EBITDA is calculated as net income (loss) adjusted for the provision for (recovery of) income taxes, depreciation of property, plant and equipment, amortization of contracts and other intangible assets, net finance costs, interest income from Gemini, fair value (gain) loss on derivative contracts, unrealized foreign exchange (gain) loss, (gain) loss on sale of development assets, elimination of non-controlling interests (excluding management and incentive fees to Northland), finance lease and equity accounting, and other adjustments as appropriate. For clarity, Northland's adjusted EBITDA reflects a reduction for its share of general and administrative costs during development and construction that do not qualify for capitalization. Management believes adjusted EBITDA is a meaningful measure of Northland's operating performance because it excludes certain items included in the calculation of net income (loss) that may not be appropriate determinants of long-term operating performance.

Free Cash Flow

Free cash flow represents the cash generated from the business that management believes is representative of cash available to pay dividends while preserving long-term value of the business. Free cash flow is calculated as cash provided by operating activities adjusted for short-term changes in operating working capital; non-expansionary capital expenditures; interest incurred on outstanding debt; scheduled principal repayments; major maintenance and debt reserves; exclusion of pre-completion revenue and operating costs for projects under construction; interest income from Northland's subordinated loan to Gemini; proceeds from government grants; non-controlling interests; preferred share dividends; net proceeds from sale of development assets and other adjustments as appropriate. For clarity, Northland's free cash flow reflects a reduction for expenditures on development activities until an advanced project qualifies for capitalizing development expenditures. Free cash flow from foreign operations is translated to Canadian dollars at the exchange rate Northland realizes on cash distributions. Management believes free cash flow is a meaningful measure of Northland's ability to generate cash flow after all on-going obligations (except common and class A share dividends) in order to invest in growth initiatives and fund dividend payments.

The free cash flow payout ratio indicates the proportion of free cash flow paid as dividends, whether in cash or in shares under Northland's dividend re-investment plan (**DRIP**). The net payout ratio indicates the proportion of free cash flow paid as cash dividends (not reinvested). The payout ratio generally reflects Northland's ability to fund expansionary capital expenditures and sustain dividends.

Northland's debt and equity for a project are generally funded and/or committed at the beginning of construction, but it may be several years before the project starts to generate cash flow. As a result, from time to time, Northland may have a temporarily higher payout ratio than it would if the future free cash flow from projects under construction were reflected in the calculation. This factor may decrease the comparability of Northland's payout ratio to that of industry peers.

SECTION 2: NORTHLAND'S BUSINESS AND OPERATING FACILITIES

As of September 30, 2018, Northland owns or has a net economic interest of 2,014 megawatts (**MW**) in power-producing facilities with a total operating capacity of approximately 2,429 MW. Northland's operating facilities produce electricity from renewable resources and natural gas for sale primarily under long-term power purchase agreements (**PPA**) or other revenue arrangements with creditworthy customers in order to provide stable long-term cash flow.

Northland's MD&A and unaudited interim condensed consolidated financial statements include the results of its operating facilities, the most significant of which are presented below:

	Completion date	Geographic region (1)	Economic interest (2)	Gross Production Capacity (MW)	Net Production Capacity (MW)
Offshore Wind					
Gemini	April 2017	The Netherlands	60%	600	360
Nordsee One	December 2017	Germany	85%	332	282
Thermal					
Iroquois Falls	January 1997	Ontario	100%	120	120
Kingston	February 1997	Ontario	100%	110	110
Kirkland Lake (3)	August 1993	Ontario	77%	132	102
North Battleford	June 2013	Saskatchewan	100%	260	260
Spy Hill	October 2011	Saskatchewan	100%	86	86
Thorold	April 2010	Ontario	100%	265	265
On-shore Renewables					
Cochrane Solar	October 2015	Ontario	63%	40	25
Grand Bend	April 2016	Ontario	50%	100	50
Jardin	November 2009	Québec	100%	133	133
McLean's	May 2014	Ontario	50%	60	30
Mont Louis	September 2011	Québec	100%	101	101
Solar	September 2014	Ontario	100%	90	90
Total				**2,429**	**2,014**

(1) Thermal and on-shore renewables facilities are located in Canada.

(2) As at September 30, 2018, Northland's economic interest was unchanged from December 31, 2017, with the exception of the sale of its 77% economic interest in Cochrane Power Corporation ("Cochrane"), which ceased operations in 2015 and the sale of a wholly-owned subsidiary entitled to management fees from a 28 MW biomass-fired power facility located in Chapais, Québec. Refer to Operating Facilities' Results section for additional information.

(3) Northland indirectly controls 100% of the voting interest of Kirkland Lake, while third-parties have non-voting ownership interests. Northland's effective net economic interest in Kirkland Lake is approximately 77%.

As of September 30, 2018, Northland had 269 MW of generating capacity under construction, representing the Deutsche Bucht offshore wind project ("**Deutsche Bucht**" or "**DeBu**"). Furthermore, Northland has a portfolio of projects in various stages of development in Europe, North America and Asia.

Refer to the 2017 AIF for additional information on Northland's operating facilities and projects under construction.

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SECTION 3: CONSOLIDATED HIGHLIGHTS

3.1 Significant Events

Significant events during the first nine months of 2018 and through the date of this MD&A are described below.

Deutsche Bucht Offshore Wind Project Update

The Deutsche Bucht offshore wind project is progressing according to schedule and on budget. In July 2018, the previously announced demonstrator project reached financial close. Under the demonstrator project, two additional wind turbines using 'mono bucket foundations' will contribute an additional 17 MW of capacity to the base 252 MW project for a total of 269 MW and result in total project costs of approximately €1.4 billion (CAD $2.0 billion). Deutsche Bucht will be the first offshore wind farm worldwide to fabricate and install this type of foundation under commercial operating conditions. Offshore installation of the foundations commenced in September 2018 with the remaining structures, including the mono bucket foundations, scheduled to be installed by mid-2019. Project completion is expected by the end of 2019. Refer to *SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES* for additional information.

Hai Long Offshore Wind Projects Update

During the second quarter of 2018, Northland and its 40% partner, Yushan Energy, were allocated a total of 1,044 MW (626 MW net to Northland) by the Bureau of Energy of Taiwan under a Feed-in-Tariff ("**FIT**") program and an offshore wind auction program. The combined allocations are significant milestones since they advance the projects' ability to execute 20-year power purchase agreements, subject to permitting and financial close. Northland and Yushan Energy have economic interests in the Hai Long projects of 60% and 40%, respectively. Refer to *SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES* for additional information.

New Corporate Credit Facility

In June 2018, Northland entered into a new $1.25 billion corporate credit facility with a syndicate of financial institutions. The new credit facility consists of a $1.0 billion revolving facility and $250 million term loan, and replaces Northland's previous $700 million syndicated credit facility (which comprised a $450 million revolving facility and $250 million term loan).

The revolving facility will be used to fund development opportunities and acquisitions, provide letters of credit to secure obligations that would otherwise be funded in cash, and for general corporate purposes including working capital. The term loan was used to replace the previous term loan. Refer to *SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES* for additional information.

3.2 Operating Highlights

The following table presents key IFRS and non-IFRS financial measures and operational results:

Summary of Consolidated Results

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
FINANCIALS				
Sales	**$ 350,175**	$ 295,243	**$ 1,174,724**	$ 981,645
Gross profit	**320,985**	265,006	**1,090,236**	871,691
Operating income	**149,897**	103,511	**561,583**	435,670
Net income (loss)	**93,278**	31,710	**340,257**	193,555
Adjusted EBITDA	**196,797**	160,226	**670,209**	526,501
Cash provided by operating activities	**$ 193,274**	$ 172,505	**$ 842,724**	$ 591,365
Free cash flow	**63,948**	45,288	**248,964**	186,553
Cash dividends paid to common and Class A shareholders	**40,219**	33,200	**119,458**	100,053
Total dividends declared (1)	**53,122**	47,144	**158,815**	140,913
Per Share				
Net income (loss) - basic	**$ 0.38**	$ 0.12	**$ 1.28**	$ 0.60
Free cash flow - basic	**$ 0.36**	$ 0.26	**$ 1.40**	$ 1.07
Total dividends declared (1)	**$ 0.30**	$ 0.27	**$ 0.90**	$ 0.81
ENERGY VOLUMES				
Electricity production in gigawatt hours (**GWh**) (2)	**1,777**	1,562	**5,895**	4,886

(1) Represents total dividends declared to common and class A shareholders including dividends in cash or in shares under the DRIP.

(2) Includes Gemini and Nordsee One pre-completion production volumes for the periods ended September 30, 2017. Refer to *SECTION 4.1 Operating Facilities' Results* for additional information.

SECTION 4: RESULTS OF OPERATIONS

4.1 Operating Facilities' Results

Offshore Wind Facilities

Northland's operating offshore wind facilities consist of Gemini and Nordsee One. The following table summarizes their operating results:

	Three months ended September 30,				Nine months ended September 30,			
		2018		**2017**		**2018**		**2017**
Electricity production (GWh) (1)		**636**		523		**2,339**		1,675
Sales/gross profit (2)(3)	**$**	**201,437**	$	143,010	**$**	**710,124**	$	481,102
Plant operating costs (3)		**35,544**		27,443		**110,119**		61,410
Operating income (4)		**96,526**		53,039		**388,683**		259,313
Adjusted EBITDA (4)		**110,974**		74,345		**401,160**		252,763

(1) Includes GWh both produced and attributed to paid curtailments.

(2) Offshore wind facilities do not have cost of sales, and as a result, the reported sales figure equals gross profit.

(3) For 2017, the sales/gross profit and plant operating costs include pre-completion revenue and the allocated plant operating costs for the operational wind turbines at Gemini and Nordsee One.

(4) Includes Northland's share of general and administrative costs that did not qualify for capitalization during construction of offshore wind projects.

Wind power generation harnesses renewable energy by converting kinetic energy of wind into electrical energy. Wind facilities tend to produce more electricity during the winter due to denser air and higher winds compared to the summer. Northland's operating offshore wind facilities, Gemini and Nordsee One, are located in the North Sea, off the coasts of the Netherlands and Germany, respectively.

Gemini has subsidy agreements with the Government of the Netherlands which expire in 2031. The subsidies top up the wholesale market-based revenue generated by Gemini to a fixed, contractual rate per megawatt hour (**MWh**) and are subject to an annual production ceiling (the "**Gemini Subsidy Cap**"), beyond which, production earns revenue at wholesale market rates. In addition, the top up to a fixed contractual rate is subject to a floor price, thereby exposing Gemini to market price risk when the wholesale prices fall below the contractual floor price of €44/MWh. Based on expected wind resources and resultant electricity production volumes, the Gemini Subsidy Cap and the associated earnings are expected to be achieved during the third or fourth quarter of the calendar year. For the nine months ended September 30, 2018, the average wholesale market price exceeded the contractual floor price. For the year ended December 31, 2017, the impact of the wholesale market price falling below the contractual floor price on sales was approximately €11 million or 2.8% of revenues from Gemini.

Nordsee One has a FIT subsidy with the German government which expires in 2027. The subsidy is added to the wholesale market rate, effectively generating a fixed unit price for energy sold. The subsidy compensates for certain production curtailments required by the system operator.

Gemini and Nordsee One results are affected by foreign exchange rate fluctuations. Foreign exchange rate fluctuations primarily impact net income and adjusted EBITDA. Northland has entered into foreign exchange rate swaps for a substantial portion of anticipated cash flow, thereby mitigating some of the impact of foreign exchange rate fluctuations on free cash flow.

Electricity production, including pre-completion production, during the three and nine months ended September 30, 2018, was 113 GWh (or 22%) and 664 GWh (or 40%), respectively, higher than the same periods last year primarily due to all of Nordsee One's turbines producing power in 2018, whereas the project was under construction last year, partially offset by lower wind resource compared to the same periods last year.

Gemini earned pre-completion revenue until it achieved final completion in April 2017; Nordsee One earned pre-completion revenue from the second quarter of 2017 until it achieved final completion in December 2017. For both projects, the cash generated from pre-completion revenue was used to offset construction costs until responsibility transferred on a turbine by turbine basis from the contractor to Northland. Revenues and costs were recorded in operating income and adjusted EBITDA once individual wind turbines became operational during the construction stage until final completion. For clarity, free cash flow excludes pre-completion revenue and operating costs during the construction phase.

The table below summarizes total pre-completion production and revenue and the portion recognized in sales earned by Gemini and Nordsee One. The first quarter of 2017 included pre-completion revenue in sales/gross profit from Gemini only. The second and third quarters of 2017 included pre-completion revenue in sales/gross profit from Nordsee One and a one-time cash distribution of €31 million, representing Northland's share of Gemini's net pre-completion revenue in excess of the amount required by project lenders to fund construction costs.

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Pre-completion electricity production (GWh)	—	120	—	963
Pre-completion revenue in sales/gross profit [1]	**$** —	$ 25,647	**$** —	$ 276,156
Pre-completion revenue in construction-in-progress	—	12,284	—	15,936
Total pre-completion revenue	**$** —	$ 37,931	**$** —	$ 292,092

(1) Offshore wind facilities do not have cost of sales, and as a result, the reported sales figures equal gross profit.

Sales of $201.4 million for the three months ended September 30, 2018, increased $58.4 million compared to the same quarter last year primarily as a result of all of Nordsee One's turbines producing power in 2018, whereas the project was under construction last year, as well as higher wind resource and higher wholesale market prices at Gemini compared to the same quarter last year. Sales of $710.1 million for the nine months ended September 30, 2018, increased $229.0 million compared to the same period last year primarily due to the factors described above, partially offset by the return of an alleged overpayment to Gemini by the off-taker, related to production from 2016 totaling €7.3 million (€4.4 million net to Northland), that Gemini is contesting. Foreign exchange rate fluctuations resulted in $9.6 million and $65.0 million higher revenue for the three and nine months ended September 30, 2018, respectively, compared to the same periods last year.

Plant operating costs, for the three and nine months ended September 30, 2018, increased $8.1 million and $48.7 million, respectively, compared to the same periods last year primarily as a result of full production at Nordsee One in 2018.

Operating income of $96.5 million and $388.7 million for the three and nine months ended September 30, 2018, increased $43.5 million and $129.4 million, respectively, compared to the same periods last year primarily due to higher sales partially offset by higher plant operating costs and depreciation.

Adjusted EBITDA of $111.0 million and $401.2 million for the three and nine months ended September 30, 2018, respectively, increased $36.6 million and $148.4 million compared to the same periods last year as a result of all of Nordsee One's turbines producing power in 2018, whereas the project was under construction last year, and higher production and wholesale market prices at Gemini.

Thermal Facilities

The following table summarizes the operating results and capital expenditures for the thermal facilities:

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Electricity production (GWh)	**879**	774	**2,569**	2,248
Sales (1)	**$ 96,939**	$ 100,486	**$ 298,212**	$ 337,963
Less: cost of sales	**29,190**	30,237	**84,488**	109,954
Gross profit	**67,749**	70,249	**213,724**	228,009
Plant operating costs	**11,041**	12,156	**36,043**	36,958
Operating income	**47,382**	48,144	**147,817**	161,879
Adjusted EBITDA (2)	**$ 59,229**	$ 60,150	**$ 188,356**	$ 199,620
Capital expenditures (3)	**$ 72**	$ 580	**$ 1,454**	$ 3,774

(1) Northland accounts for its Spy Hill operations as a finance lease.

(2) Includes management and incentive fees earned by Northland for services provided to Kirkland Lake.

(3) Exclude construction-related items. The majority of gas turbine maintenance is provided under long-term, fixed-price contracts and is expensed on the terms of those contracts.

Northland's thermal assets comprise baseload and dispatchable facilities. The baseload facilities generally operate at full output, with the objective of generating contracted on-peak and off-peak production volumes, and receive a fixed price for all electricity sold. Under certain baseload PPAs, the facility may operate at reduced output during off-peak periods at the request of the PPA counterparty and/or may be reimbursed for certain costs of sales by the counterparty. The majority of the generators at Kirkland Lake and on-peak production at North Battleford operate as baseload facilities.

The dispatchable facilities operate either when market conditions are economical or as requested by the PPA counterparty. These facilities receive contract payments that are largely dependent on their ability to operate according to contract parameters as opposed to maximizing production. Iroquois Falls, Thorold, Spy Hill and certain generators at Kirkland Lake operate as dispatchable facilities.

North Battleford, Thorold and Spy Hill have contractual structures that effectively allow for a flow-through of certain variable production costs, primarily the supply and transportation of natural gas, and therefore gross margins are not significantly affected by changes in volume of electricity produced or in natural gas costs.

Subsequent to the expiration of Kingston's PPA on January 31, 2017, Ontario market prices have been insufficient to run the facility. Consequently, year to date production was lower than the prior year period. Sales, although minimal, are earned as a result of Kingston selling capacity in the New York Independent System Operator capacity market. These changes to Kingston's operations resulted in lower sales compared to the prior year period. Net income, free cash flow and adjusted EBITDA were commensurately lower for the nine months ended September 30, 2018, than the same period last year since Kingston continues to incur certain fixed operating expenses. Collectively, the idling of the Kingston facility and the selling of capacity are referred to as the "**Kingston Remarketing Initiative**".

Electricity production for three months ended September 30, 2018, increased 105 GWh (or 14%) compared to the same quarter last year primarily due to higher production at Thorold resulting from favourable market conditions and higher production at North Battleford resulting from favourable operating conditions, partially offset by a maintenance outage at Kirkland Lake. Electricity production for the nine months ended September 30, 2018, increased 321 GWh (or 14%) compared to the same period last year primarily due to the factors described above, partially offset by the impact of the Kingston Remarketing Initiative and longer maintenance outages at Kirkland Lake compared to the same period last year.

Sales of $96.9 million for the three months ended September 30, 2018, decreased $3.5 million compared to the same quarter last year primarily due to lower volume of natural gas resale at Iroquois Falls due to the expiration of a natural gas contract in October 2017 and the reduced rate escalation factor from the system operator recognized in the second quarter of 2018 under the Enhanced Dispatch Contract (**EDC**) at Iroquois Falls (the "**Rate Adjustment**"). A maintenance outage and lower curtailment revenue at Kirkland Lake and lower flow-through natural gas costs at North Battleford also contributed to lower sales. These variances were partially offset by higher production at Thorold. Sales of $298.2 million for the nine months ended September 30, 2018 decreased $39.8 million compared to the same period last year primarily due to the factors described above combined with an adjustment recorded in 2018 relating to the 2017 escalation rate factor at Iroquois Falls totaling $4.1 million, the impact of the Kingston Remarketing Initiative and a longer scheduled maintenance outage at Kirkland Lake in the second quarter of 2018.

Gross profit for the three and nine months ended September 30, 2018, decreased $2.5 million and $14.3 million, respectively, compared to the same periods last year largely due to the Kingston Remarketing Initiative, the Rate Adjustment at Iroquois Falls and maintenance outages at Kirkland Lake. These unfavourable variances were partially offset by higher production at North Battleford and improved margins as a result of favourable market conditions at Thorold.

Plant operating costs for the three and nine months ended September 30, 2018, decreased $1.1 million and $0.9 million, respectively, compared to the same periods last year primarily as a result of maintenance agreement savings at Kirkland Lake and Iroquois Falls, and the impact of the Kingston Remarketing Initiative, partially offset by higher production at Thorold.

Operating income of $47.4 million and $147.8 million for the three and nine months ended September 30, 2018, respectively, decreased $0.8 million and $14.1 million compared to the same periods last year as a result of lower gross profit due to the factors described above.

Adjusted EBITDA of $59.2 million and $188.4 million for the three and nine months ended September 30, 2018, respectively, decreased $0.9 million and $11.3 million compared to the same periods last year primarily due to the factors described above.

Sale of Assets

In September 2018, Northland, through its subsidiaries, completed the sale of its indirect interest in a 28 MW biomass-fired power facility located in Chapais, Québec ("**Chapais**") for total cash proceeds of $1.9 million and a promissory note. A gain of $3.3 million is recognized in "other (income) expense" in the interim condensed consolidated statements of income (loss) as a result of the sale.

In March 2018, Northland, through its subsidiaries, completed the sale of its interest in the idled Cochrane thermal facility for total consideration of $0.8 million. A gain of $2.4 million, primarily due to the disposal of the decommissioning liability, is recognized in "other (income) expense" in the interim condensed consolidated statements of income (loss) as a result of the sale.

On-shore Renewable Facilities

The following table summarizes the operating results and capital expenditures of the on-shore renewable facilities:

	Three months ended September 30,			Nine months ended September 30,			
		2018	2017		**2018**		2017
Electricity production (GWh) (1)		**262**	264		**987**		963
On-shore wind	**$**	**20,231**	20,918	**$**	**87,659**	$	89,707
Solar		**31,568**	30,829		**78,729**		72,873
Sales/gross profit (2)		**51,799**	51,747		**166,388**		162,580
On-shore wind		**8,164**	6,462		**19,741**		18,637
Solar		**1,374**	1,714		**3,568**		3,814
Plant operating costs		**9,538**	8,176		**23,309**		22,451
Operating income		**19,332**	20,147		**74,115**		70,508
On-shore wind		**8,260**	10,429		**47,192**		48,951
Solar		**26,370**	25,590		**65,164**		60,731
Adjusted EBITDA (3)	**$**	**34,630**	$ 36,019	**$**	**112,356**	$	109,682
Capital expenditures (4)	**$**	**600**	$ 3,609	**$**	**1,105**	$	3,766

(1) Includes GWh both produced and attributed to paid curtailments.

(2) On-shore renewable facilities do not have cost of sales, and as a result, the reported sales figures equal gross profit.

(3) Represents Northland's share of adjusted EBITDA generated by the facilities.

(4) Exclude construction-related items. The majority of wind turbine maintenance is provided under long-term, fixed-price contracts and is expensed based on the terms of those contracts.

Northland's on-shore renewable assets comprise on-shore wind and solar facilities located in Ontario and Québec. On-shore wind projects are similar in nature operationally to offshore wind; however, with lower operating costs and generally lower wind resources. Northland's solar facilities use solar photovoltaic technologies to convert sunlight into electricity. Solar power facilities have much lower fixed operating expenses per unit of capacity than thermal or wind facilities. Electricity production from solar facilities tends to be less variable than wind but is limited to available sunlight, which is generally higher in the summer than in the winter.

Electricity production at the on-shore facilities for the three months ended September 30, 2018, was largely in line with the same quarter last year because higher wind and solar resources at certain on-shore facilities offset lower wind resource at Grand Bend and Jardin as well as the loss of contribution from the on-shore German wind farms as a result of their disposition in November 2017 ("**German Wind Farm Sale**"). Electricity production for the nine months ended September 30, 2018, was 24 GWh (or 2%) higher than the same period last year primarily due to higher wind and solar resources at most facilities, partially offset by lower wind resource at Grand Bend and the German Wind Farm Sale.

Sales for the three months ended September 30, 2018 were in line with the same quarter last year primarily due to the factors described above. Sales for the nine months ended September 30, 2018, increased $3.8 million compared to the same period last year primarily due to higher production at Jardin, Mont Louis and the solar facilities, partially offset by lower wind resource at Grand Bend and the German Wind Farm Sale.

Plant operating costs for the three and nine months ended September 30, 2018, increased $1.4 million and $0.9 million, respectively, compared to the same periods last year primarily due to the timing of new profit-sharing fees to the turbine maintenance provider at Mont Louis and Jardin associated with increased production, partially offset by lower costs due to the German Wind Farm Sale and one-time maintenance expenses in 2017 at the solar facilities.

Operating income of $19.3 million for the three months ended September 30, 2018, decreased $0.8 million compared to the same quarter last year largely due to higher plant operating costs. Operating income of $74.1 million for the nine months ended September 30, 2018, increased $3.6 million compared to the same period last year primarily as a result of factors described above.

Adjusted EBITDA of $34.6 million for the three months ended September 30, 2018, decreased $1.4 million compared to the same quarter last year primarily due to higher plant operating costs, as described above, partially offset by higher production at the solar facilities. Adjusted EBITDA of $112.4 million for the nine months ended September 30, 2018, increased $2.7 million due to positive operating results at most on-shore facilities, partially offset by lower production at Grand Bend and the impact of the German Wind Farm Sale.

4.2 General and Administrative Costs and Other Income

The following table summarizes general and administrative ("**G&A"**) costs (previously reported as management and administration costs):

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Corporate overhead	**$ 7,284**	$ 8,867	**$ 24,800**	$ 24,924
Development overhead	**3,979**	3,356	**11,588**	10,527
Development projects	**2,412**	5,696	**12,081**	19,186
Corporate G&A costs	**13,675**	17,919	**48,469**	54,637
Facilities	**1,189**	3,173	**8,098**	11,018
Total G&A costs	**14,864**	21,092	**56,567**	65,655

Corporate G&A costs for the three and nine months ended September 30, 2018, decreased $4.2 million and $6.2 million, respectively, compared to the same periods last year primarily due to the timing of expenditures related to early-stage development activities and certain non-recurring costs incurred last year, partially offset by higher personnel costs. *Development overhead costs* relate primarily to personnel, rent and other office costs not directly attributable to identifiable development projects. *Development projects costs* are generally third-party costs directly attributable to identifiable development projects, whose capitalization begins once management determines that the project has a high likelihood of being pursued through to completion (refer to the 2017 Annual Report for additional information on capitalization of development costs).

Facilities G&A costs for the three and nine months ended September 30, 2018, decreased $2.0 million and $2.9 million respectively, compared to the same periods last year primarily as a result of certain non-recurring costs incurred in the same periods last year at Gemini and Nordsee One.

The following table presents the impact of corporate G&A costs and other income on adjusted EBITDA:

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Corporate G&A costs [1]	**(13,675)**	(15,617)	**(48,469)**	(51,132)
Gemini interest income	**5,396**	5,122	**16,189**	15,099
Other	**243**	207	**617**	469
Impact on adjusted EBITDA	**$ (8,036)**	$ (10,288)	**$ (31,663)**	$ (35,564)

(1) Excludes costs associated with the strategic review that concluded in the third quarter of 2017.

Gemini interest income represents interest earned on the subordinated debt receivable from Gemini to Northland. Since Northland consolidates the financial results of Gemini, the subordinated debt balances and related investment income and interest expense eliminate upon consolidation; nevertheless, Gemini interest income is included in Northland's consolidated adjusted EBITDA because if reflects returns generated from an investment in core assets.

4.3 Consolidated Results

Third Quarter

Net income of $93.3 million for the three months ended September 30, 2018, increased $61.6 million compared to the same quarter last year primarily due to higher operating income and a non-cash fair value gain on derivative contracts, partially offset by higher deferred income tax expense and finance costs.

The following describes the significant factors contributing to the change in net income for the quarter ended September 30, 2018:

Total Sales of $350.2 million increased $54.9 million compared to the same quarter last year primarily due to higher production at Nordsee One, which was under construction last year, and higher production and wholesale market prices at Gemini. These variances were partially offset by a lower volume of natural gas resale at Iroquois Falls, the Rate Adjustment under Iroquois Falls' EDC as well as lower curtailment revenue and a maintenance outage at Kirkland Lake.

Gross profit of $321.0 million increased $56.0 million compared to the same quarter last year primarily due to Nordsee One reaching full commercial operations combined with positive operating results from Gemini, partially offset by operating results at the thermal facilities, as described above.

Plant operating costs increased $8.3 million compared to the same quarter last year primarily due to the commencement of operating costs resulting from Nordsee One reaching full commercial operations and the timing of new profit-sharing fees to the turbine maintenance provider at Mont Louis and Jardin associated with increased production, partially offset by savings at the thermal facilities due to lower production.

G&A costs decreased $6.2 million compared to the same quarter last year primarily due to the timing of expenditures related to early-stage development activities and certain non-recurring costs incurred last year, partially offset by higher personnel costs.

Finance costs, *net* (primarily interest expense) increased $3.8 million compared to the same quarter last year primarily due to interest costs at Nordsee One no longer being capitalized following completion of construction activities in December 2017, partially offset by declining interest costs as a result of scheduled principal repayments.

Fair value gain on derivative contracts was $43.6 million compared to a $11.7 million gain in the same quarter last year primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

Foreign exchange loss of $0.7 million is primarily due to unrealized losses from fluctuations in the closing foreign exchange rate.

Other (income) expense decreased $3.6 million primarily due to a $3.3 million gain on the sale of Northland's indirect interest in Chapais in September 2018.

Primarily as a result of the factors described above, combined with a $7.6 million higher depreciation expense, and a $13.5 million increase in tax expense, net income was $93.3 million for the third quarter of 2018 compared to $31.7 million for the same quarter last year.

Year-to-date

Net income of $340.3 million for the nine months ended September 30, 2018, increased $146.7 million compared to the same period last year primarily due to higher operating income combined with a non-cash fair value gain associated with derivative contracts and a decrease in other expense. The positive variances were partially offset by higher income tax expense and finance costs.

The following describes the significant factors contributing to the change in net income for the nine months ended September 30, 2018:

Total Sales of $1.2 billion increased $193.1 million compared to the same period last year primarily due to contributions from Nordsee One, Gemini and positive contributions from Thorold and the solar facilities. These variances were partially offset by a lower volume of natural gas resale at Iroquois Falls, the Rate Adjustment under the Iroquois Falls' EDC, the Kingston Remarketing Initiative and lost production resulting from the maintenance outages at Kirkland Lake.

Gross profit of $1.1 billion increased $218.5 million compared to the same period last year primarily due to higher production at Nordsee One, which was under construction last year, and at Gemini, partially offset by operating results at certain thermal facilities.

Plant operating costs increased $48.7 million compared to the same period last year primarily due to the commencement of operating costs resulting from Nordsee One reaching full commercial operations in December 2017, partially offset by lower operating costs at certain thermal facilities.

G&A costs decreased $9.1 million compared to the same period last year primarily due to the timing of expenditures for early-stage development activities across a range of geographic locations and and certain non-recurring costs incurred last year, partially offset by higher personnel costs.

Finance costs, *net* (primarily interest expense) increased $14.8 million compared to the same period last year primarily due to interest costs at Nordsee One no longer being capitalized following completion of construction activities and an increase in amortization of deferred financing costs, partially offset by lower interest costs at Gemini as a result of a debt renegotiation upon project completion.

Fair value gain on derivative contracts was $89.3 million compared to a $41.1 million gain in the same period last year primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

Foreign exchange gain of $6.9 million is primarily due to the realized gain on a foreign exchange contract settled during the first quarter of 2018 ($5.9 million) combined with unrealized gains from fluctuations in the closing foreign exchange rate.

Other (income) expense decreased $20.9 million compared to the same period last year primarily due to a $3.3 million gain on the sale of Northland's indirect interest in Chapais in September 2018, a $2.4 million gain on the sale of Northland's interest in the idled Cochrane thermal facility in March 2018, and impact of the one-time $14.6 million (€10.4 million) contingent consideration expensed last year in connection with the acquisition of Gemini.

Mainly due to the factors described above, combined with a $53.3 million higher depreciation expense and a $36.0 million higher tax expense, compared to the same period last year, net income was $340.3 million for the nine months ended September 30, 2018, compared to $193.6 million in 2017.

4.4 Adjusted EBITDA

The following table reconciles net income (loss) to adjusted EBITDA:

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Net income (loss)	**$ 93,278**	$ 31,710	**$ 340,257**	$ 193,555
Adjustments:				
Finance costs, net	**84,010**	80,240	**253,825**	239,001
Gemini interest income	**5,396**	5,122	**16,189**	15,099
Provision for (recovery of) income taxes	**15,680**	2,155	**59,341**	23,330
Depreciation of property, plant and equipment	**103,445**	95,854	**312,576**	259,278
Amortization of contracts and intangible assets	**3,502**	2,300	**10,574**	6,260
Fair value (gain) loss on derivative contracts	**(43,583)**	(11,650)	**(89,253)**	(41,124)
Foreign exchange (gain) loss	**671**	(1,183)	**(6,913)**	—
Elimination of non-controlling interests	**(63,704)**	(47,383)	**(222,798)**	(189,739)
Finance lease and equity accounting	**1,936**	676	**2,808**	2,129
Other adjustments	**(3,834)**	2,385	**(6,397)**	18,712
Adjusted EBITDA	**$ 196,797**	$ 160,226	**$ 670,209**	$ 526,501

Adjusted EBITDA includes interest income earned on Northland's original €80.0 million subordinated debt to Gemini, which increased as a result of accrued interest, to €117.0 million as at June 30, 2017. Cash interest payments commenced during the third quarter of 2017, and semi-annual principal payments will commence in 2027 until maturity in 2032. Northland consolidates the financial results of Gemini and, as a result, Northland's loan balances, investment income, and interest expense are eliminated upon consolidation. Interest income from Gemini ("**Gemini interest income**") has been included in adjusted EBITDA since inception of the subordinated debt and has been included in free cash flow upon commencement of cash interest payments during the third quarter of 2017.

For the nine months ended September 30, 2018, other adjustments include gains on the sale of Northland's interests in the idled Cochrane thermal facility in March 2018 and its indirect interest in Chapais in September 2018. For the nine months ended September 30, 2017, other adjustments primarily include the $14.6 million (€10.4 million) contingent consideration expensed in connection with the acquisition of Gemini.

Adjusted EBITDA of $196.8 million for the three months ended September 30, 2018, increased $36.6 million compared to the same quarter last year. The significant factors increasing adjusted EBITDA include:

- $19.4 million primarily due to all of Nordsee One's turbines producing power during the quarter, whereas the project was under construction last year; and
- $16.9 million increase in operating results from Gemini due to higher production and wholesale market prices.

Factors partially offsetting the increase in adjusted EBITDA include:

- $2.5 million decrease in operating results primarily from Kirkland Lake due to a maintenance outage and lower curtailment revenue; and
- $2.2 million decrease in contributions from Northland's other operating facilities.

Adjusted EBITDA of $670.2 million for the nine months ended September 30, 2018, increased $143.7 million compared to the same period last year. The significant factors increasing adjusted EBITDA include:

- $132.3 million increase primarily due to all of Nordsee One's turbines producing power during the period, whereas the project was under construction last year;
- $16.8 million increase as a result of higher production and wholesale market prices at Gemini, partially offset by the return of an alleged overpayment to Gemini by the off-taker, related to production from 2016 totaling €7.3 million (€4.4 million net to Northland), that Gemini is contesting;
- $4.4 million increase due to higher production at the solar facilities; and

- $4.1 million increase in contributions from Northland's other operating facilities.

Factors partially offsetting the increase in adjusted EBITDA include:

- $7.4 million decrease primarily due to the Rate Adjustment from the system operator recognized in the second quarter of 2018 under the Iroquois Falls' Enhanced Dispatch Contract, including a retroactive adjustment of $4.1 million related to 2017; and
- $8.2 million decrease due to the idling of the Kingston facility as a result of the expiration of its PPA in January 2017.

4.5 Free Cash Flow

The following table reconciles cash flow from operations to free cash flow:

	Three months ended September 30,		Nine months ended September 30,	
	2018	**2017**	**2018**	**2017**
Cash provided by operating activities	**$ 193,274**	$ 172,505	**$ 842,724**	$ 591,365
Adjustments:				
Net change in non-cash working capital balances related to operations	**36,422**	(28,845)	**(15,519)**	37,306
Capital expenditures, net non-expansionary	**(1,807)**	(239)	**(2,913)**	(2,194)
Restricted funding for major maintenance and debt reserves	**(1,586)**	174	**(9,012)**	(849)
Interest paid, net	**(54,754)**	(26,549)	**(202,529)**	(160,209)
Scheduled principal repayments on facility debt	**(22,116)**	(11,821)	**(218,929)**	(52,082)
Funds set aside (utilized) for scheduled principal repayments	**(68,640)**	(26,594)	**(73,142)**	(26,595)
Preferred share dividends	**(2,899)**	(2,803)	**(8,634)**	(8,392)
Consolidation of non-controlling interests	**(26,934)**	(36,388)	**(95,387)**	(197,210)
Gemini interest income	**5,750**	5,639	**17,062**	5,639
Nordsee One proceeds from government grant	**4,124**	—	**14,430**	—
Foreign exchange	**1,563**	—	**1,182**	—
Other [(1)]	**1,551**	209	**(369)**	(226)
Free cash flow	**$ 63,948**	$ 45,288	**$ 248,964**	$ 186,553

(1) Other includes adjustments for Nordsee One interest on shareholder loans, equity accounting, and Deutsche Bucht expenses excluded from free cashflow, partially offset by LTIP awards settled in cash in the period.

Scheduled principal repayments on facility term loans reflect repayments as paid. Funds set aside (utilized) for scheduled principal repayments allocates semi-annual repayments evenly across two quarters as well as adjusts for timing of quarterly repayments. Gemini's principal repayment schedule is weighted towards the first payment of the year to align with Gemini's expected cash flow profile. For 2018, Gemini and Nordsee One principal repayments are expected to total €77.4 million and €49.0 million, respectively, net to Northland.

Free cash flow incorporates interest expense each quarter as it is accrued in net income and working capital or paid.

Nordsee One was previously awarded a grant under the European Commission's NER 300 program. The total grant value of €70.0 million was recorded as a reduction in property, plant and equipment upon completion of the Nordsee One project. The cash proceeds from the grant will be received based on production, with the first payment expected in 2019. Proceeds under the grant attributable to Nordsee One's production during the respective period are included in free cash flow.

The following table summarizes cash and total dividends paid and respective free cash flow payout ratios as well as per share amounts:

	Three months ended September 30,		Nine months ended September 30,	
	2018	2017	**2018**	2017
Cash dividends paid to common and Class A shareholders	**$ 40,219**	$ 33,200	**$ 119,458**	$ 100,053
Free cash flow payout ratio - cash dividends (1)			**48.3%**	44.1%
Total dividends paid to common and Class A shareholders (2)	**$ 53,060**	$ 47,084	**$ 158,632**	$ 140,766
Free cash flow payout ratio - total dividends (1) (2)			**64.6%**	61.4%
Weighted average number of shares - basic (000s) (3)	**177,263**	174,804	**177,240**	174,790
Weighted average number of shares - diluted (000s)(4)	**188,317**	174,804	**188,485**	174,790
Per share ($/share)				
Dividends paid	**$0.30**	$0.27	**$0.90**	$0.81
Free cash flow - basic	**$0.36**	$0.26	**$1.40**	$1.07
Free cash flow - diluted	**$0.35**	$0.26	**$1.35**	$1.07

(1) On a rolling four-quarter basis as at September 30.

(2) Represent dividends paid in cash and in shares under the DRIP.

(3) Includes common shares and class A shares and excludes common shares issuable upon conversion of outstanding convertible debentures.

(4) Includes common shares, class A shares and any common shares issuable upon conversion of outstanding convertible debentures.

Free cash flow of $63.9 million for the three months ended September 30, 2018, was $18.7 million higher than the same quarter last year. Factors increasing free cash flow include:

- $42.3 million increase due to higher production at Nordsee One, which was under construction last year;
- $17.7 million increase in contributions from Gemini due to higher production and wholesale market prices; and
- $5.3 million positive variance largely associated with a lump sum payment in 2017 under North Battleford's gas turbine maintenance agreement.

Factors partially offsetting the increase in free cash flow include:

- $45.3 million increase in scheduled principal repayments primarily for Gemini and Nordsee One debt; and
- $2.3 million decrease in contributions from Northland's other operating facilities.

Free cash flow of $249.0 million for the nine months ended September 30, 2018 was $62.4 million higher than the same period last year. Several one-time items related to the completion of Gemini and Nordsee One impacted the free cash flow in the second quarter of 2018, as described below. The significant factors increasing free cash flow include:

- $164.0 million increase due to higher production at Nordsee One, which was under construction last year;
- $160.6 million increase in contributions from Gemini, which reached full commercial operations in April 2017, due to higher production and wholesale market prices;
- $14.6 million of contingent consideration paid in 2017 in connection with the acquisition of Gemini;
- $10.7 million from Gemini interest income on the subordinated debt (excluded from free cash flow until commencement of cash interest payments in the third quarter of 2017); and
- $7.3 million higher operating income from Northland's other operating facilities.

Factors partially offsetting the increase in free cash flow include:

- $146.5 million increase in scheduled principal repayments primarily for Gemini and Nordsee One debt;
- $63.4 million due to one-time events, such as the completion distribution received from Gemini last year (€31 million) and the return of an alleged overpayment to Gemini by the off-taker related to production from 2016 that Gemini is contesting (€4.4 million net to Northland);

- $56.9 million increase in net interest expense due to costs at Gemini and Nordsee One no longer being capitalized following completion of construction activities;
- $16.4 million increase in current taxes related to Nordsee One; and
- $15.6 million decrease primarily due to the Rate Adjustment at Iroquois Falls and the idling of the Kingston facility as a result of the expiration of its PPA in January 2017.

As at September 30, 2018, the rolling four quarter free cash flow net payout ratio was 48.3%, calculated on the basis of cash dividends paid, and 64.6% calculated on the basis of total dividends, compared to 44.1% and 61.4%, respectively, last year. The increase in the free cash flow payout ratios from last year was primarily due to the impact of the one-time cash distribution from Gemini in the second quarter of 2017 and due to Nordsee One making its first principal repayment in the second quarter of 2018.

SECTION 5: CHANGES IN FINANCIAL POSITION

The following table provides a summary of account balances derived from the unaudited interim condensed consolidated balance sheets as at September 30, 2018 and December 31, 2017.

As at		**September 30, 2018**		**December 31, 2017**
Assets				
Cash and cash equivalents	**$**	**315,010**	$	400,573
Restricted cash		**269,433**		287,609
Trade and other receivables		**289,807**		271,952
Other current assets		**45,772**		39,095
Property, plant and equipment		**7,843,868**		7,932,110
Contracts and other intangible assets		**567,725**		583,989
Other assets (1)		**707,533**		654,506
	$	**10,039,148**	$	10,169,834
Liabilities				
Trade and other payables		**224,232**		344,760
Interest-bearing loans and borrowings		**6,846,597**		6,667,056
Net derivative financial liabilities (2)		**417,757**		485,488
Net deferred tax liability (2)		**196,273**		163,370
Other liabilities (3)		**845,531**		1,051,275
	$	**8,530,390**	$	8,711,949
Total equity		**1,508,758**		1,457,885
	$	**10,039,148**	$	10,169,834

(1) Includes goodwill, finance lease receivable, long-term deposit and other assets.

(2) Presented on a net basis.

(3) Includes dividends payable, corporate credit facilities, convertible debentures, provisions and other liabilities.

Significant changes in Northland's unaudited interim condensed consolidated balance sheets were as follows:

- *Restricted cash* decreased $18.2 million primarily due to funds utilized for final construction activities at Nordsee One and the release of funds from Cochrane's reserve, partially offset by additional reserve funding at North Battleford as a result of higher production.
- *Property, plant and equipment* decreased $88.2 million primarily due to depreciation and changes in the foreign exchange translation, partially offset by construction-related activities at Deutsche Bucht.
- *Other assets* increased $53.0 million primarily due to vendor deposits associated with construction at Deutsche Bucht.
- *Trade and other payables* decreased $120.5 million mainly due to the timing of construction-related payables, including payments at Deutsche Bucht and Nordsee One, partially offset by the timing of interest payments at Gemini.

- *Interest-bearing loans and borrowings* increased $179.5 million mainly due to Deutsche Bucht construction activities, partially offset by scheduled principal repayments on project debt, including Nordsee One's first principal repayment.
- *Net deferred tax liability* (deferred tax asset less deferred tax liabilities) increased $32.9 million due to movements in accounting versus tax balances, particularly fair value gains on derivative contracts.
- *Other liabilities* decreased $205.7 million primarily due to a voluntary repayment of the corporate term loan with cash on hand and partial repayments of amounts due to Nordsee One affiliates in the third quarter, partially offset by accretion on decommissioning obligations.

SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES

Northland maintains sufficient liquidity to meet short- and medium-term cash needs and ensures that it has access to sufficient resources to capitalize on investment opportunities and to meet development expenditure commitments, monthly cash dividend requirements and other needs in the normal course of operations. Northland finances these commitments through cash flow from operations, non-recourse project financing, corporate credit facilities, convertible debentures and equity, such as common and preferred shares.

Equity and Convertible Unsecured Subordinated Debentures

The change in shares and class A shares during 2018 and 2017 was as follows:

For the period ended	**September 30, 2018**	**December 31, 2017**
Shares outstanding, beginning of year	**174,440,081**	171,973,308
Conversion of debentures	**22,956**	56,848
Shares issued under the LTIP	**23,467**	22,284
Shares issued under the DRIP	**1,785,204**	2,387,641
Shares outstanding, end of period	**176,271,708**	174,440,081
Class A shares	**1,000,000**	1,000,000
Total common and convertible shares outstanding, end of period	**177,271,708**	175,440,081

Preferred shares outstanding as at September 30, 2018 and December 31, 2017 are as follows:

As at	**September 30, 2018**	**December 31, 2017**
Series 1	**4,501,565**	4,501,565
Series 2	**1,498,435**	1,498,435
Series 3	**4,800,000**	4,800,000
Total	**10,800,000**	10,800,000

Under the DRIP, common shareholders and the Class A shareholder may elect to reinvest their dividends in common shares to be issued from treasury at up to a 5% discount to the market price.

As of September 30, 2018, Northland has 176,271,708 common shares outstanding with no change in Class A and preferred shares outstanding from December 31, 2017. During the first nine months of 2018, $0.5 million of the 2019 and 2020 convertible debentures were converted into 22,956 common shares.

As of the date of this MD&A, Northland has 176,486,936 common shares outstanding with no change in Class A and preferred shares outstanding from September 30, 2018. If the convertible debentures outstanding as at September 30, 2018, totaling $232.9 million, were converted in their entirety, an additional 10.8 million common shares would be issued.

In their most recent report issued in October 2018, Standard & Poor's reaffirmed Northland's credit rating of BBB (Stable). In addition, Northland's preferred share rating was reaffirmed on Standard & Poor's scale of BB+.

Liquidity and Capital Resources

The following table reconciles Northland's opening cash and cash equivalents to closing cash and cash equivalents:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	**2017**	**2018**	**2017**
Cash and cash equivalents, beginning of period	**$ 455,158**	$ 396,775	**$ 400,573**	$ 307,521
Cash provided by operating activities	**193,274**	172,505	**842,724**	591,365
Cash used in investing activities	**(109,891)**	(639,024)	**(484,824)**	(1,077,761)
Cash (used in) provided by financing activities	**(219,259)**	426,356	**(448,368)**	535,817
Effect of exchange rate differences	**(4,272)**	3,925	**4,905**	3,595
Cash and cash equivalents, end of period	**$ 315,010**	$ 360,537	**$ 315,010**	$ 360,537

Cash and cash equivalents for the nine months ended September 30, 2018, decreased $85.6 million due to $484.8 million in cash used in investing activities and $448.4 million in cash used in financing activities, partially offset by $842.7 million in cash provided by operating activities.

Cash provided by operating activities for the nine months ended September 30, 2018, was $842.7 million comprising:

- $340.3 million of net income;
- $486.9 million in non-cash and non-operating items such as depreciation and amortization, unrealized foreign exchange gains and changes in fair value of financial instruments; and
- $15.5 million in changes in working capital due to the timing of payables, receivables and deposits.

Cash used in investing activities for the nine months ended September 30, 2018, was $484.8 million, primarily comprising:

- $277.5 million used for the purchase of property, plant and equipment, mostly for the construction of Deutsche Bucht;
- $158.7 million change in working capital related to the timing of construction payables at Nordsee One and Deutsche Bucht; and
- $51.8 million of restricted cash funding associated with construction at Deutsche Bucht and due to timing of reserve funding at other operating facilities.

Cash used in financing activities for the nine months ended September 30, 2018, was $448.4 million, primarily comprising:

- $986.6 million in repayments of amounts drawn under the previous corporate credit facility and new term loan facility as well as scheduled principal repayments on project debt, including Nordsee One's first principal repayment;
- $204.9 million in interest payments;
- $128.1 million of common, Class A and preferred share dividends; and
- $122.2 million in dividends to the non-controlling shareholders.

Factors partially offsetting cash used in financing activities include:

- $997.0 million of proceeds primarily from draws under the new corporate credit facility and borrowings from Deutsche Bucht's construction loan.

Movement of the euro against the Canadian dollar increased cash and cash equivalents by $4.9 million for the nine months ended September 30, 2018. Northland aims to mitigate the effects of exchange rate fluctuations through a variety of mechanisms, including foreign exchange rate hedges and using euro-denominated corporate debt for operating expenditures and the purchase of euro-denominated property, plant and equipment by Deutsche Bucht.

The following table provides a continuity of the cost of property, plant and equipment for the nine months ended September 30, 2018:

	Cost balance as at Dec. 31, 2017	Additions [1]	Other [2]	Exchange rate differences	Cost balance as at Sept. 30, 2018
Operations:					
Offshore wind	$ 5,475,420	$ 5,571	$ (4,087)	$ (46,323)	**$ 5,430,581**
Thermal [3]	1,816,852	1,454	(57,196)	—	**1,761,110**
On-shore renewable	1,720,846	1,105	(1,536)	—	**1,720,415**
Construction:					
Offshore wind	411,545	266,578	862	(10,349)	**668,636**
Corporate	22,507	2,823	(992)	—	**24,338**
Total	$ 9,447,170	$ 277,531	$ (62,949)	$ (56,672)	**$ 9,605,080**

(1) Includes amounts paid under the LTIP in the first quarter of 2018 related to Nordsee One.

(2) Includes the disposal of Cochrane, an adjustment to the accrual for asset retirement obligations at Nordsee One, and amounts accrued net of amounts paid under the LTIP.

(3) Excludes Spy Hill lease receivable accounting treatment.

Long-term Debt

Operating facilities and projects under construction are financed primarily with non-recourse project debt with fixed or hedged interest rates and repayment tied to the terms of the project's initial PPA post-completion. Each project is undertaken as a special-purpose entity so that an adverse event at one facility would not affect Northland's other facilities. By owning and operating high-quality assets and applying its deep, long-term experience, Northland expects to continue to enjoy a competitive cost of capital, which maximizes returns from growth initiatives.

The following table provides a continuity of Northland's debt for the nine months ended September 30, 2018:

	Balance as at Dec. 31, 2017	Financings, net of costs	Repayments	Amort. of costs/fair value	Exchange rate differences	Balance as at Sept. 30, 2018
Operations:						
Offshore wind	$ 4,282,187	$ —	$ (156,079)	$ 13,941	$ (32,597)	**$ 4,107,452**
Thermal	1,035,982	571	(28,088)	1,884	—	**1,010,349**
On-shore renewable	1,143,182	15,303	(49,339)	817	—	**1,109,963**
Construction:						
Offshore wind	205,705	428,110	—	—	(14,982)	**618,833**
Corporate [1]	495,523	553,052	(753,135)	445	(8)	**295,877**
Total	$ 7,162,579	$ 997,036	$ (986,641)	$ 17,087	$ (47,587)	**$ 7,142,474**

(1) Excludes convertible unsecured subordinated debentures.

In addition to the loans outstanding in the above table, as at September 30, 2018, $43.5 million of letters of credit were outstanding under non-recourse project-level credit facilities for operational use.

In March, 2018, Northland upsized the debt on its first six solar projects, increasing it by $15.0 million to $214.3 million at the same 4.397% interest rate and amortization as the existing bonds. Gross proceeds were used to pay transaction costs and, in April 2018, to fully repay the outstanding principal balance on Mont Louis' loan from Investissement Québec originally maturing in 2032. A repayment of $14.8 million, net of transaction costs, is included under on-shore renewable repayments in the table above.

In July 2018, the Deutsche Bucht demonstrator project achieved financial close, increasing borrowing capacity under the Deutsche Bucht non-recourse construction and term loan by €62.8 million subject to the same interest rate and maturity.

Debt Covenants

Northland generally conducts its business indirectly through separate subsidiary legal entities and is dependent on the distribution of cash from those subsidiary entities to defray its corporate expenses, repay corporate debt, and to pay cash dividends to common, Class A and preferred shareholders. Certain of those entities have outstanding non-recourse project finance debt. Under the credit agreements or trust indentures for such debt, distributions of cash to Northland are typically prohibited if the coverage ratios or other covenants are not met and/or if the loan is in default. Northland and its subsidiaries were in compliance with all debt covenants for the period ended September 30, 2018.

Corporate Credit Facilities and Letters of Credit

Northland's corporate credit facilities are available for general corporate purposes, to support operational, construction and development opportunities and to provide letters of credit issued on behalf of Northland.

In June 2018, Northland entered into a new $1.25 billion corporate credit facility with a syndicate of financial institutions. The new credit facility consists of a $1.0 billion revolving facility and $250 million term loan, and replaces Northland's previous $700 million syndicated credit facility (which comprised a $450 million revolving facility and $250 million term loan). Concurrent with the closing of the new syndicated corporate credit facility, Northland (i) replaced its $100 million corporate bilateral letter of credit facility with a similar facility and (ii) amended and restated its $200 million export credit agency-backed corporate letter of credit, in both cases to align key covenants and terms with the new syndicated corporate facility.

The corporate credit facilities are summarized in the table below:

As at September 30, 2018	**Facility size**	**Amount drawn**	**Outstanding letters of credit**	**Available capacity**	**Maturity date**
Syndicated revolving facility	$ 1,000,000	$ 299,500	$ 16,596	$ 683,904	Jun. 2023
Syndicated term facility	250,000	—	—	—	—
Bilateral letter of credit facility	100,000	—	94,762	5,238	Mar. 2020
Export credit agency backed letter of credit facility	200,000	—	42,456	157,544	Mar. 2020
Total	$ 1,550,000	$ 299,500	$ 153,814	$ 846,686	
Less: deferred financing costs		3,623			
Total, net		$ 295,877			

- In August 2018, Northland drew €70.0 million from the revolving facility, bringing the balance to €200.0 million. Northland applied these proceeds plus cash on hand to repay the $250.0 million remaining balance under the term loan during the third quarter. The term loan cannot be borrowed again.
- Amounts drawn against the revolving facility reflect €200.0 million converted at the period-end exchange rate.
- Of the $153.8 million of corporate letters of credit issued as at September 30, 2018, $59.1 million relates to projects under advanced development or construction.

Northland's corporate credit facilities include provisions that allow for renewals at Northland's option, subject to approval by the lenders.

SECTION 7: SUMMARY OF QUARTERLY CONSOLIDATED RESULTS

Northland's consolidated financial results are affected by seasonal factors, contract provisions, and extraordinary items, which result in quarterly variations. Northland's quarterly net income (loss) also varies due to any non-cash impairments/recoveries and foreign exchange adjustments required to translate euro- and U.S. dollar-denominated balances to the appropriate quarter-end Canadian-dollar equivalent and due to fair value movements of financial derivative contracts.

With the exception of the adoption of IFRS 9 effective January 1, 2017, and its associated impact on the results of Northland as described in Note 2.3 to the audited annual consolidated financial statements for the year ended December 31, 2017, accounting policies and principles have been applied consistently for all periods presented herein.

In millions of dollars, except per share information	Q3 2018	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017	Q4 2016
Total sales	$ 350.2	$ 338.1	$ 486.4	$ 394.6	$ 295.2	$ 322.4	$ 364.1	$ 478.6
Operating income	149.9	130.5	281.2	196.5	103.5	144.5	187.6	276.6
Net income (loss)	93.3	69.0	178.0	82.3	31.7	61.7	100.1	290.8
Adjusted EBITDA	196.8	183.0	290.4	238.7	160.2	168.2	198.1	277.2
Cash provided by operating activities	193.3	343.3	306.1	257.6	172.5	142.2	276.7	344.4
Free cash flow	63.9	37.0	148.0	69.5	45.3	99.7	41.5	119.0
Per share statistics								
Net income (loss) - basic	$ 0.38	$ 0.29	$ 0.61	$ 0.25	$ 0.12	$ 0.19	$ 0.30	$ 0.94
Net income (loss) - diluted	0.37	0.28	0.59	0.25	0.12	0.19	0.30	0.94
Free cash flow - basic	0.36	0.21	0.84	0.40	0.26	0.57	0.24	0.69
Total dividends declared	0.30	0.30	0.30	0.28	0.27	0.27	0.27	0.27

SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES

Deutsche Bucht 269 MW Offshore Wind Project – Germany

The Deutsche Bucht offshore wind project is progressing according to schedule and on budget. In July 2018, the previously announced demonstrator project reached financial close. Under the demonstrator project, two additional wind turbines using 'mono bucket foundations' will contribute an additional 17 MW of capacity to the base 252 MW project for a total of 269 MW and result in total project costs of approximately €1.4 billion (CAD $2.0 billion). Deutsche Bucht will be the first offshore wind farm worldwide to fabricate and install this type of foundation under commercial operating conditions. Offshore installation of the foundations commenced in September 2018 with the remaining structures, including the mono bucket foundations, scheduled to be installed by mid-2019. Project completion is expected by the end of 2019.

Hai Long 1,044 MW Offshore Wind Projects – Taiwan

During the second quarter of 2018, Northland and its 40% partner, Yushan Energy, were allocated a total of 1,044 MW (626 MW net to Northland) by the Bureau of Energy of Taiwan under a FIT program and an offshore wind auction program. The combined allocations are significant milestones since they advance the projects' ability to execute 20-year power purchase agreements, subject to permitting and financial close. Northland and Yushan Energy have economic interests of 60% and 40%, respectively, in the projects. Key aspects of the Hai Long projects are presented below:

Project	Awarded	MW Procured (Gross)	MW Procured (Net) (1)	Year of Grid Connection	Type of Procurement
Hai Long 2A	April 2018	300	180	2024	FIT
Hai Long 2B	June 2018	232	139	2025	Auction
Hai Long 3	June 2018	512	307	2025	Auction
Total		1,044	626		

(1) Represents Northland's 60% economic interest.

The Hai Long projects have received their environmental permits and advanced development work is in progress. Northland expects to provide additional information regarding anticipated timing and capital investment for the project upon receiving the PPA. Project economics and financing details will be finalized as development progresses. Selection of the turbine supplier and negotiation of construction contracts is underway.

SECTION 9: OUTLOOK

Northland actively pursues new sustainable infrastructure opportunities that encompass a range of clean technologies, including natural gas, wind, solar and hydro.

As of November 6, 2018, primarily due to the passage of three quarters, management has narrowed its guidance range for 2018 adjusted EBITDA to be in the range of $870 to $900 million (formerly, $860 to $930 million) and 2018 free cash flow per share to be in the range of $1.75 to $1.95 (formerly, $1.70 to $2.00). The narrowed range reflects Northland's year-to-date results including unusually lower than historical average offshore wind speeds in northern Europe for the first nine months of the year.

As a result of the financial close of the Deutsche Bucht demonstrator project in July 2018, once the construction of the offshore wind project is completed and is fully operational in 2020, management expects Deutsche Bucht to generate adjusted EBITDA of approximately €165 to €185 million annually, up from the range disclosed in the 2017 Annual Report of €155 to €175 million annually.

Discount under the Dividend Re-investment Plan

Northland has reduced the discount under its DRIP from the current 5% to 0%. Additionally, Northland intends to initiate the sourcing of shares for purposes of the DRIP through market purchases but reserves the right to issue shares from treasury. This change is effective with the dividend currently scheduled to be paid on December 14, 2018, to shareholders of record on November 30, 2018. Management believes the change will allow the Company to utilize its cash more effectively to increase shareholder value.

SECTION 10: LITIGATION, CLAIMS AND CONTINGENCIES

Litigation, claims and other contingencies arise from time to time in the ordinary course of business for Northland. None of these contingencies, individually or in aggregate, are expected to result in a liability that would have a material adverse effect on Northland.

SECTION 11: FUTURE ACCOUNTING POLICIES

A number of new standards, amendments and interpretations issued are not yet effective for the nine months ended September 30, 2018, and therefore have not yet been applied in preparing the unaudited interim condensed consolidated financial statements. These standards include IFRS 16, "Leases" effective for annual periods beginning on or after January 1, 2019.

Northland will assess each standard to determine whether it has a material impact on its consolidated financial statements. Management anticipates that all of the relevant standards will be adopted for the first period beginning on their respective effective dates. As at September 30, 2018, there have been no additional accounting pronouncements by the International Accounting Standards Board (**IASB**) that would impact Northland beyond those described in Northland's 2017 Annual Report and in Note 2.4 of the unaudited interim condensed consolidated financial statements for the period ended September 30, 2018.

SECTION 12: RISKS AND UNCERTAINTIES

For information concerning Northland's risks, uncertainties, financial instruments and contractual commitments refer to Northland's 2017 Annual Report and the 2017 AIF filed electronically at www.sedar.com under Northland's profile. Management believes there have been no material changes in the business environment or risks faced by Northland during the quarter that have not been disclosed in the 2017 Annual Report or the 2017 AIF.

Northland's overall risk management approach seeks to mitigate the financial risks to which it is exposed in order to maintain stable and sustainable levels of cash available to pay dividends to shareholders. Northland does not seek to mitigate fair value risk. Northland classifies financial risks into the categories of market risk, counterparty risk and liquidity risk. Refer to Note 15 of the 2017 Annual Report for additional information on Northland's risk management.

SECTION 13: CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING

A rigorous and comprehensive financial governance framework is in place at Northland and its subsidiaries. Northland's 2017 Annual Report contains a statement signed by Northland's Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**) outlining management's responsibility for financial information contained in the report. Northland filed certifications, signed by the CEO and CFO, with the Canadian Securities Administrators in February 2018 in association with the filing of the 2017 Annual Report and other annual disclosure documents. In those filings, Northland's CEO and CFO certified, as required in Canada by National Instrument 52-109 (Certification of Disclosure in Issuers' Annual and Interim Filings), the appropriateness of the financial disclosures in Northland's annual filings and the effectiveness of Northland's disclosure controls and procedures. The CEO and CFO have certified to securities regulators the appropriateness of the financial disclosures in Northland's interim filings for the period ended September 30, 2018, and that they are responsible for the design of disclosure controls and procedures and internal controls over financial reporting. The interim filings include this MD&A and the accompanying unaudited interim condensed consolidated financial statements.

There have been no changes in internal controls over financial reporting during the quarter ended September 30, 2018, that have materially affected or are reasonably likely to materially affect Northland's internal controls over financial reporting.