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

Table of Contents

SECTION 1: OVERVIEW

Introduction

The purpose of this Management's Discussion and Analysis ("**MD&A**") is to explain the financial results of Northland Power Inc. ("**Northland**" or the "**Company**") 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 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, 2022, and 2021, as well as its audited consolidated financial statements for the years ended December 31, 2021 and 2020 ("**2021 Annual Report**") and Northland's most recent Annual Information Form dated February 24, 2022 ("**2021 AIF**"). These materials are 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 9, 2022; actual results may differ materially. Certain prior period disclosures have been reclassified for consistency with the current period presentation. 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 9, 2022; 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, the events anticipated by the forward-looking statements may or may not transpire or occur. Forward-looking statements include statements that are not historical facts and 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, Adjusted Free Cash Flow and Free Cash Flow, respective per share amounts, dividend payments and dividend payout ratios, guidance, the timing for the completion of construction, acquisitions, dispositions, investments or financings, attainment of commercial operations, the potential for future production from project pipelines, 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 the 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, estimates and assumptions that are believed to be appropriate in the circumstances. Although these forward-looking statements are based upon management's current reasonable expectations and assumptions, they are subject to numerous risks and uncertainties. Some of the factors include, but are not limited to, risks associated with sales contracts, Northland's reliance on the performance of its offshore wind facilities at Gemini, Nordsee One and Deutsche Bucht for approximately 50% of its Adjusted EBITDA, counterparty risks, contractual operating performance, variability of sales from generating facilities powered by intermittent renewable resources, offshore wind concentration, natural gas and power market risks, operational risks, recovery of utility operating costs, Northland's ability to resolve issues/delays with the relevant regulatory and/or government authorities, permitting, construction risks, project development risks, acquisition risks, financing risks, disposition and joint-venture risks, interest rate and refinancing risks, liquidity risk, inflation risks, impact of regional or global conflicts, credit rating risk, currency fluctuation risk, variability of cash flow and potential impact on dividends, taxation, natural events, environmental risks, health and worker safety risks, market compliance risk, government regulations and policy risks, utility rate regulation risks, international activities, reliance on information technology, labour relations, reputational risk, insurance risk, risks relating to co-ownership, bribery and corruption risk, legal contingencies, and the other factors described in this MD&A and the 2021 AIF. Northland has attempted to identify important factors that could cause actual results to materially differ from current expectations, however, there may be other factors that cause actual results to differ materially from such expectations. 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 and Northland cautions you not to place undue *reliance upon any such forward-looking statements. The forward-looking statements contained in this MD&A are, unless otherwise indicated, stated as of the dated hereof and are based on assumptions that were considered reasonable as of the date hereof. 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 includes references to the Company's adjusted earnings before interest, income taxes, depreciation and amortization ("**Adjusted EBITDA**"), Adjusted Free Cash Flow, Free Cash Flow and applicable payout ratios and per share amounts, which are 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. Non-IFRS financial measures are presented at Northland's share of underlying operations. 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 Northland's non-IFRS financial measures and applicable payout ratio and per share amounts are widely accepted and understood 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 financial measures to their nearest IFRS measure, refer to *Section 4.5: Adjusted EBITDA* for a reconciliation of consolidated net income (loss) under IFRS to reported Adjusted EBITDA and *Section 4.6: Adjusted Free Cash Flow and Free Cash Flow* for a reconciliation of cash provided by operating activities under IFRS to reported Adjusted Free Cash Flow and Free Cash Flow.

Adjusted EBITDA

Adjusted EBITDA represents core operating performance of the business excluding leverage, income tax and non-core accounting items. Adjusted EBITDA is calculated as Northland's share of 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; equity accounting; costs attributable to an asset or business acquisition and other adjustments as appropriate, such as management and incentive fees earned by Northland from non-wholly owned assets. 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.

Adjusted Free Cash Flow

Adjusted Free Cash Flow represents the cash generated from the business, before investment-related decisions (refer to Section 4.3: Growth Expenditures), and available to pay dividends, while preserving the long-term value of the business. Adjusted Free Cash Flow is calculated as Northland's share of cash provided by operating activities adjusted for short-term changes in operating working capital; non-expansionary capital expenditures; growth expenditures, interest incurred on outstanding debt; scheduled principal repayments and net upfinancing proceeds; major maintenance and debt reserves; interest income from Northland's subordinated loan to Gemini; proceeds from government grants; preferred share dividends; net proceeds from sale of development assets and where net proceeds are received in respect of certain transactions entered in to generate cash flow as part of an active asset management strategy of the overall portfolio; and other adjustments as appropriate. Adjusted Free Cash Flow excludes pre-completion sales required to service debt and related operating costs for projects under construction and excludes costs attributable to an asset or business acquisition.

Where Northland controls the distribution policy of its investments, Adjusted Free Cash Flow reflects Northland's share of the investment's underlying Adjusted Free Cash Flow, otherwise, Northland includes the cash distributions received from the investment. Adjusted Free Cash Flow from foreign operations is translated to Canadian dollars at the exchange rate Northland realizes on cash distributions.

Management believes Adjusted Free Cash Flow is a meaningful measure of Northland's ability to generate cash flow, after on-going obligations, to reinvest in growth and fund dividend payments.

Free Cash Flow

Free Cash Flow is calculated by deducting growth-related expenditures from Adjusted Free Cash Flow. Management believes Free Cash Flow is a meaningful measure of Northland's ability to generate cash flow, after growth-related costs, to fund dividend payments.

For clarity, Northland's Free Cash Flow includes a reduction for expenditures on development activities until an advanced project qualifies for capitalization under IFRS. The Adjusted Free Cash Flow and Free Cash Flow payout ratios, calculated using the respective financial measure, demonstrate the proportion of the respective measure paid as dividends, whether in cash, or in shares under Northland's dividend reinvestment plan (**DRIP**). The net payout ratios indicate the proportion of Free Cash Flow paid as cash dividends. The payout ratios generally reflect Northland's ability to fund growth-related expenditures and sustain dividends.

SECTION 2: NORTHLAND'S BUSINESS

As of September 30, 2022, Northland owns or has a net economic interest in 2,587 megawatts (MW) of power-producing facilities with a total gross operating capacity of approximately 3,010MW and a regulated utility (refer to *Section 3.1: Significant Events* for two facilities disposed of in April 2022). Northland's facilities produce electricity from clean energy sources for sale primarily under long-term PPAs or other revenue arrangements with creditworthy counterparties. Northland's utility is a distributor and retailer of electricity compensated under a regulated framework. These operating assets provide stable cash flow and are primarily located in Canada, Germany, the Netherlands, Spain and Colombia. Northland's significant assets under construction and development are located in Mexico, Taiwan, Poland, Germany, Colombia and the United States. Refer to the 2021 AIF for additional information on Northland's key operating facilities as of December 31, 2021, and refer to *SECTION 8: DEVELOPMENT, ACQUISITION AND CONSTRUCTION ACTIVITIES* for additional information on Northland's key development projects.

Northland's MD&A and unaudited interim condensed consolidated financial statements include the results of its operating facilities, as summarized in the following table:

	Gross Production Capacity (MW)	Net Production Capacity (MW) (1)
Offshore Wind	1,184	894
Onshore Renewable		
Canadian Wind	394	314
Canadian Solar	130	115
Spanish Wind	443	435
Spanish Solar	116	116
Efficient Natural Gas		
Canada (2)	743	713
Utility		
Colombia	n/a	n/a
Total	**3,010**	**2,587**

(1) Presented at Northland's economic interest.

(2) As at September 30, 2022, Northland's economic interest was changed from December 31, 2021 due to the sale of two efficient natural gas facilities in April 2022 (refer to *3.1: Significant Events* for more information).

In addition to operational assets, summarized below are Northland's most significant projects under construction and under development as well as other identified projects. The table below excludes the Company's larger pipeline of earlier stage development opportunities which may or may not be secured.

Project	Geographic Region	Technology	Gross Capacity (MW)	Current ownership	Development Stage	Contract type	Estimated COD
Construction Projects							
Ball Hill	United States	Onshore wind	108	100%	Under construction	20-year PPA	2023
Bluestone	United States	Onshore wind	112	100%	Under construction	20-year PPA	2023
La Lucha	Mexico	Solar	130	100%	Under construction	TBD	2023
Helios	Colombia	Solar	16	100%	Under construction	12-year PPA	2023
Total			**366**				
Capitalized Growth Projects							
Suba	Colombia	Solar	130	50%	Late-stage	15-year PPA	2024
High Bridge	United States	Onshore wind	100	100%	Mid/late-stage	20-year PPA	2024
Hai Long	Taiwan	Offshore wind	1,044	60%	Late-stage	20-year PPA	2026/2027
Baltic Power	Poland	Offshore wind	Up to 1,200	49%	Mid/late-stage	25-year CfD	2026
Nordsee Two	Germany	Offshore wind	433	49%	Mid-stage	TBD (1)	2026
Godewind	Germany	Offshore wind	225	49%	Mid-stage	TBD (1)	2026
Total			**3,132**				
Identified Growth Projects							
Nordsee Three	Germany	Offshore wind	420	49%	Mid-stage	2027 - 2030+	
Nordsee Delta	Germany	Offshore wind	480	49%	Mid-stage		
Chiba	Japan	Offshore wind	600	50%	Early/mid-stage		
Dado Ocean	South Korea	Offshore wind	Up to 1,000	100%	Early/mid-stage		
ScotWind	Scotland	Offshore wind	2,340	100%	Early-stage		
Hecate	Canada	Offshore wind	400	100%	Early-stage		
Total			**5,240**				
Total Pipeline (2)			**8,738**				

(1) Nordsee Two has secured interconnection rights for zero subsidy bid, with the intention to secure a long-term corporate power purchase agreement.

(2) Excludes ~5,900MW of other pipeline projects.

SECTION 3: CONSOLIDATED HIGHLIGHTS

3.1: Significant Events

Significant events during the first nine months of 2022 and through the date of this MD&A are described below. Refer to *SECTION 8: DEVELOPMENT, ACQUISITION AND CONSTRUCTION ACTIVITIES* for additional relevant information.

Balance Sheet:

Spain Debt Restructuring

Subsequent to quarter end, Northland restructured the multiple long-term debts of its Spanish portfolio in order to optimize the structure into a single facility-level loan as well as optimizing the tax structure. The restructuring resulted in the reduction in the size of the debt to €613 million from €675 million and extended the loan maturity date to 2042. The restructured loan continues to be denominated in Euros, with the all-in interest rate reduced to 2.0% from 2.1%. The reduction in the loan size to €613 million resulted in a one-time principal payment of €61 million (approximately $82 million), which was paid subsequent to the third quarter. This principal payment is reflected in the 2022 financial guidance. Northland funded the principal payment from the cash flow realized from higher realized pool prices since acquisition, consequently, the payment did not affect Northland's available liquidity. The restructuring of the debt is expected to result in enhanced cash flows in the coming years primarily due to lower debt service costs and tax optimizations, as well as, enhanced project economics. The restructured debt qualifies as a green financing in accordance with Northland's green financing framework.

Gemini Debt Restructuring

Subsequent to quarter end, Northland successfully restructured €1.6 billion of its senior and junior debt relating to Gemini. The key elements of the restructuring included: (i) partially replacing higher-cost junior debt with lower-cost senior debt; (ii) decreasing senior debt loan margins; (iii) replacing the all cash Debt Service Reserve Account with a Debt Service Reserve Facility, resulting in additional liquidity of €30 million ($29 million at Northland's share); and (iv) accelerating repayment of the Northland junior debt portion. The restructuring will improve Adjusted Free Cash Flow to Northland over the next several years and reflects the strong and consistent operational and financial performance of Gemini. The restructured facility continues to be denominated in Euros, with the all-in interest rate reduced slightly to 3.9% from 4.0%. The restructuring will reduce Adjusted Free Cash Flow in 2022 by €72 million ($68 million at Northland's share), which has been funded with available cash flow generated from higher energy prices and, accordingly, will not impact Northland's available liquidity. The restructured debt qualifies as a green financing in accordance with Northland's green financing framework.

At-The-Market Equity Program

On March 1, 2022, Northland established an at-the-market equity ("ATM program") that allowed Northland to issue up to $500 million of common shares from treasury, at Northland's discretion.

On September 7, 2022, Northland renewed its ATM program to issue up to an additional $750 million of common shares from treasury, at the Company's discretion. The ATM program was renewed following the termination of the previous ATM equity program as a result of having exercised the full allotment permitted under the program. The proceeds raised to date are intended to be used to fund projects that are expected to achieve financial close in 2023.

During the nine months ended September 30, 2022, Northland issued 15.6 million common shares under the ATM program at an average price of $42.21 per common share for gross proceeds of $659 million (net proceeds $650 million). As at November 9, 2022, Northland has issued a total of 16.7 million common shares at an average price of $42.11 per share for gross proceeds of $703 million (net proceeds $693 million).

Kirkland Lake Refinancing

On June 2, 2022, Northland restructured and upsized its Kirkland Lake credit facility (the "**Kirkland Lake facility**"), resulting in Northland receiving one-time management fee income of $34 million, net of closing costs (the "**Kirkland Lake management fee**"). The aggregate amount of the financing was upsized to $47 million, and the loan maturity date was extended by eight years to March 31, 2030. The restructured Kirkland Lake facility continues to be denominated in Canadian dollars, with the applicable interest rate increasing to 4.2% (all in rate) from the previous rate of 2.8%. The net proceeds from the restructuring are consistent with expectations and have been included in Northland's 2022 guidance.

Sale of Two End-of-Contract Efficient Natural Gas Facilities

On April 7, 2022, Northland completed the sale of its Iroquois Falls and Kingston efficient natural gas facilities in Ontario. The two facilities had a combined operating capacity of 230MW and the sale resulted in a 24% reduction in Northland's gas-fired capacity. The sale further supports efforts to reduce Northland's carbon intensity and repatriate capital to fund the growth of our renewable development projects around the globe. Both facilities had operated under long-term power purchase agreements with the provincial system operator, which expired at the end of 2021 and 2017, respectively. The net proceeds from the sale have been recorded in the consolidated statement of income (loss), Adjusted Free Cash Flow and Free Cash Flow.

Corporate Credit Rating Re-affirmed

In May 2022, Standard & Poor's reaffirmed Northland's corporate credit rating of BBB (Stable). In addition, Northland's preferred share rating was reaffirmed on Standard & Poor's Canada scale of BB+.

Renewables Growth updates:

To achieve our long-term growth objectives, Northland has established regional development offices to secure certain growth opportunities across the globe. The activity from these offices has generated a robust portfolio of projects at various stages of development and construction. The successful achievement of commercial operations of these projects is expected to deliver long-term, sustainable growth in the Company's Adjusted EBITDA, Adjusted Free Cash Flow and Free Cash Flow. The following provides updates on the progress being made on Northland's active development portfolio.

Hai Long Offshore Wind Project

Progress continues at Hai Long. To date, the project has executed the majority of the key contracts with suppliers for various elements of the project including turbines, foundations, cable arrays and both the offshore and onshore substations. The project signed an agreement for deployment of the Siemens 14MW turbine for the project along with a 15-year service contract covering offshore wind logistics and operations and maintenance. The project also signed a jacket foundation fabrication and pin pile fabrication contracts for the supply of foundations. Following the signing of the Corporate PPA for Hai Long 2b and 3 in July, efforts have focused on securing non-recourse project level debt financing, which has garnered lender interest from various global and local financial institutions in lending to the project for the long term. While the project continues to progress, delays in finalizing the Corporate PPA, longer than expected negotiations relating to supply contracts and certain market conditions pushed back the launch of the project financing and slowed its initial progress. The project financing is progressing, however financial close is expected to occur in 2023 rather than in 2022.

Baltic Power Offshore Wind Project

The Baltic Power offshore wind project in Poland continues to make significant progress as it also advances towards its anticipated financial close in 2023. In the third quarter, Baltic Power signed preferred supplier agreements for key elements of the project including wind turbines, export cables and the offshore and onshore substations. The project selected the Vestas 15MW turbines, and additional contracts covering the design, manufacturing and installation of the offshore and onshore export cables are also signed. In addition, the project signed a booking agreement for the transport and installation of the turbines and for the foundations of all substation elements and offshore substations. The project continues work on securing the remaining key elements and service contracts for the project ahead of anticipated financial close in 2023. Northland holds a 49% interest in the project with PKN Orlen holding 51%.

New York Onshore Wind Projects

Construction activities at the 112MW Bluestone project are progressing with all turbines expected to be installed before end of the year. However, interconnection and final commissioning are now expected to follow in early 2023. At the 108MW Ball Hill project, as a result of delays in turbine delivery to the fourth quarter, the commercial operations date for both projects, which was scheduled for the end of the year, is now expected in 2023, Northland expects to mitigate the impacts of the delays. The projects were previously awarded 20-year indexed REC agreements with the New York State Energy Research and Development Authority.

Northland finalized its first ever tax equity commitment with a leading U.S. financial institution for Ball Hill and Bluestone. The commitment will provide tax equity investment of up to US$190 million (approximately $250 million) to assist with funding the projects. Following the conclusion of the tax equity investment at commercial operations, the long-term structure of the projects will be comprised of tax equity, back-levered non-recourse debt and equity to fund the approximate $0.6 billion of capital costs.

ScotWind Offshore Wind Auction Success

In January 2022, Northland announced that it was awarded two offshore wind leases in the Crown Estate Scotland auction with a total combined capacity of 2,340MW. The two leases, one fixed foundation (840MW) and one floating foundation (1,500MW), will extend Northland's development runway into the next decade, with commercial operations expected at the end of 2029/2030 for the fixed and early 2030s for the floating. In April 2022, Northland entered into an Option Lease Agreement with the Scottish government which provides the Company with development exclusivity over the two awarded sites for a period of up to 10 years. Northland has secured its right to the offshore region upon payment of GBP 20 million ($33 million).

Nordsee Offshore Wind Cluster

In January 2022, Northland and its German partner, RWE Renewables GmbH (**RWE**), announced the formation of a 1,333MW Nordsee Offshore Wind Cluster partnership (the "**Cluster**") encompassing Nordsee Two (433MW), Nordsee Three (420MW) and Nordsee Delta (480MW). To further enhance the size and scale of the Cluster and to realize additional synergies, Northland and RWE agreed to include a fourth project, resulting in the total size of the Cluster growing to over 1.5GW. The fourth project, Godewind, will have production capacity of 225MW and is within proximity to the other projects. Development of the Nordsee Cluster in Germany is progressing with the team working towards securing preferred supplier agreements for key aspects of the offshore projects. In addition, two of the projects within the Cluster, Nordsee Two and Godewind achieved a key regulatory milestone after receiving Conformity Statements required for operations under German offshore wind law. In July, Nordsee Two was pre-selected for funding by the EU Innovation Fund as a result of driving technological advancements. The project was awarded a grant of €95 million to demonstrate the technical and commercial feasibility of producing hydrogen at sea. The Cluster is expected to be developed and managed on a joint basis by both parties and the projects are expected to achieve commercial operations between 2026 and 2028. Northland holds a 49% interest in the Cluster with RWE holding 51%.

Colombian Solar Projects

Development progress at the 130MW Suba solar projects in Colombia continues, with the team working to secure agreements and contracts needed as the projects progress toward financial close. The solar projects will benefit from 15-year offtake agreements with multiple energy distribution and commercial entities in Colombia. Northland effectively holds a 50% of economic interest in Suba and its partner, EDF Renewables holding the remaining 50%. Commercial operations is expected in 2024.

Other:

Business Realignment

Northland's global footprint has grown significantly with operating assets in three continents and development projects in 12 countries. The Company's expected growth over the next decade, will see production grow to over 10GW by 2030. As such, management will be implementing changes to its operating structure, resulting in a more streamlined business that is better oriented towards the expected growth by technology. Additional details on the changes will be provided in early 2023.

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,	
	2022	**2021**	**2022**	**2021**
FINANCIALS				
Sales	**$ 555,854**	$ 432,078	**$ 1,807,700**	$ 1,453,165
Gross profit	**484,103**	383,449	**1,604,818**	1,299,884
Operating income	**216,466**	89,018	**821,757**	513,170
Net income (loss)	**76,089**	(4,668)	**631,535**	140,351
Adjusted EBITDA (a non-IFRS measure)	**289,763**	210,669	**1,045,105**	773,356
Cash provided by operating activities	**523,338**	280,397	**1,282,294**	1,049,927
Adjusted Free Cash Flow (a non-IFRS measure)	**66,367**	34,665	**420,362**	204,354
Free Cash Flow (a non-IFRS measure)	**44,670**	11,068	**364,588**	151,060
Cash dividends paid	**49,673**	44,728	**145,508**	128,067
Total dividends declared (1)	**$ 71,957**	$ 67,817	**$ 210,410**	$ 196,199
Per Share				
Weighted average number of shares - basic (000s)	**238,011**	225,964	**232,712**	216,264
Net income (loss) - basic	**$ 0.33**	$ (0.03)	**$ 2.32**	$ 0.36
Adjusted Free Cash Flow - basic (a non-IFRS measure)	**$ 0.28**	$ 0.15	**$ 1.81**	$ 0.94
Free Cash Flow - basic (a non-IFRS measure)	**$ 0.19**	$ 0.05	**$ 1.57**	$ 0.70
Total dividends declared	**$ 0.30**	$ 0.30	**$ 0.90**	$ 0.90
ENERGY VOLUMES				
Electricity production in gigawatt hours (**GWh**)	**2,129**	1,815	**7,130**	5,929

(1) Represents total dividends paid to common shareholders including dividends in cash or in shares under the DRIP.

SECTION 4: RESULTS OF OPERATIONS

The following table summarizes operating results by technology and geography:

Three months ended September 30,	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	Electricity production (GWh)		**Sales**		**Operating costs**		**Operating income**		**Adjusted EBITDA**		**Adjusted Free Cash Flow** (1)	
Offshore Wind Facilities	**800**	734	**$ 277,560**	$ 197,091	**$ 45,685**	$ 52,182	**$ 151,803**	$ 48,633	**$ 176,347**	$ 104,068	**$ 28,238**	$ (9,084)
Onshore Renewable Facilities												
Canada	**272**	252	**$ 52,045**	$ 48,230	**$ 8,312**	$ 6,925	**$ 22,435**	$ 18,807	**$ 36,343**	$ 34,576	**$ 10,465**	$ 11,155
Spain	**214**	101	**42,612**	26,031	**17,893**	7,313	**8,933**	2,696	**24,788**	18,536	**(6,241)**	3,104
	486	353	**$ 94,657**	$ 74,261	**$ 26,205**	$ 14,238	**$ 31,368**	$ 21,503	**$ 61,131**	$ 53,112	**$ 4,224**	$ 14,259
Efficient Natural Gas Facilities												
Canada	**843**	728	**$ 111,106**	$ 102,203	**$ 9,864**	$ 12,768	**$ 42,910**	$ 37,000	**$ 52,444**	$ 63,702	**$ 23,323**	$ 32,898
Utilities												
Colombia	**n/a**	n/a	**$ 69,887**	$ 56,450	**$ 16,793**	$ 14,334	**$ 23,277**	$ 15,347	**$ 29,889**	$ 23,114	**$ 24,005**	$ 10,346

Nine months ended September 30,	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	Electricity production (GWh)		**Sales**		**Operating costs**		**Operating income**		**Adjusted EBITDA**		**Adjusted Free Cash Flow** (1)	
Offshore Wind Facilities	**3,004**	2,693	**$ 919,999**	$ 773,202	**$ 124,677**	$ 137,518	**$ 543,724**	$ 360,976	**$ 579,444**	$ 459,379	**$ 157,377**	$ 62,321
Onshore Renewable Facilities												
Canada	**990**	905	**$ 167,491**	$ 159,671	**$ 22,364**	$ 20,453	**$ 81,115**	$ 71,766	**$ 115,083**	$ 109,363	**$ 42,216**	$ 40,610
Spain	**723**	101	**186,044**	26,031	**29,671**	7,313	**95,432**	2,696	**152,967**	18,536	**61,820**	3,104
	1,713	1,006	**$ 353,535**	$ 185,702	**$ 52,035**	$ 27,766	**$ 176,547**	$ 74,462	**$ 268,050**	$ 127,899	**$ 104,036**	$ 43,714
Efficient Natural Gas Facilities												
Canada	**2,414**	2,231	**$ 314,928**	$ 306,079	**$ 29,003**	$ 36,696	**$ 132,797**	$ 115,304	**$ 196,910**	$ 190,996	**$ 107,338**	$ 108,045
Utilities												
Colombia	**n/a**	n/a	**$ 205,674**	$ 166,400	**$ 50,157**	$ 42,198	**$ 65,790**	$ 43,438	**$ 86,734**	$ 67,398	**$ 68,302**	$ 29,127

(1) Adjusted Free Cash Flow and Free Cash Flow are the same for operating facilities.

4.1: Operating Results

Offshore Wind Facilities

Northland's three offshore wind facilities, Gemini, Nordsee One and Deutsche Bucht, are located off the coasts of the Netherlands and Germany. Wind power generation harnesses renewable wind energy by converting the kinetic energy of wind into electrical energy. Wind facilities are subject to seasonality, and accordingly, tend to produce more electricity during winter due to denser air and higher winds compared to summer, the effect of which is reflected in the respective fiscal quarter's results. In addition, variability in offshore wind facilities results in similar fluctuations in quarter-to-quarter financial results. Factors such as exposure to market prices, and turbine or grid availability can also have a significant effect on financial results, though typically to a lesser extent than variability in wind resource. For the nine months ended September 30, 2022, Gemini, Nordsee One and Deutsche Bucht contributed approximately 21%, 15% and 16%, respectively, of Northland's reported Adjusted EBITDA from facilities.

Results for Northland's offshore wind facilities are also affected by foreign exchange rate fluctuations between the Euro and Canadian dollar, which primarily affect sales, net income and Adjusted EBITDA. Northland has entered into long-term foreign exchange rate hedges, at an average rate of $1.59/€ for 2022 compared to $1.60/€ for 2021 for a substantial portion of anticipated euro-denominated Adjusted Free Cash Flow, mitigating the effects of foreign exchange rate fluctuations with respect to this metric.

Variability within Operating Results

Gemini has subsidy agreements with the Government of the Netherlands which expire in 2031. Under these agreements, revenue is earned through a combination of annual average Dutch wholesale market price ("**APX"**), a subsidy top-up ("**SDE"**) to €211/MWh plus a markup to compensate for annual profile and imbalance (**P&I**) costs, which are variable from year to year, generally ranging between 10-15%. The SDE mechanism is designed to top-up the APX for up to 1,908 gigawatt hours of annual production ("**Gemini Subsidy Cap**") and is designed to ensure the full subsidy is received by Gemini annually, or an equivalent amount from market price. For production beyond the Gemini Subsidy Cap of 1,908 GWh, revenue is earned at the APX less P&I costs. However, if full year APX exceeds €211/MWh, Gemini's revenue is earned at APX less P&I costs for the entire production.

The SDE is subject to an annual contractual floor price (the "**SDE floor**"), thereby exposing Gemini to market price risk if the APX falls below the effective annual SDE floor of €51/MWh. The APX has been below the SDE floor for the majority of Gemini's five years of operation, with the exception of 2021 (APX of €103/MWh) and to date 2022. As at September 30, 2022, management estimates 2022 APX to be approximately €271/MWh based on realized daily spot prices to date and forward prices observed for the balance of the year on the European Energy Exchange. The final revenues realized for 2022 will depend on the average APX prices over the course of the year, which could vary from what has been recorded for the three and nine months ended September 30, 2022.

Nordsee One and Deutsche Bucht have a Feed-In Tariff contract (**FIT**) with the German government whereby the associated tariff is added to the German wholesale market price ("wholesale rate"), effectively generating a fixed unit price for energy sold, except when the monthly wholesale rate exceeds the contractual FIT rate for the facility. The realized wholesale rate is reduced by various capture costs between 10% to 20% of the rate.

Under the German Renewable Energy Sources Act (**EEG**), while the tariff compensates for most production curtailments required by the system operator, the facilities do not receive revenue for periods where the market power price remains negative for longer than six consecutive hours ("**negative prices**"). The facilities are also subject to unpaid curtailments by the German system operator for scheduled and unscheduled grid repairs ("**grid outages**") of up to 28 days annually at each facility, which can have a significant effect on earnings depending on the season.

Gemini APX Hedges

In 2021, Northland entered into financial derivatives, resulting in the crystallization of financial losses for 2022 and 2023 ("**APX hedge losses**"), which are reflected in the financial guidance for 2022. Refer to the 2021 Annual Report for more information.

Nordsee One Component Issue (Bearings Replacement Campaign)

As disclosed in the 2021 Annual Report, Northland identified a component defect on wind turbines at Nordsee One affecting the main rotor shaft assembly (**RSA**) and commenced replacement of the rotor shaft assembly of all turbines. Having replaced ten RSAs last year, Nordsee One has replaced the remaining 44 RSA ahead of schedule. The costs were effectively covered by the warranty bond settlement proceeds of €58 million ($67 million at Northland's share) received in 2020 relating to then-outstanding warranty obligations of Nordsee One's turbine manufacture.

Over the course of the replacement campaign, Nordsee One curtailed the performance of certain turbines to briefly extend their life, which reduced production ("**turbine availability**"). Nordsee One incurred lost sales due to turbine availability of €6 million ($7 million at Northland's share) in the first nine months of 2022.

Subsequent to quarter end, Northland successfully restructured €1.6 billion of its senior and junior debt relating to Gemini. The restructuring will improve Adjusted Free Cash Flow to Northland over the next several years and reflects the strong and consistent operational and financial performance of Gemini. The restructuring will reduce Adjusted Free Cash Flow in 2022 by €72 million ($68 million at Northland's share), which has been funded with available cash flow generated from higher energy prices and, accordingly, will not impact Northland's available liquidity. The restructured debt qualifies as a green financing in accordance with Northland's green financing framework.

Operating Performance

An important indicator for performance of offshore wind facilities is the historical average power production of the facility, where available. The following table summarizes actual electricity production and the historical average, high and low for the applicable operating periods of each offshore facility:

	Three months ended September 30,				
	2022 (1)	2021 (1)	Historical Average (2)	Historical High (2)	Historical Low (2)
Electricity production (GWh)					
Gemini	**436**	397	446	524	397
Nordsee One	**179**	173	192	220	173
Deutsche Bucht	**185**	164	173	185	164
Total	**800**	734			

	Nine months ended September 30,				
	2022 (1)	2021 (1)	Historical Average (2)	Historical High (2)	Historical Low (2)
Electricity production (GWh)					
Gemini	**1,602**	1,450	1,590	1,710	1,450
Nordsee One	**725**	635	725	766	635
Deutsche Bucht	**677**	608	648	677	608
Total	**3,004**	2,692			

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

(2) Represents the historical power production for the period since the commencement of commercial operation of the respective facility (2017 for Gemini and Nordsee One, and 2020 for Deutsche Bucht) and excludes unpaid curtailments.

Electricity production for the three months ended September 30, 2022, increased 9% or 67GWh compared to the same quarter of 2021 primarily due to higher wind resource, no unpaid curtailments related to negative prices and fewer uncompensated grid outages at the German facilities. Electricity production for the nine months ended September 30, 2022, increased 12% or 312GWh compared to the same period of 2021 primarily due to higher wind resource and fewer unpaid curtailments related to negative prices in Germany, partially offset by reduced turbine availability at Nordsee One due to the RSA replacement campaign.

Sales of $278 million for the three months ended September 30, 2022, increased 41% or $80 million compared to the same quarter of 2021 primarily due to higher market prices and electricity production across all offshore wind facilities, partially offset by the foreign exchange rate fluctuations due to weakening of the Euro. Wholesale market prices exceeding the FIT and the SDE at the offshore wind facilities allowed for the realization of $76 million (at Northland's share) of higher sales in the quarter and $136 million (at Northland's share) for the first nine months of the year. Adjusted Free Cash Flow and Free Cash Flow are largely hedged and therefore virtually unaffected by foreign exchange rate fluctuations. The final revenues realized for 2022 will depend on the average APX prices over the course of the year, which could vary from what has been recorded for the three and nine months ended September 30, 2022. Sales of $920 million for the nine months ended September 30, 2022, increased 19% or $147 million compared to 2021 primarily due to the same factors above.

Sales were also adversely affected by factors other than wind resource, as summarized in the following table:

	Three months ended September 30,		Nine months ended September 30,	
	2022	**2021**	**2022**	**2021**
Effect of Gemini APX hedge losses [1]	**$ 4,908**	$ 11,400	**$ 15,134**	$ 23,442
Lower turbine availability at Nordsee One (due to RSA campaign)	**2,240**	2,100	**7,482**	5,745
Unpaid curtailment due to negative prices in Germany	**—**	1,523	**1,145**	7,786
Unpaid curtailment due to grid outages in Germany	**$ 55**	2,700	**$ 7,301**	$ 9,963

(1) Realized APX hedge losses are not reported in Sales but do affect Adjusted EBITDA and Adjusted Free Cash Flow.

Operating costs of $46 million and $125 million for the three and nine months ended September 30, 2022, decreased 12% or $6 million and 9% or $13 million, respectively, compared to the same periods of 2021 primarily due to the effect of foreign exchange rate fluctuations.

Operating income and *Adjusted EBITDA* of $152 million and $176 million, respectively, for the three months ended September 30, 2022, increased 212% or $103 million and 69% or $72 million compared to the same quarter of 2021 primarily driven by higher wind resource and higher market prices across all offshore wind facilities, no unpaid curtailments related to negative prices in Germany and fewer uncompensated outages at the German facilities, partially offset by foreign exchange rate fluctuations. Operating income and Adjusted EBITDA of $544 million and $579 million, respectively, for the nine months ended September 30, 2022, increased 51% or $183 million and 26% or $120 million compared to the same period of 2021 due to similar factors.

Onshore Renewable Facilities

Northland's onshore renewables comprise onshore wind and solar facilities located in Canada and Spain. Onshore wind facilities are similar in nature operationally to offshore wind; however, with lower operating costs and generally lower wind resource. Solar power facilities have lower fixed operating costs per unit of capacity than other renewable power technologies. 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. For the nine months ended September 30, 2022, Northland's onshore renewable facilities in Canada and Spain contributed approximately 10% and 14%, respectively, of reported Adjusted EBITDA from facilities.

The Spanish portfolio, acquired in August 2021, is comprised of onshore wind (435MW), solar photovoltaic (66MW), and concentrated solar (50MW) assets located throughout Spain. The Spanish portfolio operates under a regulated asset base (**RAB**) framework that guarantees a specified pre-tax rate of return of 7.4% for 23 sites and 7.1% for 10 sites, over the full regulatory life of the facilities, regardless of settled wholesale power price ("**pool price**"). Refer to the 2021 Annual Report for additional information.

Revenue from the Spanish facilities is primarily comprised of two main components, return on investment ("**Ri**") as well as a larger component based on pool prices. While a renewables operator may collect the settled pool price per MWh produced, under IFRS, revenue is only recognized at the pool price originally forecasted by the Spanish regulator at the start of the regulatory semi-period (the "**posted price**"). Under IFRS, any pool price revenue collected significantly in excess of (or below) the stated pool price in the current regulatory semi-period is deferred and recognized over the remaining regulatory periods (known as "**band adjustments**").

Spain regulatory changes

In response to the unprecedented high energy prices for consumers, in early 2022, Spanish authorities enacted an exceptional update to the regulatory framework for the calendar year 2022 as well as the next regulatory semi-period 2023-2025. Effective mid-2022, these regulatory amendments raised the posted price from €49/MWh to €122/MWh, retroactive from January 1, 2022, thus allowing generation facilities to realize higher sales in the year. In addition, there were also changes to the band adjustments for 2022 that will permit the recognition of deferred revenue from 2020 and 2021 in 2022, earlier than the original regulation allowed for. However, these increases will be partially offset by a reduction in regulated revenue from Ri. As noted above, Spain authorities are expected to implement the EU price cap from December 1, 2022 to June 30, 2023.

As noted above, in addition to the consolidation of the Spanish debt facilities subsequent to the quarter-end, a €61 million (approximately $82 million) one-time principal payment was made in relation to the deleveraging of the Spain portfolio, which will reduce Adjusted Free Cash Flow in 2022. The principal repayment was entirely funded from the cash flow realized to date from the higher pool prices since acquisition of the portfolio in 2021. This principal payment has been incorporated in the latest 2022 financial guidance. The long-term financial performance of the Spanish portfolio continues to be underpinned by the regulated return associated with the facilities, with a revised debt service profile that is aligned with the cash flow forecast of the portfolio.

Northland entered into long-term Euro denominated foreign exchange hedges, at an average rate of $1.73/€1, which hedges the majority of projected distributions from the Spanish portfolio from 2022-2035 to mitigate foreign exchange rate volatility, consistent with its corporate risk mitigation strategy.

Electricity production at the onshore renewable facilities for the three months ended September 30, 2022, was 38% or 133GWh higher than the same quarter of 2021 due to higher onshore wind and solar resources generally across all onshore facilities. Electricity production for the nine months ended September 30, 2022, was 70% or 707GWh higher than 2021, due to the same reasons, in addition to Spanish Portfolio's nine months' contribution in 2022 compared to three months' contribution in 2021. For the three and nine months ended September 30, 2022, the Spanish portfolio generated 214GWh and 723GWh, respectively.

Adjusted EBITDA for the three and nine months ended September 30, 2022, of $61 million and $268 million, respectively was 15% or $8 million and 110% or $140 million higher than 2021 primarily due to the contribution from the Spanish portfolio. Excluding the contribution from the Spanish portfolio, for the three months ended September 30, 2022, sales and Adjusted EBITDA were 8% and 5% higher, respectively, compared to the same quarter of 2021, primarily due to higher wind and solar resource. For the nine months ended September 30, 2022, sales and Adjusted EBITDA from the Canadian onshore facilities were 5% and 5% higher, respectively, compared to the same period of 2021, due to the same reasons above. Spanish portfolio's sales and Adjusted EBITDA for the three months ended September 30, 2022 were $43 million and $25 million, respectively and for the nine months ended September 30, 2022 were $186 million and $153 million, respectively.

Efficient Natural Gas Facilities

The contractual structures of Northland's efficient natural gas facilities ensure each facility's gross profit is generally stable, within a seasonal profile, regardless of production or sales levels, so long as the plant is available. Under some PPAs, the facility is reimbursed for certain costs of sales by the counterparty. For the nine months ended September 30, 2022, Northland's efficient natural gas facilities contributed approximately 17% of reported Adjusted EBITDA from facilities, with the two largest, North Battleford and Thorold accounting for approximately 12%.

In April 2022, Northland completed the sale of Iroquois Falls and Kingston, with a combined operating capacity of 230MW, that previously operated under long-term power purchase agreements which expired at the end of 2021 and 2017, respectively.

Electricity production for the three months ended September 30, 2022, increased 16% or 115GWh, compared to the same period of 2021, due to the effect of a maintenance outage last year at Thorold and higher dispatches at Kirkland Lake, partially offset by the sale of Iroquois Falls. Electricity production for the nine months ended September 30, 2022, increased 8% or 182GWh, compared to the same period of 2021, due to the effect of a planned maintenance outages last year at North Battleford and Thorold, partially offset by the effect of Kirkland Lake operating under an enhanced dispatch contract (**EDC**) since July 2021.

Sales of $111 million increased 9% or $9 million compared to the same quarter of 2021 primarily due to higher production at Thorold and Kirkland, partially offset by the sale of Iroquois Falls.

Adjusted EBITDA for the three months ended September 30, 2022, of $52 million decreased 18% compared to the same period of 2021 primarily due to the expiry of the PPA at (and subsequent sale of) Iroquois Falls. Adjusted EBITDA for the nine months ended September 30, 2022, of $197 million increased 3% compared to the same period of 2021, primarily due to higher production at North Battleford and Thorold and also from Kirkland Lake's one-time management fee, partially offset by the sale of Iroquois Falls.

Utility

EBSA's net sales are almost entirely regulated, of which the vast majority is earned from its distribution business and the remainder primarily from its electricity retail business. EBSA's results are affected by exchange rate fluctuations between the Canadian dollar and the Colombian peso. For 2022, Northland has hedged the foreign exchange rate at COP$3,097:CAD$1 (2021: COP$2,795:CAD$1) for nearly all of the anticipated Colombian peso-denominated cash flow, mitigating the effects of fluctuations in the foreign exchange rate on Adjusted Free Cash Flow. For the nine months ended September 30, 2022, EBSA contributed approximately 8% of reported Adjusted EBITDA from facilities.

Sales and *gross profit* of $70 million and $49 million for the three months ended September 30, 2022, increased 24% or $13 million and 23% or $9 million, respectively, compared to the same quarter of 2021 primarily due to rate escalations, driven by a higher Colombian producer price index, positively affecting EBSA's 2022 financial performance. Sales and gross profit of $206 million and $143 million for the nine months ended September 30, 2022, increased 24% or $39 million and 23% or $27 million, respectively, compared to the same period of 2021 primarily due to the same factors.

Operating income of $23 million and $66 million for the three and nine months ended September 30, 2022, increased 52% or $8 million and 51% or $22 million, respectively, compared to the same periods of 2021 due to the factors described above.

Adjusted EBITDA of $30 million and $87 million for the three and nine months ended September 30, 2022, increased 29% or $7 million and 29% or $19 million, respectively, compared to the same periods of 2021 due to the factors described above.

As previously disclosed, in December 2021, Northland restructured and upsized EBSA's long-term, non-recourse financing (the "**EBSA Facility**"), resulting in $84 million of incremental cash proceeds to Northland, net of closing costs. The upsizing of the EBSA Facility was completed on the basis of growth in EBSA's projected EBITDA growth for 2022, based on increases in the rate base. Net upsizing proceeds of $27 million, in excess of EBSA's expansionary capital expenditure needs were included in Adjusted Free Cash Flow and Free Cash Flow for the first nine months of 2022.

For EBSA, non-expansionary capital expenditures are required to maintain its regulated asset base under the requirements of the local regulator. Such expenditures are largely driven by the requirements of the regulatory framework, though the timing of the capital expenditures can vary from year to year and can be seasonal, therefore, affecting Adjusted Free Cash Flow as reported.

4.2: General and Administrative Costs

The following table summarizes general and administrative (**G&A**) costs:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	**2022**	2021
Corporate G&A	**$ 11,946**	$ 9,031	**$ 37,972**	$ 26,975
Operations G&A (1)	**7,051**	5,952	**20,679**	18,769
Total G&A costs	**$ 18,997**	$ 14,983	**$ 58,651**	$ 45,744

(1) Operations G&A is included in the respective segment's Adjusted EBITDA and Adjusted Free Cash Flow presented in *Section 4.1 Operating Results.*

Corporate G&A costs of $12 million and $38 million for the three and nine months ended September 30, 2022, were 32% or $3 million and 41% or $11 million, higher, respectively, compared to the same periods of 2021 primarily due to increased personnel costs and other costs supporting Northland's global growth, in line with management's expectations.

Operations G&A is incurred at the operating facilities, and for the three and nine months ended September 30, 2022, were largely in line with the same periods of 2021.

4.3: Growth Expenditures

The following table summarizes development costs (charged to expense under IFRS) and growth expenditures for non-IFRS financial measures:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	**2022**	2021
Business development	**$ 6,885**	$ 8,395	**$ 15,494**	$ 21,928
Project development	**2,756**	640	**9,035**	935
Development overhead	**11,312**	10,029	**28,420**	22,041
Acquisition costs (1)	**139**	3,674	**757**	6,007
Development costs	**$ 21,092**	$ 22,738	**$ 53,706**	$ 50,911
Joint venture project development costs (2)	**744**	4,533	**2,825**	8,390
Growth expenditures (3)	**$ 21,697**	$ 23,597	**$ 55,774**	$ 53,294
Growth expenditures on a per share basis			**$ 0.24**	$ 0.25

(1) Relates to successful acquisition costs only. Excluded from growth expenditures.

(2) Includes Northland's share of development costs incurred at Baltic Power, Chiba and other joint venture projects.

(3) Excludes acquisition costs but includes share of project development costs incurred by joint ventures.

To achieve its long-term growth objectives, Northland expects to deploy early-stage investment capital (growth expenditures) to advance its projects. With regional development offices in Europe, Asia, North America and Latin America fully functional and with a pipeline of growth opportunities currently secured, Northland expects to incur higher growth expenditures and capital investments in future years to fund its identified development pipeline and opportunities sourced through the regional development offices.

Growth expenditures are excluded from Adjusted Free Cash Flow. However, these growth expenditures reduce near-term Free Cash Flow until projects achieve capitalization under IFRS but should deliver sustainable growth in Free Cash Flow over the long-run.

Business development costs are incurred to identify and explore prospective business and development opportunities, which are expected to result in identifiable development projects intended to be pursued to completion, and include costs incurred for projects not ultimately pursued to the acquisition or to completion. Business development costs for the three and nine months ended September 30, 2022 were lower compared to the same periods of 2021 due to the timing of development activities pursuing opportunities.

Project development costs are attributable to identified early- to mid-stage development projects under active development that are likely to generate cash flow over the long-run, though do not yet meet capitalization criteria under IFRS. For the three and nine months ended September 30, 2022, project development costs increased over the same periods of 2021 due to the advancement of a growing number of early- to mid-stage development projects. Refer to SECTION 8: DEVELOPMENT, ACQUISITION AND CONSTRUCTION ACTIVITIES for additional information on identified development projects.

Development overhead primarily relates to personnel, rent and other office costs not directly attributable to specific development projects. Development overhead reflects Northland's resources and development offices in key target jurisdictions focused on securing long-term growth opportunities in those jurisdictions. Development overhead costs for the three and nine months ended September 30, 2022, were higher than the same periods of 2021 primarily due to higher personnel and other costs in support of Northland's global growth.

Acquisition and transaction costs are generally third-party transaction-related costs directly attributable to an executed business acquisition, such as the Spanish portfolio, and are excluded from Northland's non-IFRS financial measures.

Management currently expects growth expenditures in 2022 to be lower than the $100 million provided in its original guidance issued in February 2022, which is reflected in the financial guidance in SECTION 9: OUTLOOK.

4.4: Consolidated Results

The following discussion of the significant factors contributing to the consolidated financial results should be read in conjunction with Northland's unaudited interim condensed consolidated financial statements for the nine months ended September 30, 2022.

Third Quarter

Sales of $556 million increased 29% or $124 million compared to the same quarter of 2021 primarily due to higher market prices and higher production across the offshore wind facilities and improved results from Spanish Portfolio from the increase in the posted price due to the 2022 regulatory changes, partially offset by the sale of Iroquois Falls and foreign exchange rate fluctuations.

Gross profit of $484 million increased 26% or $101 million compared to the same quarter of 2021 primarily due to the same factors affecting sales.

Operating costs of $99 million increased 5% or $5 million compared to the same quarter of 2021 primarily due to operating costs at the Spanish portfolio, partially offset by the effect of foreign exchange rate fluctuations.

G&A costs of $19 million increased 27% or $4 million primarily due to personnel costs and other costs supporting Northland's global growth, in line with management's expectations.

Development costs of $21 million decreased 7.2% or $2 million compared to the same quarter of 2021 primarily due to the Spanish portfolio's acquisition cost incurred last year, partially offset by higher costs incurred in 2022 to advance early to mid-stage development projects.

Finance costs, net (primarily interest expense) of $78 million decreased 3% or $2 million compared to the same quarter of 2021 primarily due to scheduled repayments on facility-level loans.

Fair value loss on derivative contracts was $43 million compared to a $34 million gain in the same quarter of 2021 primarily due to net movement in the fair value of derivatives related to commodity, interest rates and foreign exchange contracts.

Foreign exchange gain of $40 million was primarily due to unrealized gains from fluctuations in the closing foreign exchange rates.

Other income was $7 million higher than the same period of 2021 primarily due to the higher share of joint venture development costs in 2021.

Net income of $76 million in the third quarter of 2022 compared to net loss of $5 million in the same quarter of 2021 primarily as a result of the factors described above, partially offset by $20 million higher tax expense.

Year to date

Sales of $1,808 million increased 24% or $355 million compared to 2021 primarily due to higher market prices and higher production across the offshore wind facilities and nine months' contribution from the Spanish Portfolio, which was acquired in August 2021, partially offset by the sale of Iroquois Falls and foreign exchange rate fluctuations.

Gross profit of $1,605 million increased 23% or $305 million compared to 2021 primarily due to the same factors affecting sales in the period.

Operating costs of $256 million increased 5% or $12 million compared to 2021 primarily due to operating costs at the Spanish portfolio, partially offset by the effect of foreign exchange rate fluctuations.

G&A costs of $59 million increased 28% or $13 million compared to 2021 primarily due to personnel costs and other costs supporting Northland's global growth, in line with management's expectations.

Development costs of $54 million increased 5% or $3 million compared to 2021 primarily due to higher overhead costs, including personnel and other costs to support global growth, partially offset by the Spanish portfolio's acquisition cost incurred last year.

Finance costs, net (primarily interest expense) of $237 million decreased 2% or $6 million compared to 2021 as a result of scheduled repayments on facility-level loans.

Fair value gain on derivative contracts was $320 million compared to a $64 million gain in the same period of 2021 primarily due to net movement in the fair value of derivatives related to commodity, interest rates and foreign exchange contracts.

Foreign exchange loss of $27 million was primarily due to unrealized loss from fluctuations in the closing foreign exchange rates.

There was no impairment in 2022, whereas, in the same period of 2021, an impairment of goodwill totaling $30 million was recorded for Iroquois Falls due to the expiry of its PPA in December 2021.

Other income was $37 million higher than the same period of 2021 primarily due to the gain on sale of two efficient natural gas facilities, partially offset by the share of increasing joint venture development costs.

Net income increased $491 million for the nine months ended September 30, 2022, compared to the same period in 2021 primarily due to the factors described above, partially offset by a $160 million higher tax expense.

4.5: Adjusted EBITDA

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

	Three months ended September 30,				Nine months ended September 30,			
		2022		**2021**		**2022**		**2021**
Net income (loss)	**$**	**76,089**	$	(4,668)	**$**	**631,535**	$	140,351
Adjustments:								
Finance costs, net		**77,814**		80,186		**237,054**		242,806
Gemini interest income		**3,344**		3,961		**10,800**		11,967
Acquisition costs		**138**		3,674		**757**		6,007
Provision for (recovery of) income taxes		**47,410**		26,979		**233,672**		73,464
Depreciation of property, plant and equipment		**132,416**		166,962		**424,445**		457,399
Amortization of contracts and intangible assets		**14,042**		9,235		**39,645**		28,878
Fair value (gain) loss on derivative contracts		**38,238**		(33,583)		**(334,937)**		(75,489)
Foreign exchange (gain) loss		**(39,668)**		5,858		**27,281**		51,889
Impairment loss		**—**		—		**—**		29,981
Elimination of non-controlling interests		**(56,897)**		(44,542)		**(198,715)**		(185,974)
Finance lease (lessor)		**(1,563)**		(1,761)		**(4,841)**		(6,024)
Others [(1)]		**(1,600)**		(1,632)		**(21,591)**		(1,899)
Adjusted EBITDA	**$**	**289,763**	$	210,669	**$**	**1,045,105**	$	773,356

(1) Others primarily include share of results from equity investments, loss (gain) on sale of assets and share of joint venture project development costs.

Gemini interest income reflects interest earned on Northland's €117 million subordinated debt to Gemini. Under the terms of the Gemini debt restructuring completed subsequent to the third quarter, semi-annual principal payments to Northland will commence in December 2022 until maturity in 2031. Northland consolidates the financial results of Gemini and, as a result, Northland's loan balances, investment income, and interest expense are eliminated upon consolidation. Gemini interest income is included in Northland's consolidated Adjusted EBITDA because it reflects returns generated from an investment in core assets.

Third Quarter

Adjusted EBITDA of $290 million for the three months ended September 30, 2022, increased 38% or $79 million compared to the same quarter of 2021. The significant factors increasing Adjusted EBITDA include:

- $72 million increase in operating results at the offshore wind facilities primarily due to higher market prices and higher wind resource;
- $9 million increase in operating results primarily due to rate escalations at EBSA and higher wind resource at the Canadian renewable facilities; and
- $6 million higher contribution from the Spanish renewables portfolio resulting from a full quarter of compared to a partial quarter in 2021.

Factor partially offsetting the increase in Adjusted EBITDA was:

- $17 million decrease in operating results due to the loss in contribution as a result of the expiry of the PPA and subsequent sale of Iroquois Falls in April 2022.

Year to date

Adjusted EBITDA of $1,045 million for the nine months ended September 30, 2022, increased 35% or $272 million compared to the same period of 2021. The significant factors increasing Adjusted EBITDA include:

- $134 million mainly due to the contribution from Spanish portfolio acquired in August 2021, including regulatory changes retroactive to January 1, 2022, which accounted for $51 million higher Adjusted EBITDA;
- $120 million increase in operating results at offshore wind facilities primarily due to higher market prices and higher wind resource;
- $44 million increase in contribution from a one-time management fee of $33 million from Kirkland Lake that followed the restructuring and upsizing of its credit facility completed during the period and other operating optimizations;
- $19 million increase in operating results primarily due to rate escalations at EBSA; and
- $6 million increase in Canadian renewable facilities' operating results primarily due to higher wind resource.

The factor partially offsetting an increase in Adjusted EBITDA was:

- $59 million decrease in operating results due to the loss in contribution as a result of the expiry of the PPA and subsequent sale of Iroquois Falls in April 2022.

4.6: Adjusted Free Cash Flow and Free Cash Flow

The following table reconciles cash flow from operations to Adjusted Free Cash Flow and Free Cash Flow:

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Cash provided by operating activities	**$ 523,338**	$ 280,397	**$ 1,282,294**	$ 1,049,927
Adjustments:				
Net change in non-cash working capital balances related to operations	**(189,623)**	(78,387)	**(148,631)**	(180,513)
Non-expansionary capital expenditures	**(14,263)**	(15,210)	**(45,573)**	(32,824)
Restricted funding for major maintenance, debt and decommissioning reserves	**(228)**	(628)	**(11,326)**	(9,799)
Interest	**(75,396)**	(25,684)	**(223,429)**	(177,066)
Scheduled principal repayments on facility debt	**(52,044)**	(22,711)	**(400,429)**	(357,234)
Funds set aside (utilized) for scheduled principal repayments	**(153,735)**	(123,226)	**(170,661)**	(119,316)
Preferred share dividends	**(2,811)**	(2,704)	**(8,252)**	(8,101)
Consolidation of non-controlling interests	**(1,707)**	(10,568)	**(43,513)**	(49,782)
Investment income (1)	**4,268**	5,140	**12,666**	15,403
Proceeds under NER300 and warranty settlement at Nordsee One	**16,911**	10,763	**55,787**	27,872
Others (2)	**(10,040)**	(6,114)	**65,655**	(7,507)
Free Cash Flow	**$ 44,670**	$ 11,068	**$ 364,588**	$ 151,060
Add Back: Growth expenditures	**21,697**	23,597	**55,774**	53,294
Adjusted Free Cash Flow	**$ 66,367**	$ 34,665	**$ 420,362**	$ 204,354

(1) Investment income includes Gemini interest income.

(2) Others mainly include net proceeds from sale of two efficient natural gas facilities, EBSA refinancing, effect of foreign exchange rates and hedges, Nordsee One interest on shareholder loans, share of joint venture project development costs, acquisition costs, lease payments, interest received and other non-cash expenses adjusted in working capital excluded from Free Cash Flow in the period.

Adjusted Free Cash Flow, is a supplementary non-IFRS cash flow measure including associated per share amounts and payout ratios. Adjusted Free Cash Flow is calculated by excluding growth-related expenditures from Free Cash Flow. Management believes this measure provides a relevant presentation of cash flow generated from the business before investment-related decisions (refer to *Section 4.3: Growth Expenditures* for additional information). Management believes Adjusted Free Cash Flow is a meaningful measure of Northland's ability to generate cash flow, after on-going obligations, to reinvest in growth and fund dividend payments. Reinvesting in growth is a key part of Northland's long-term strategy.

Scheduled principal repayments on facility debt reflect repayments as paid. *Funds set aside (utilized) for scheduled principal repayments* allocates repayments across the quarters in order to more clearly reflect the Company's performance. Gemini's principal repayment schedule is weighted towards the first payment of the year to align with Gemini's expected annual cash flow profile, while Nordsee One and Deutsche Bucht's principal repayments are equally weighted. For 2022, Northland's share of Gemini, Nordsee One and Deutsche Bucht's scheduled principal repayments are €122 million, €88 million and €77 million, respectively (2021 - €83 million, €87 million and €78 million). For 2022, the Spanish portfolio's principal repayment is €62 million (2021 - €23 million), however, as noted above, the refinancing of the Spanish debt facilities subsequent to the quarter will increase the debt payment in 2022 by an incremental €61 million ($82 million).

Interest expense is reflected each quarter as accrued in net income and working capital or paid.

Others mainly include net proceeds from sale of two efficient natural gas facilities, EBSA refinancing and the effect of foreign exchange rate hedges of $30 million, $27 million and $31 million, respectively.

In 2014, Nordsee One was awarded a grant under the European Commission's NER 300 program. The total grant value of €70 million was recorded as a reduction in property, plant and equipment upon completion of the project. Cash proceeds from the grant are based on production volumes, and final cash payments are expected in 2023 for the production ceiling under the program to be met in 2022. Proceeds accrued under Adjusted Free Cash Flow are based on production during the period. For the nine months ended September 30, 2022, and September 30, 2021, proceeds from this program, based on production, totaled $9 million and $10 million, respectively.

The following table reconciles Adjusted EBITDA to Adjusted Free Cash Flow.

	Three months ended September 30,		Nine months ended September 30,	
	2022	**2021**	**2022**	**2021**
Adjusted EBITDA	**$ 289,763**	$ 210,669	**$ 1,045,105**	$ 773,356
Adjustments:				
Scheduled debt repayments	**(163,945)**	(123,113)	**(459,499)**	(379,309)
Interest expense	**(61,808)**	(59,908)	**(183,112)**	(181,605)
Income taxes paid	**(33,535)**	(6,916)	**(122,644)**	(42,752)
Non-expansionary capital expenditure	**(12,160)**	(13,345)	**(38,828)**	(29,644)
Utilization (funding) of maintenance and decommissioning reserves	**(228)**	(627)	**(10,458)**	(8,862)
Lease payments, including principal and interest	**(4,234)**	(1,549)	**(7,357)**	(5,599)
Preferred dividends	**(2,811)**	(2,704)	**(8,252)**	(8,101)
Foreign exchange hedge gain (loss)	**8,125**	28	**56,216**	12,209
Proceeds under NER300 and warranty settlement at Nordsee One	**14,376**	9,149	**47,420**	23,692
EBSA Refinancing proceeds, net of growth capital expenditures	**10,119**	—	**26,896**	—
Others (1)	**1,008**	(616)	**19,101**	(2,325)
Free Cash Flow	**$ 44,670**	$ 11,068	**$ 364,588**	$ 151,060
Add Back: Growth expenditures	**21,697**	23,597	**55,774**	53,294
Adjusted Free Cash Flow	**$ 66,367**	$ 34,665	**$ 420,362**	$ 204,354

(1) Others mainly include Gemini interest income, net proceeds from sale of two efficient natural gas facilities, shareholder loan to Kirkland Lake and interest received on third-party loans to partners.

Third Quarter

Adjusted Free Cash Flow of $66 million for the three months ended September 30, 2022, was 91% or $32 million higher than the same quarter of 2021.

The significant factors increasing Adjusted Free Cash Flow were:

- $79 million increase in overall contribution generally across all facilities leading to higher Adjusted EBITDA;
- $10 million increase primarily from the net proceeds of the EBSA refinancing; and
- $6 million increase in warranty bond settlement relating to RSA replacement campaign.

The factors partially offsetting the increase in Adjusted Free Cash Flow were:

- $27 million increase in current taxes primarily at the offshore wind facilities as a result of better financial results; and
- $41 million increase in scheduled debt repayments on facility-level loans, mainly at Gemini and Spanish portfolio.

Free Cash Flow, which includes growth expenditures, totaled $45 million for the three months ended September 30, 2022, and was 304% or $34 million higher than the same quarter of 2021 due to the same factors as Adjusted Free Cash Flow.

Year to date

Adjusted Free Cash Flow of $420 million for the nine months ended September 30, 2022, was 106% or $216 million higher than the same period of 2021.

The significant factors increasing Adjusted Free Cash Flow were:

- $68 million contribution from the Spanish portfolio of onshore wind and solar facilities, including regulatory changes retroactive to January 1, 2022 accounted for $44 million higher Adjusted Free Cash Flow;
- $36 million increase in contribution from a one-time management fee from Kirkland Lake that followed the restructuring and upsizing of its credit facility completed during the period and other operating optimizations;
- $30 million net proceeds from the sale of two efficient natural gas facilities in April 2022;
- $99 million increase in overall contribution across all other facilities primarily due to better operating results, as described above in Adjusted EBITDA; and
- $19 million decrease in interest costs as a result of scheduled principal repayments on facility-level loans.

The factor partially offsetting the increase in Adjusted Free Cash Flow was:

- $57 million increase in current taxes primarily at the offshore wind facilities as a result of better financial results.

Free Cash Flow, which includes growth expenditures, totaled $365 million for the nine months ended September 30, 2022, and was 141% or $214 million higher than the same period of 2021 due to the same factors as Adjusted Free Cash Flow.

The following table summarizes dividends paid, payout ratios as well as per share amounts;

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	**2022**	2021
Cash dividends paid to shareholders	**$ 49,673**	$ 44,728	**$ 145,508**	$ 128,067
Adjusted Free Cash Flow payout ratio - cash dividends (1)			**32 %**	60 %
Free Cash Flow payout ratio - cash dividends (1)			**37 %**	81 %
Total dividends paid to shareholders (2)	**$ 71,092**	$ 67,761	**$ 208,685**	$ 193,791
Adjusted Free Cash Flow payout ratio - total dividends (1) (2)			**46 %**	90 %
Free Cash Flow payout ratio - total dividends (1)			**53 %**	123 %
Weighted avg. number of shares - basic and diluted (000s)	**238,011**	225,964	**232,712**	216,264
Per share ($/share)				
Dividends paid	**$ 0.30**	$ 0.30	**$ 0.90**	$ 0.90
Adjusted Free Cash Flow — basic and diluted	**$ 0.28**	$ 0.15	**$ 1.81**	$ 0.94
Free Cash Flow — basic and diluted	**$ 0.19**	$ 0.05	**$ 1.57**	$ 0.70

(1) On a rolling four-quarter basis.

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

At September 30, 2022, the rolling four quarter Adjusted Free Cash Flow and the Free Cash Flow net payout ratio improved to 32% and 37%, respectively, calculated on the basis of cash dividends paid, compared to 60% and 81% for the same period ending September 30, 2021. The improvement in both net payout ratios was due to higher reported Adjusted Free Cash Flow. The Free Cash Flow net payout ratio was similarly improved compared to the same period ending September 30, 2021.

SECTION 5: CHANGES IN FINANCIAL POSITION

The following table provides a summary of account balances derived from the unaudited interim condensed consolidated statements of financial position as at September 30, 2022 and December 31, 2021.

As at	September 30, 2022	December 31, 2021
Assets		
Cash and cash equivalents	**$ 1,533,904**	$ 673,692
Restricted cash	**173,913**	155,631
Trade and other receivables	**416,405**	383,308
Other current assets	**91,542**	77,950
Property, plant and equipment, net	**9,161,261**	9,586,466
Contracts and other intangible assets, net	**470,240**	497,635
Net derivative assets (2)	**604,443**	—
Investment in joint ventures	**180,294**	131,134
Other assets (1)	**1,000,549**	1,037,913
	$ 13,632,551	$ 12,543,729
Liabilities		
Trade and other payables	**$ 743,001**	$ 504,583
Facility-level loans and borrowings	**7,137,774**	7,592,214
Net derivative liabilities (2)	**—**	215,618
Net deferred tax liability (2)	**674,867**	470,015
Other liabilities (3)	**722,839**	795,588
	$ 9,278,481	$ 9,578,018
Total equity	**4,354,070**	2,965,711
	$ 13,632,551	$ 12,543,729

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

(2) Presented on a net basis.

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

Significant changes in Northland's unaudited interim condensed consolidated statements of financial position were as follows:

- *Cash and Cash Equivalents* increased $860 million primarily due to proceeds from the ATM program.
- *Property, plant and equipment* decreased by $425 million primarily due to depreciation and foreign exchange fluctuation partially offset by construction-related activities.
- *Net derivative assets* increased $820 million from a net derivative liability at December 31, 2021, primarily due to the effects of higher interest rates in Canada, the US and Europe and strengthening of the Canadian dollar against the Euro.
- *Facility-level loans and borrowings* decreased by $454 million mainly due to scheduled principal repayments on facility-level debt and foreign exchange fluctuation partially offset by construction related drawdowns.
- *Other liabilities* decreased by $73 million primarily due to repayments of the revolving corporate credit facility outstanding from the proceeds of the ATM program.

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 growth 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, securing partnerships, corporate credit facilities, convertible debentures and equity, such as common and preferred shares.

Dividends

Northland's Board of Directors and management are committed to maintaining the current monthly dividend of $0.10 per share ($1.20 on an annual basis) and are confident that Northland has adequate access to funds to meet its dividend commitment, including operating cash flows and corporate funds. The Board of Directors reviews the dividend policy at least annually as part of Northland's overall capital allocation strategy to balance growth requirements and investor preferences.

Equity

The change in shares during 2022 and 2021 was as follows:

	September 30, 2022	**December 31, 2021**
	Shares	Shares
Shares outstanding, beginning of year	**226,882,751**	202,171,075
Equity offering	**15,606,600**	22,500,500
Shares issued under the LTIP	**14,974**	21,967
Shares issued under the DRIP	**1,635,656**	2,189,209
Total common shares outstanding, end of period	**244,139,981**	226,882,751

Preferred shares outstanding as at September 30, 2022, and December 31, 2021 were as follows:

As at	**September 30, 2022**	**December 31, 2021**
Preferred shares outstanding		
Series 1	**4,762,246**	4,762,246
Series 2	**1,237,754**	1,237,754
Series 3	**4,800,000**	4,800,000
Total	**10,800,000**	10,800,000

In their most recent report issued in May 2022, Standard & Poor's reaffirmed Northland's corporate credit rating of BBB (Stable). In addition, Northland's preferred share rating was reaffirmed on Standard & Poor's Canada scale of BB+. In September 2021, Northland received a second corporate credit rating of BBB (stable) from Fitch Ratings Inc., a global rating agency.

At September 30, 2022, Northland had 244,139,981 common shares outstanding (as at December 31, 2021 - 226,882,751) with no change in preferred shares outstanding from December 31, 2021.

As of November 9, 2022, Northland has 245,380,985 common shares outstanding with no change in preferred shares outstanding from September 30, 2022.

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,	
	2022	2021	2022	2021
Cash and cash equivalents, beginning of period	**$ 942,767**	$ 863,673	**$ 673,692**	$ 434,989
Cash provided by operating activities	**523,338**	280,397	**1,282,294**	1,049,927
Cash (used in) investing activities	**(166,827)**	(513,085)	**(317,857)**	(788,562)
Cash (used in) provided by financing activities	**210,417**	(100,355)	**(78,527)**	(74,566)
Effect of exchange rate differences	**24,209**	2,449	**(25,698)**	(88,709)
Cash and cash equivalents, end of period	**$ 1,533,904**	$ 533,079	**$ 1,533,904**	$ 533,079

Year to date

Cash and cash equivalents for the nine months ended September 30, 2022, increased $860 million due to cash provided by operations of $1,282 million, partially offset by $318 million of cash used in investing activities, $79 million in financing activities and $26 million effect of foreign exchange translation.

Cash provided by operating activities for the nine months ended September 30, 2022, was $1,282 million comprising:

- $632 million of net income;
- $502 million in non-cash and non-operating items such as depreciation and amortization, finance costs, changes in fair value of financial instruments and deferred taxes; and
- $149 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, 2022, was $318 million, primarily comprising:

- $307 million used for the purchase of property, plant and equipment, mainly for the Nordsee One RSA replacement campaign and ongoing construction at New York Wind and Hai Long projects.

Factors partially offsetting cash provided by investing activities include:

- $14 million of other mainly related to net proceeds from the sale of two efficient natural gas facilities; and
- $1 million of restricted cash used mainly related to the ongoing New York Wind construction.

Cash used in financing activities for the nine months ended September 30, 2022, was $79 million, primarily comprising:

- $400 million in principal repayments on facility-level debt;
- $220 million in interest payments;
- $243 million of common and preferred share dividends as well as dividends to NCI;
- $45 million in net repayment under the corporate syndicated revolving facility; and
- $27 million change in restricted cash, primarily from funds set aside for debt service.

Factors partially offsetting cash provided by financing activities include:

- $650 million received from common shares issued under the ATM program; and
- $202 million of draws on project debt primarily for construction of the projects.

Movement of foreign currencies, including primarily the Euro, U.S. dollar and Colombian peso, against the Canadian dollar decreased cash and cash equivalents by $26 million for the nine months ended September 30, 2022. Northland aims to mitigate the effects of exchange rate fluctuations through a variety of mechanisms, including foreign exchange hedges and natural hedges by corporate debt denominated in USD or Euro for operating expenditures.

Property, Plant and Equipment

The following table provides a continuity of the cost of property, plant and equipment for the nine months ended September 30, 2022:

	Balance as at Jan 1, 2022	Additions	Other [1]	Exchange rate differences	Balance as at Sep 30, 2022
Operations:					
Offshore wind	$ 6,644,941	$ 45,382	$ 2,677	$ (372,563)	**$ 6,320,437**
Onshore renewable	3,295,996	6,921	(4,721)	(86,483)	**3,211,713**
Efficient natural gas[2]	1,777,927	2,040	(462,471)	—	**1,317,496**
Utility	528,970	19,345	(1,367)	(17,803)	**529,145**
Construction:					
Onshore renewable	527,894	203,518	(838)	66,271	**796,845**
Corporate [3]	176,486	99,757	(32,386)	(91)	**243,766**
Total	**$ 12,952,214**	**$ 376,963**	**$ (499,106)**	**$ (410,669)**	**$ 12,419,402**

(1) Includes disposal of assets and amounts accrued under the long term incentive plan ("**LTIP**"). In April, Northland completed the sale of two efficient natural gas facilities in Ontario, Canada.

(2) Excludes Spy Hill lease receivable accounting treatment.

(3) Additions primarily related to Hai Long capitalization in construction-in-progress.

Long-term Debt

Northland's operating facilities and projects under construction are financed primarily with non-recourse project debt with fixed or hedged interest rates and repayment schedules tied to the terms of the project offtake agreement. Following the commercial operations date (**COD**), each project is structured 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 opportunities.

The following table provides a continuity of Northland's debt for the nine months ended September 30, 2022:

	Balance as at Jan 1, 2022	Financings, net of costs	Repayments	Amort. of costs/fair value	Exchange rate differences	Balance as at Sep 30, 2022
Operations:						
Offshore wind	$ 4,010,036	$ —	$ (242,908)	$ 7,908	$ (224,174)	**$ 3,550,862**
Onshore renewable	2,031,908	—	(118,377)	2,633	(59,354)	**1,856,810**
Efficient natural gas	902,558	34,697	(39,149)	1,063	—	**899,169**
Utility	518,096	—	—	616	(15)	**518,697**
Construction:						
Onshore renewable	129,625	167,084	—	(8,639)	24,166	**312,236**
Corporate [1]	41,816	710,021	(755,033)	1,039	299	**(1,858)**
Total	**$ 7,634,039**	**$ 911,802**	**$ (1,155,467)**	**$ 4,620**	**$ (259,078)**	**$ 7,135,916**

(1) Deferred financing cost associated with the syndicated revolving facility is included within the other assets in the consolidated statement of financial position.

Additionally, as at September 30, 2022, $105 million of letters of credit were outstanding under non-recourse project-level credit facilities for operational use.

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 pay cash dividends to common and preferred shareholders. Most operating subsidiaries hold non-recourse debt, which typically prohibits distributions if the loan is in default (notably for non-payment of principal or interest) or if the entity fails to achieve a benchmark debt service coverage ratio, which is the ratio of EBITDA to scheduled principal and interest payments over a specified time period. Northland and its subsidiaries were in compliance with all debt covenants for the period ended September 30, 2022, with the exception of the matters outlined below, which were resolved in the second quarter in accordance with the applicable credit agreements.

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. The corporate credit facilities are summarized in the following table:

As at September 30, 2022	**Facility size**	**Amount drawn**	**Outstanding letters of credit**	**Available capacity**	**Maturity date**
Sustainability linked loan (**SLL**) syndicated revolving facility (3)	$ 1,000,000	$ —	$ 274,742	$ 725,258	Sep. 2026
Bilateral letter of credit facility	150,000	—	134,637	15,363	Mar. 2023
Export credit agency backed letter of credit facility (2)	100,000	—	49,431	50,569	Mar. 2023
Export credit agency backed letter of credit facility (1)	50,000	—	37,734	12,266	n/a
Total	**$ 1,300,000**	**$ —**	**$ 496,544**	**$ 803,456**	
Less: deferred financing costs		1,858			
Total, net		**$ (1,858)**			

(1) The $50 million facility does not have a specified maturity date. Subsequent to quarter end, the letter of credit facility size was increased to $100 million.

(2) During the first quarter, Northland extended the credit facility maturity date to March 2023.

(3) Subsequent to quarter end, the maturity period of syndicated revolving facility was extended to September 2027.

- Of the $497 million of corporate letters of credit issued as at September 30, 2022, $304 million relates to projects under advanced development or construction.
- During the nine months ended September 30, 2022, Northland made net repayments of $45 million on the syndicated revolving facility.

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

Refer to *SECTION 7* of the 2021 Annual Report for the annual contractual maturities and scheduled payments of Northland's material financial liabilities as at December 31, 2021.

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, U.S. dollar and Colombian peso denominated balances to the appropriate quarter-end Canadian dollar equivalent and due to fair value movements of financial derivative contracts.

Accounting policies and principles have been applied consistently for all periods presented in the following table.

In millions of dollars, except per share information	Q3 2022	Q2 2022	Q1 2022	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020
Total sales	$ 556	$ 557	$ 695	$ 640	$ 432	$ 408	613	$ 493
Operating income	216	232	374	295	89	118	306	177
Net income (loss)	76	268	288	130	(5)	(6)	151	27
Adjusted EBITDA	290	335	420	364	211	203	360	269
Cash provided by operating activities	523	312	447	559	280	361	408	310
Adjusted Free Cash Flow	66	162	192	182	35	22	147	79
Free Cash Flow	$ 45	$ 146	$ 174	$ 156	$ 11	$ 6	$ 134	$ 56
Per share statistics								
Net income (loss) - basic [1]	$ 0.33	$ 1.01	$ 0.99	$ 0.45	$ (0.03)	$ (0.06)	$ 0.49	$ 0.11
Net income (loss) - diluted [1]	0.33	1.01	0.99	0.45	(0.03)	(0.06)	0.49	0.11
Adjusted Free Cash Flow - basic	0.28	0.70	0.84	0.80	0.15	0.10	0.73	0.38
Free Cash Flow - basic	0.19	0.63	0.77	0.69	0.05	0.03	0.66	0.28
Total dividends declared	$ 0.30	$ 0.30	$ 0.30	$ 0.30	$ 0.30	$ 0.30	$ 0.30	$ 0.30

(1) Net income (Loss), basic and diluted per share are adjusted due to correction of historical net income allocated to common shareholders and non-controlling interests ("**NCI**") in 2021 and 2020.

SECTION 8: DEVELOPMENT, ACQUISITION AND CONSTRUCTION ACTIVITIES

In addition to completed acquisitions and investments made this year, summarized below are Northland's most significant projects under construction and under development as:

ScotWind Offshore Wind Project

In January 2022, Northland announced that it was awarded two offshore wind leases in the Crown Estate Scotland auction with a total combined capacity of 2,340MW. The two leases, one fixed foundation (840MW) and one floating foundation (1,500MW), will extend Northland's development runway into the next decade, with commercial operations expected at the end of 2029/2030 for the fixed and early 2030s for the floating. In April 2022, Northland entered into an Option Lease Agreement with the Scottish government which provides the Company with development exclusivity over the two awarded sites for a period of up to 10 years. Northland has secured its right to the offshore region upon payment of GBP 20 million ($33 million).

Nordsee Offshore Wind Cluster

In January 2022, Northland and its German partner, RWE Renewables GmbH (**RWE**), announced the formation of a 1,333MW Nordsee Offshore Wind Cluster partnership (the "**Cluster**") encompassing Nordsee Two (433MW), Nordsee Three (420MW) and Nordsee Delta (480MW). To further enhance the size and scale of the Cluster and to realize additional synergies, Northland and RWE agreed to include a fourth project, resulting in the total size of the Cluster growing to over 1.5GW. The fourth project, Godewind, will have production capacity of 225MW and is within proximity to the other projects. The Cluster is expected to be developed and managed on a joint basis by both parties and the projects are expected to achieve commercial operations between 2026 and 2028. Northland holds a 49% interest in the Cluster with RWE holding 51%.

Colombian Solar Projects

In November 2021, Northland, in partnership with EDF Renewables, a subsidiary of Électricité de France S.A. (EPA:EDF), successfully submitted a joint-bid into the renewables auction in Colombia and was awarded the right to build two solar projects with a total combined capacity of 130MW. The solar projects will benefit from a 15-year PPA with multiple energy distribution and commercial entities in Colombia, starting in 2023. The PPA will be denominated in Colombian pesos and will have annual indexation to the Colombian Producer Price index (**PPI**). In addition, the projects will receive a reliability charge in US dollars, which is expected to account for approximately 10% of total revenues of the projects. Development progress at the 130MW Suba solar projects in Colombia continues, with the team working to secure agreements and contracts needed as the projects progress toward financial close. The solar projects will benefit from 15-year offtake agreements with multiple energy distribution and commercial entities in Colombia. Northland effectively holds a 50% of economic interest in Suba and its partner, EDF Renewables holding the remaining 50%. Commercial operations is expected in 2024.

***New York Onshore Wind Project*s**

Construction activities at the 112MW Bluestone project are progressing with all turbines expected to be installed before end of the year. However, interconnection and final commissioning are now expected to follow in early 2023. At the 108MW Ball Hill project, as a result of delays in turbine delivery to the fourth quarter, the commercial operations date for both projects, which was scheduled for the end of the year, is now expected in 2023, Northland expects to mitigate the impacts of the delays. The projects were previously awarded 20-year indexed REC agreements with the New York State Energy Research and Development Authority.

Northland finalized its first ever tax equity commitment with a leading U.S. financial institution for Ball Hill and Bluestone. The commitment will provide tax equity investment of up to US$190 million (approximately $250 million) to assist with funding the projects. Following the conclusion of the tax equity investment at commercial operations, the long-term structure of the projects will be comprised of tax equity, back-levered non-recourse debt and equity to fund the approximate $0.6 billion of capital costs.

Helios Colombian Solar Project

The first 10MW phase of Northland's 16MW Helios solar project in Colombia achieved commercial operations in the first quarter of 2022. Construction activities on the second 6MW phase have commenced, with commercial operations expected in 2023. The project achieved financial close in 2021 and secured a 12-year PPA with EBSA, which, in turn, will secure offtake agreements with non-regulated customers.

Baltic Power Polish Offshore Wind Project

In March 2021, Northland completed its acquisition of a 49% interest in the Baltic Power offshore wind project ("**Baltic Power**") in the Polish Baltic Sea with a total capacity of up to 1,200MW of offshore wind generation, for total cash consideration of PLN 255 million ($82 million).

In June 2021, the Baltic Power project, secured a 25-year Contract for Differences ("**CfD**") from Poland's Energy Regulatory Office under the Polish Offshore Wind Act at a guaranteed price of PLN 319.60 per megawatt hour (MWh), which is adjusted to annual indexation by Poland's annual average consumer price index. Upon successful achievement of all necessary approvals, construction of the Baltic Power is expected to commence in 2023 following financial close, with commercial operations anticipated in 2026.

The Baltic Power offshore wind project in Poland continues to make significant progress as it also advances towards its anticipated financial close in 2023. In the third quarter, Baltic Power signed preferred supplier agreements for key elements of the project including wind turbines, export cables and the offshore and onshore substations. The project selected the Vestas 15MW turbines, and additional contracts covering the design, manufacturing and installation of the offshore and onshore export cables are also signed. In addition, the project signed a booking agreement for the transport and installation of the turbines and for the foundations of all substation elements and offshore substations. The project continues work on securing the remaining key elements and service contracts for the project ahead of anticipated financial close in 2023. Northland holds a 49% interest in the project with PKN Orlen holding 51%.

La Lucha Mexican Solar Project

The 130MW solar project in the State of Durango, Mexico, completed its activities relating to the physical construction, however, certain activities relating to the energization of the project continue to be delayed. In order to achieve commercial operations, the facility requires energization followed by testing, which is conducted by CENACE (Independent System Operator) and CFE (Federal Electricity Commission). Final approvals, energization, testing and interconnection of renewable power projects have generally been delayed in Mexico by pandemic related government and CFE temporary office closures and reduced operating capacity. In addition, these processes have seen further delays that are likely related to the uncertainty created by the Mexican government's so far unsuccessful attempts to amend electricity sector regulations and constitutionally embedded legislation and timelines remain uncertain as a result. Efforts to secure commercial offtake and project financing are expected to be finalized only after commercial operations.

Hai Long Offshore Wind Project

In July 2022, Northland announced the signing of a Corporate Power Purchase Agreement (CPPA) that covers 100 percent of the power generated from Hai Long 2B and 3, which have a combined capacity of 744MW. The agreement is with an investment grade counterparty (S&P: AA-) and is for a 20-year period at a fixed-price, commencing once Hai Long reaches full commercial operations in late 2026. The contracted price under the CPPA is more favourable than the fixed auction rate originally awarded in 2018 and is a key accomplishment as Northland progresses Hai Long towards financial close. In addition, the PPAs with Taipower are not affected by the signing of the CPPA and provide a backstop to the CPPA.

To date, the project has executed the majority of the key contracts with suppliers for various elements of the project including turbines, foundations, cable arrays and both the offshore and onshore substations. The project signed a preferred supplier agreement for deployment of the Siemens 14MW turbine for the project along with a 15-year service contract covering offshore wind logistics and operations and maintenance. The project also signed a jacket foundation fabrication and pin pile fabrication contracts for the supply of foundations. Following the signing of the Corporate PPA for Hai Long 2b and 3 in July, efforts have focused on securing non-recourse project level debt financing, which has garnered lender interest from various global and local financial institutions in lending to the project for the long term. While the project continues to progress, delays in finalizing the Corporate PPA, longer than expected negotiations relating to supply contracts and certain market conditions pushed back the launch of the project financing and slowed its initial progress. The project financing is progressing, however financial close is expected to occur in 2023 rather than in 2022. The delay in financial close is currently not expected to impact commercial operations for the project, which remains targeted for 2026-2027.

Hai Long is owned 60% by Northland and 40% by Mitsui & Co. Ltd and Enterprize Energy Group. The project was allocated a total of 1,044MW (626MW net to Northland) by the Bureau of Energy of Taiwan under a FIT program and an auction process in 2019. Key aspects of the Hai Long project are presented in the following table:

Sub-project	Gross Capacity (MW)	Net Capacity (MW) (1)	Year of Grid Connection	Type of Procurement
Hai Long 2A	300	180	2024	FIT
Hai Long 2B	232	139	2025	Auction
Hai Long 3	512	307	2025	Auction
Total	**1,044**	**626**		

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

SECTION 9: OUTLOOK

Northland aims to increase shareholder value by creating high-quality projects underpinned by revenue arrangements that deliver predictable cash flows. Management actively seeks to invest in technologies and jurisdictions where Northland can benefit from an early-mover advantage and establish a meaningful presence while striving for excellence in managing Northland's operating facilities by enhancing their performance and value.

With strong year-to-date financial performance through the first nine months of the year, including the realized strength in European power prices and even after accounting for the debt repayments subsequent to the quarter at the Spanish and Gemini facilities, which amounted to an incremental $150 million or approximately $0.64 per share, management is reaffirming its 2022 financial guidance for Adjusted EBITDA, Adjusted Free Cash Flow, and Free Cash Flow per share.

For 2022, Adjusted EBITDA is expected to be in the range of $1.25 billion to $1.35 billion, Adjusted Free Cash Flow per share is expected to be in the range of $1.85 to $2.05 and Free Cash Flow per share is expected to be in the range of $1.40 to $1.60.

The Company remains well positioned to fund its growth objectives. Northland has access to $1.2 billion of available liquidity including $0.5 billion of cash on hand and approximately $0.7 billion corporate revolving credit facility as November 9, 2022, which can be utilized to fund growth projects that ultimately advance to financial close. Borrowings under the credit facilities are revolving, such that they are ultimately repaid from project financings at financial close, corporate and/or project-level financing optimizations and/or sell downs at or before financial close.

Northland's global activities are exposed to general economic and business conditions including elevated inflation levels, higher interest rates and capital costs, fluctuations in currency, economic conditions in the countries and regions in which the Company conducts business, and potential interruptions to the global supply chains. The Company's activities are also subject to regulatory risks and changes in regulation or legislation affected by political developments and by national and local laws and regulations such as restrictions on production, changes in taxes, and other amounts payable to governments or governmental agencies, price or rate controls that result in changes to market prices for power generated, reduced revenues or cash flows for operating assets, higher cost of operations, and introduce legal and administrative hurdles. Should one or more of these risks or uncertainties materialize, or should any of the Company's assumptions prove incorrect, actual results may vary in material respects from those projected in the forward-looking statements.

The Company continues to monitor these and other developments and is taking actions intended to minimize exposure to and impact of these global macroeconomic events. These actions include, but not limited to, conducting targeted debt refinancing for existing operating facilities to enhance cash flows and corporate liquidity, and implementing hedging strategies on development assets to provide certainty to costs and to preserve economic returns of the projects. In addition, the Company consistently looks for opportunities to optimize its portfolio to create value, enhance financial flexibility and drive enhanced performance in line with its strategic objectives.

On September 29, 2022, in response to the surge in wholesale electricity markets, the EU Council established a cap on market revenues on renewable energy producers of €180/MWh effective across the European Union from December 1, 2022, to at least June 30, 2023. Each member state has an obligation to implement the cap and the flexibility to adapt the EU's structure based on the structure of their individual markets. Depending how each EU member state finalizes its implementation mechanism, with some member states indicating their intention to adopt an earlier date for implementation, there is potential for impact to Northland's financial results. As of the date of this press release, the 2022 financial guidance has been re-affirmed and includes management's interpretations of the current proposed legislative/ regulatory changes, even though they are subject to change and have not yet been finalized or enacted into law. 2022 financial guidance also reflects that almost all of the higher cash flows realized to date from higher market prices have or will be used to repay project level debt.

Northland's Adjusted Free Cash Flow finances growth expenditures, and corporate costs that support growth and new initiatives. With a focus on its BBB (Stable) credit rating from S&P and Fitch, Northland considers it preferable to employ low-cost corporate credit to fund investments in its capitalized growth projects. To the extent there is excess Adjusted Free Cash Flow generated by the Company through financial and operational outperformance, these additional cash flows will be used fund capitalized growth projects, thereby reducing the need for corporate debt or equity funding.

Northland also intends to execute a selective sell-down strategy of partial interests of certain of its development projects on or before financial close to allow the Company to: (i) manage jurisdictional exposures, (ii) crystallize some development profit prior to construction as a result of the de-risking of the project; (iii) enhance our Adjusted Free Cash Flow and liquidity position; and (iv) increase project returns, amongst other considerations. The Company will assess each opportunity individually and intends to remain a long-term owner in the renewable projects it develops. The Company's first notable development asset sell-down may occur in 2022 or 2023, pending terms satisfactory to Northland.

The following table summarizes Northland's sources of liquidity that have been sourced by the management to fund dividends, and growth and capital investments, including Adjusted Free Cash Flow generated:

	September 30, 2022	December 31, 2021
Dividend Reinvestment Program (DRIP)	**$ 63,175**	$ 88,975
Release of funds from debt service reserve [(1)]	**—**	73,723
Proceeds from Canadian facility up-financing(s)	**—**	39,600
EBSA financing, net of prior debt repayment and costs	**—**	83,959
Equity offering (net proceeds) [(2)]	**649,581**	950,421
Liquidity Generated Before Adjusted Free Cash Flow	**$ 712,756**	$ 1,236,678
Adjusted Free Cash Flow	**420,362**	386,366
Total Liquidity Generated	**$ 1,133,118**	$ 1,623,044

(1) 2021 represents the release of cash from Deutsche Bucht's debt service reserve account following the implementation of a debt service reserve facility when the senior debt was restructured.

(2) 2022 net proceeds resulting from activity under the ATM program.

Management continues to monitor global developments and their potential impact on Northland's business and financial results.

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. Refer to Note 13 of the unaudited interim condensed consolidated financial statements for additional information including any contingencies arising as a result of completed acquisitions.

SECTION 11: FUTURE ACCOUNTING POLICIES

Management assesses each new IFRS or amendment to determine whether it may have a material impact on Northland's consolidated financial statements. As at September 30, 2022, there have been no accounting pronouncements by the International Accounting Standards Board expected to materially affect Northland's consolidated financial statements beyond those described in Note 2.18 of the annual audited consolidated financial statements.

SECTION 12: FINANCIAL RISKS AND UNCERTAINTIES

For information on Northland's key risks, uncertainties, financial instruments and contractual commitments refer to Northland's 2021 Annual Report and the 2021 AIF filed electronically at www.sedar.com under Northland's profile. Other than risks described below, management does not believe there have been material changes in the business environment or risks faced by Northland during the period that have not been disclosed in the 2021 Annual Report or the 2021 AIF.

Northland's risk management objective is to mitigate fluctuations in cash flows and ensure stable levels of cash available to pay dividends to shareholders. Northland does not seek to mitigate fair value risk. Northland classifies financial risks into market risk, counterparty risk and liquidity risk. Northland manages financial risks by identifying, evaluating and mitigating financial risks in compliance with internal policies and external requirements under non-recourse project financing arrangements. Northland uses derivative financial instruments to manage certain financial risks but does not engage in speculative activity. Material financial risks are monitored and reported regularly to the Audit Committee of the Board of Directors. Refer to Note 17 of the 2021 Annual Report for additional information on Northland's risk management approach.

International Activities; Geopolitical Risks

Northland's activities outside of Canada are subject to risks inherent in undertaking international activities. These risks could involve, among other things, matters arising out of the policies of foreign governments, imposition of special taxes or similar charges by government bodies, restrictions on carrying on business or the revocation or non-issuance of licenses to carry on business by a foreign government, foreign exchange fluctuations and controls, civil disturbances and deprivation or unenforceability of contract rights or the taking of property without fair compensation. The Company's foreign properties, operations and investments may be adversely affected by local political, geopolitical, sociopolitical and economic developments, including nationalization, political instability, increased political tension between countries, laws affecting foreign ownership, acts or threats of terrorism or other hostilities, actions taken by other governments in response thereto, military actions or threats, cybersecurity incidents, government participation, royalties, duties, rates of exchange, exchange controls, currency fluctuation, taxation and new laws or policies imposed by governmental authorities, as well as by laws and policies of Canada affecting foreign trade, investment and taxation and other risks present in the jurisdictions in which we, our customers, our suppliers, and/or our partners operate.

The Company cannot accurately predict the impact that the ongoing conflict in Ukraine and/or the increased political tensions between China, Taiwan and the United States may have on its financial position or assets. The Company regularly monitors ongoing macroeconomic, political, financial market and government changes in all of the markets in which it operates to assess the potential for adverse effects on the Company's business, assets, investments, power purchase agreements, operations and/or its financial results.

SECTION 13: CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures are designed to provide reasonable assurance that all material information is gathered and reported to senior management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure.

Management is also responsible for establishing and maintaining adequate internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of audited financial statements for external purposes in accordance with IFRS.

A rigorous and comprehensive financial governance framework is in place at Northland and its subsidiaries. Northland's 2021 Annual Report contains a statement signed by Northland's CEO and 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 2022 in association with the filing of the 2021 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) ("**NI 52-109**"), 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, 2022, 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, 2022, that have materially affected or are reasonably likely to materially affect Northland's internal controls over financial reporting, except as noted below.

Northland completed the acquisition of the Spanish portfolio on August 11, 2021. In accordance with the provisions of NI 52-109, the Spanish portfolio was excluded from the Northland's conclusions over disclosure controls and procedures and internal control over financial reporting for the 365 day allowable grace period to allow for the assessment of the design effectiveness of the Spanish portfolio's disclosure controls and procedures and internal controls over financial reporting. Management has completed its assessment of the Spanish portfolio's control environment and incorporated it in Northland's assessment of the design effectiveness of disclosure controls and procedures and internal controls over financial reporting.