INTELLIGENT ENERGY FOR A GREENER PLANET

Second-Quarter Report

Quarterly Report for the
period ended June 30, 2018

NORTHLAND
POWER

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

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NORTHLAND POWER

SECTION 1: OVERVIEW

Introduction

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

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on August 8, 2018; actual results may differ materially. Northland's audit committee reviewed this MD&A and the associated unaudited interim condensed consolidated financial statements and notes, and its Board of Directors approved these documents prior to their release.

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

Forward-Looking Statements

This MD&A contains forward-looking statements that are based on certain estimates and assumptions that were considered reasonable on August 8, 2018; actual results may differ materially. Forward-looking statements are provided for the purpose of presenting information about management's current expectations and plans. Readers are cautioned that such statements may not be appropriate for other purposes. Northland's actual results could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur. Forward-looking statements are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects," "anticipates," "plans," "predicts," "believes," "estimates," "intends," "targets," "projects," "forecasts" or negative versions thereof and other similar expressions or future or conditional verbs such as "may," "will," "should," "would" and "could." These statements may include, without limitation, statements regarding future adjusted EBITDA, free cash flow, dividend payments and dividend payout ratios; the construction, completion, attainment of commercial operations, cost and output of development projects; litigation claims; plans for raising capital; and the future operations, business, financial condition, financial results, priorities, ongoing objectives, strategies and outlook of Northland and its subsidiaries. These statements are based upon certain material factors or assumptions that were applied in developing the forward-looking statements, including the design specifications of development projects, the provisions of contracts to which Northland or a subsidiary is a party, management's current plans and its perception of historical trends, current conditions and expected future developments, as well as other factors that are believed to be appropriate in the circumstances. Forward-looking statements are subject to numerous risks and uncertainties, which include, but are not limited to, contract, contract counterparties, operating performance, variability of renewable resources and climate change, offshore wind concentration risk, market power prices, fuel supply, transportation and price, operations and maintenance, permitting, construction, development prospects and advanced stage development projects, financing, interest rates, refinancing, liquidity, credit rating, currency fluctuations, variability of cash flows and potential impact on dividends, taxes, natural events, environmental, health and safety, government regulations and policy, international activities, relationship with stakeholders, reliance on information technology, reliance on third parties, labour relations, insurance, co-ownership, bribery and corruption, legal contingencies, and the other factors described in the 2017 Annual Report and the 2017 AIF. Other than as specifically required by law, Northland undertakes no obligation to update any forward-looking statements to reflect events or circumstances after such date or to reflect the occurrence of unanticipated events, whether as a result of new information, future events or results, or otherwise.

Non-IFRS Financial Measures

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

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

Adjusted EBITDA

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

Free Cash Flow

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

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

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

SECTION 2: NORTHLAND'S BUSINESS AND OPERATING FACILITIES

As of June 30, 2018, Northland owns or has a net economic interest of 2,029 megawatts (**MW**) in completed power-producing facilities with a total operating capacity of approximately 2,458 MW. Northland's operating assets comprise facilities that produce electricity from renewable resources and natural gas for sale primarily under long-term power purchase agreements (**PPA**) or other revenue arrangements with creditworthy customers in order to provide stable cash flow.

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

	Completion date	Geographic region (1)	Economic interest (2)	Gross Production Capacity (MW)	Net Production Capacity (MW)
Offshore Wind					
Gemini	April 2017	The Netherlands	60%	600	360
Nordsee One	December 2017	Germany	85%	332	282
Thermal					
Iroquois Falls	January 1997	Ontario	100%	120	120
Kingston	February 1997	Ontario	100%	110	110
Kirkland Lake (3)	August 1993	Ontario	77%	132	102
North Battleford	June 2013	Saskatchewan	100%	260	260
Spy Hill	October 2011	Saskatchewan	100%	86	86
Thorold	April 2010	Ontario	100%	265	265
On-shore Renewables					
Cochrane Solar	October 2015	Ontario	63%	40	25
Grand Bend	April 2016	Ontario	50%	100	50
Jardin	November 2009	Québec	100%	133	133
McLean's	May 2014	Ontario	50%	60	30
Mont Louis	September 2011	Québec	100%	101	101
Solar	September 2014	Ontario	100%	90	90
Other				29	15
Total				**2,458**	**2,029**

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

(2) As at June 30, 2018, Northland's economic interest was unchanged from December 31, 2017, with the exception of the sale of its 77% economic interest in Cochrane Power Corporation ("Cochrane"), which ceased operations in 2015. Refer to Operating Facilities' Results section for additional information.

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

As of June 30, 2018, Northland had 252 MW of generating capacity under construction, representing the Deutsche Bucht offshore wind project ("**Deutsche Bucht**" or "**DeBu**"). In July 2018, the project was increased to 269 MW. Furthermore, Northland has a portfolio of projects in various stages of development in Europe, North America and Asia.

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

SECTION 3: CONSOLIDATED HIGHLIGHTS

3.1 Significant Events

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

Hai Long Offshore Wind Projects Update

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

Deutsche Bucht Offshore Wind Project and Associated 2020 Guidance Update

The Deutsche Bucht offshore wind project is progressing according to schedule and on budget. Offshore installation of the foundation structures will commence within the third quarter of 2018, ahead of schedule. Project completion is expected by the end of 2019. On July 19, 2018, the previously announced Deutsche Bucht demonstrator project reached financial close, with all debt required fully committed by project lenders. Under the pilot project, two additional wind turbines using 'mono bucket foundations' will contribute an additional 17 MW of capacity to the base 252 MW project for a total of 269 MW and bring the total project cost to approximately €1.4 billion (CAD $2.0 billion). Deutsche Bucht will be the first offshore wind farm worldwide to test this new type of foundation structure under commercial operating conditions.

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

Northland Enters a New Corporate Credit Facility

On June 22, 2018, Northland entered into a new $1.25 billion corporate credit facility with a syndicate of financial institutions. The new credit facility consists of a $1.0 billion revolving facility and $250 million term loan, and replaces Northland's previous $700 million syndicated credit facility (which comprised a $450 million revolving facility and $250 million term loan).

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

Retirement of John Brace and Appointment of Mike Crawley as Chief Executive Officer

Following the May 2018 announcement, Northland's former Chief Executive Officer, John Brace, retired effective August 4, 2018, after 30 years with the Company. Mike Crawley, formerly Executive Vice President, Development of Northland, has been appointed to the role of Chief Executive Officer. Mr. Brace will continue to serve as a Director on Northland's board.

Northland Renews Base Shelf Prospectus

In May 2018, Northland filed a short form base shelf prospectus to replace the expiring $500 million base shelf prospectus and to enable the Company to offer an aggregate of up to $1.0 billion of debentures, preferred shares, common shares and subscription receipts, or any combination thereof, over a 25-month period. Northland has no immediate intent to issue securities as a result of this renewal filing. The increase in size from $500 million to $1.0 billion is commensurate with the relative growth in Northland's enterprise value since the previous base shelf prospectus filed in 2012.

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 June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
FINANCIALS				
Sales	**$ 338,177**	$ 322,351	**$ 824,549**	$ 686,402
Gross profit	**314,694**	283,603	**769,251**	606,685
Operating income	**130,532**	144,527	**411,686**	332,159
Net income (loss)	**69,024**	61,733	**246,979**	161,845
Adjusted EBITDA	**182,991**	168,158	**473,412**	366,275
Cash provided by operating activities	**$ 343,320**	$ 142,155	**$ 633,085**	$ 418,860
Free cash flow	**36,969**	99,717	**185,016**	141,265
Cash dividends paid to common and Class A shareholders	**40,108**	33,298	**79,239**	66,853
Total dividends declared [1]	**52,938**	46,964	**105,693**	93,769
Per Share				
Net income (loss) - basic	**$ 0.29**	$ 0.19	**$ 0.90**	$ 0.49
Free cash flow - basic	**$ 0.21**	$ 0.57	**$ 1.05**	$ 0.81
Total dividends declared [1]	**$ 0.30**	$ 0.27	**$ 0.60**	$ 0.54
ENERGY VOLUMES				
Electricity production in gigawatt hours (**GWh**) [2]	**1,790**	1,431	**4,117**	3,325

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

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

SECTION 4: RESULTS OF OPERATIONS

4.1 Operating Facilities' Results

Offshore Wind Facilities

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

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Electricity production (GWh) (1)	**694**	522	**1,702**	1,151
Sales/gross profit (2)(3)	**$ 192,562**	$ 160,710	**$ 508,687**	$ 338,092
Plant operating costs (3)	**38,568**	19,643	**75,509**	35,266
Operating income (4)	**84,002**	91,592	**292,157**	206,274
Adjusted EBITDA (4)	**103,677**	82,532	**290,186**	178,418

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

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

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

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

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

Gemini has subsidy agreements with the Government of the Netherlands which expire in 2031. The subsidies top up the wholesale market-based revenue generated by Gemini to a fixed, contractual rate per megawatt hour (**MWh**) and are subject to an annual production ceiling (the "**Gemini Subsidy Cap**"), beyond which, production earns revenue at wholesale market rates. In addition, the top up to a fixed contractual rate is subject to a floor price, thereby exposing Gemini to market price risk when the wholesale prices fall below the contractual floor price of €44/MWh. Based on expected wind resources and resultant electricity production volumes, the Gemini Subsidy Cap and the associated earnings are expected to be achieved during the third or fourth quarter of the calendar year, which Northland takes into account in its forecasts. For the six months ended June 30, 2018, the impact of the wholesale market price falling below the contractual floor price on sales was approximately €2.4 million or about 1% of revenues from Gemini.

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

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

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

Electricity production, including pre-completion production, during the three and six months ended June 30, 2018, was 172 GWh (or 33%) and 551 GWh (or 48%), respectively, higher than the same periods last year primarily due to all of Nordsee One's turbines producing power in the first half of 2018, whereas the project was under construction last year, partially offset by lower wind resource in the North Sea.

Pre-completion revenue is recognized in sales when full responsibility for a turbine has passed from the contractor to Northland, generally following a series of reliability and other tests. The table below summarizes total pre-completion production and revenue and the portion recognized in sales earned by Gemini and Nordsee One. The first quarter of 2017 includes pre-completion revenue in sales/gross profit from Gemini only. The second quarter of 2017 includes pre-completion revenue in sales/gross profit from Nordsee One and a one-time cash distribution of €31 million representing Northland's share of Gemini's net pre-completion revenue.

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	**2018**	2017
Pre-completion electricity production (GWh)	**—**	214	**—**	843
Pre-completion revenue in sales/gross profit [(1)]	**$ —**	$ 73,127	**$ —**	$ 250,509
Pre-completion revenue in construction in progress	**—**	3,652	**—**	3,652
Total pre-completion revenue	**$ —**	$ 76,779	**$ —**	$ 254,161

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

Sales of $192.6 million for the three months ended June 30, 2018, increased $31.9 million compared to the same quarter last year primarily as a result of all of Nordsee One's turbines producing power in the first half of 2018, whereas the project was under construction last year, partially offset by lower wind resource in the North Sea. During the second quarter, sales at Gemini were also negatively affected by the return of an alleged overpayment to Gemini by the off-taker, related to production from 2016 totaling €7.3 million (€4.4 million net to Northland), that Gemini is contesting. Sales of $508.7 million for the six months ended June 30, 2018, increased $170.6 million compared to the same period last year due to the factors impacting electricity production described above. Foreign exchange rate fluctuations resulted in $51.8 million higher revenue for the six months ended June 30, 2018, compared to the same period last year.

Plant operating costs, for the three and six months ended June 30, 2018, increased $18.9 million and $40.2 million, respectively, compared to the same periods last year primarily as a result of full production at Nordsee One in 2018.

Operating income of $84.0 million for the three months ended June 30, 2018, decreased $7.6 million compared to the same quarter last year as a result of higher plant operating costs and depreciation due to commencement of commercial operations at Nordsee One. Operating income of $292.2 million for the six months ended June 30, 2018, increased $85.9 million compared to the same period last year primarily due to higher sales partially offset by higher plant operating costs and depreciation.

Adjusted EBITDA of $103.7 million and $290.2 million for the three and six months ended June 30, 2018, respectively, increased $21.1 million and $111.8 million compared to the same periods last year as a result of all of Nordsee One's turbines producing power in the first half of 2018, whereas the project was under construction last year, partially offset by lower wind resource in the North Sea.

Thermal Facilities

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

		Three months ended June 30,				Six months ended June 30,		
		2018		**2017**		**2018**		**2017**
Electricity production (GWh)		**759**		599		**1,690**		1,474
Sales (1)	**$**	**84,719**	$	106,312	**$**	**201,273**	$	237,477
Less: cost of sales		**23,483**		38,748		**55,298**		79,717
Gross profit		**61,236**		67,564		**145,975**		157,760
Plant operating costs		**14,170**		13,996		**25,002**		24,802
Operating income		**36,122**		44,010		**100,435**		113,735
Adjusted EBITDA (2)	**$**	**51,111**	$	57,521	**$**	**129,127**	$	139,470
Capital expenditures (3)	**$**	**934**	$	1,541	**$**	**1,382**	$	3,194

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

(2) Includes management and incentive fees earned by Northland for services provided to facilities not wholly owned by Northland.

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

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

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

North Battleford, Thorold and Spy Hill have contractual structures that effectively allow for a pass-through of certain variable production costs and are therefore not financially impacted by changes in operating costs such as natural gas costs.

Electricity production for three months ended June 30, 2018, increased 160 GWh (or 27%) compared to the same quarter last year primarily due to higher production at Thorold and higher on-peak production at North Battleford, partially offset by a longer scheduled maintenance outage at Kirkland Lake. Changes in the volume of electricity produced at Iroquois Falls, Thorold, Spy Hill, and North Battleford have a minimal impact on gross profit under the terms of those facilities' PPAs. Electricity production for the six months ended June 30, 2018, increased 216 GWh (or 15%) compared to the same period last year primarily due to the factors described above, partially offset by the expiration of the Kingston PPA on January 31, 2017.

Sales of $84.7 million for the three months ended June 30, 2018, decreased $21.6 million compared to the same quarter last year primarily due to lower natural gas resales at Iroquois Falls due to the expiration of a natural gas contract in October 2017 ($11.5 million) and a reduced rate escalation estimate from the system operator under the Enhanced Dispatch Contract (**EDC**) at Iroquois Falls (including a $4.1 million adjustment related to 2017). The longer maintenance outage at Kirkland Lake ($3.3 million), and lower flow-through natural gas costs at North Battleford also contributed to lower sales. Sales of $201.3 million for the six months ended June 30, 2018 decreased $36.2 million compared to the same period last year primarily due to the factors described above in addition to the expiration of Kingston's PPA.

Gross profit for the three and six months ended June 30, 2018, decreased $6.3 million and $11.8 million, respectively, compared to the same periods last year largely due to the reduced rate escalation estimate at Iroquois Falls, the expiration of Kingston's PPA, and the longer scheduled maintenance outage at Kirkland Lake, partially offset by improved margins at the other facilities from lower natural gas costs.

Plant operating costs increased $0.2 million for both the three and six months ended June 30, 2018, compared to the same periods last year primarily as a result of higher production at Thorold partially offset by maintenance agreement savings at Iroquois Falls and the expiration of Kingston's PPA.

Operating income for the three and six months ended June 30, 2018, decreased $7.9 million and $13.3 million, respectively, compared to the same periods last year as a result of lower gross profit due to the factors described above.

Adjusted EBITDA for the three and six months ended June 30, 2018 decreased $6.4 million and $10.3 million, respectively, compared to the same periods last year primarily due to the factors described above.

Sale of Asset

On March 29, 2018, Northland, through its subsidiaries, completed the sale of its interest in its idled Cochrane thermal facility for total consideration of $0.8 million. A gain of $2.4 million, primarily due to the disposal of the decommissioning liability, is recognized in “other (income) expense” in the interim condensed consolidated statements of income (loss) as a result of the sale.

On-shore Renewable Facilities

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

		Three months ended June 30,				Six months ended June 30,		
		2018		2017		**2018**		2017
Electricity production (GWh) [1]		**337**		310		**725**		699
On-shore wind	**$**	**28,396**		28,393	**$**	**67,428**	$	68,789
Solar		**32,500**		26,936		**47,161**		42,044
Sales/gross profit [2]		**60,896**		55,329		**114,589**		110,833
On-shore wind		**5,502**		5,864		**11,577**		12,175
Solar		**1,248**		1,113		**2,194**		2,100
Plant operating costs		**6,750**		6,977		**13,771**		14,275
Operating income		**31,097**		25,526		**54,783**		50,361
On-shore wind		**16,165**		15,516		**38,932**		38,522
Solar		**26,865**		22,576		**38,794**		35,141
Adjusted EBITDA [3]	**$**	**43,030**	$	38,092	**$**	**77,726**	$	73,663
Capital expenditures [4]	**$**	**124**	$	33	**$**	**505**	$	157

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

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

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

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

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

Electricity production at the on-shore facilities for the three and six months ended June 30, 2018, respectively, was 27 GWh (or 9%) and 26 GWh (or 4%) higher than the same periods last year primarily due to higher wind and solar resources at most facilities, partially offset by lower wind resource at Grand Bend and the sale of the German wind farms in November 2017.

Sales for the three and six months ended June 30, 2018, increased $5.6 million and $3.8 million, respectively, compared to the same periods last year primarily due to higher production at Jardin, Mont Louis and the solar facilities, partially offset by lower wind resource at Grand Bend and the sale of the German wind farms.

Plant operating costs for the three and six months ended June 30, 2018, decreased $0.2 million and $0.5 million, respectively, compared to the same periods last year primarily due to the sale of the German wind farms.

Operating income for the three and six months ended June 30, 2018, of $31.1 million and $54.8 million, respectively, increased $5.6 million and $4.4 million compared to the same periods last year primarily as a result of factors described above.

Adjusted EBITDA of $43.0 million and $77.7 million for the three and six months ended June 30, 2018, respectively, was higher compared to the same periods last year due to positive operating results at most on-shore renewable facilities, partially offset by lower production at Grand Bend and the impact of the sale of the German wind farms in 2017.

4.2 General and Administrative Costs and Other Income

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

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Corporate overhead	**$ 9,985**	$ 7,938	**$ 17,516**	$ 16,057
Development overhead	**4,342**	3,536	**7,609**	7,171
Development projects [(1)]	**6,154**	4,109	**9,669**	13,490
Corporate G&A costs	**20,481**	15,583	**34,794**	36,718
Facilities	**3,383**	3,741	**5,975**	6,546
Total G&A costs	**23,864**	19,324	**40,769**	43,264

(1) Expensed and included in G&A until a PPA is executed, after which identifiable costs are capitalized to the project.

Corporate G&A costs for the three months ended June 30, 2018, increased $4.9 million compared to the same quarter last year primarily due to the higher early-stage development activities ($2.0 million) and higher personnel costs ($2.0 million). Corporate G&A costs for the six months ended June 30, 2018, decreased $1.9 million compared to the same period last year primarily due to the timing of early-stage development activities across a range of geographic locations ($3.8 million) compared to the same period last year, partially offset by higher personnel costs. Development overhead costs relate primarily to personnel, rent and other office costs not directly attributable to identifiable development projects. Development projects costs are generally third-party costs directly attributable to identifiable development projects. Once a PPA is executed, identifiable project costs are capitalized to the project.

Facilities G&A costs for the three and six months ended June 30, 2018, decreased $0.4 million and $0.6 million respectively, compared to the same periods last year primarily as a result of certain non-recurring costs incurred in the same periods last year at Gemini and Nordsee One.

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

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Corporate G&A costs [(1)]	**(20,481)**	(15,393)	**(34,794)**	(35,515)
Gemini interest income	**5,398**	5,212	**10,793**	9,977
Other	**256**	194	**374**	262
Impact on adjusted EBITDA	**$ (14,827)**	$ (9,987)	**$ (23,627)**	$ (25,276)

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

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

4.3 Consolidated Results

Second Quarter

Net income of $69.0 million for the three months ended June 30, 2018, increased $7.3 million compared to the same quarter last year primarily due to a non-cash fair value gain on derivative contracts partially offset by lower operating income, higher tax expense and finance costs.

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

Total Sales of $338.2 million increased $15.8 million compared to the same quarter last year primarily due to higher production at Nordsee One, which was under construction last year, and higher production at the solar facilities. These variances were partially offset by lower wind resource in the North Sea, expiration of a natural gas resale contract in 2017 at Iroquois Falls, a reduced rate escalation estimate related to sales under Iroquois Falls' EDC, and a longer scheduled outage at Kirkland Lake.

Gross profit of $314.7 million increased $31.1 million compared to the same quarter last year primarily due to Nordsee One reaching full commercial operations, partially offset by operating results at Gemini and thermal facilities as described above.

Plant operating costs increased $18.9 million compared to the same quarter last year primarily due to Nordsee One reaching full commercial operations.

G&A costs increased $4.5 million compared to the same quarter last year primarily due to the higher early-stage development activities ($2.0 million) and higher personnel costs ($2.0 million).

Finance costs, *net* (primarily interest expense) increased $6.3 million compared to the same quarter last year primarily due to interest costs at Nordsee One no longer being capitalized following completion of construction activities in December 2017 as well as costs incurred on entering into the new corporate credit facility.

Fair value gain on derivative contracts was $48.5 million compared to a $0.1 million gain in the same quarter last year primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

Foreign exchange loss of $7.5 million is primarily due to unrealized losses from fluctuations in the closing foreign exchange rate.

Primarily as a result of the factors described above, combined with a $21.7 million higher depreciation expense, and a $13.9 million increase in tax expense, net income was $69.0 million for the second quarter of 2018 compared to $61.7 million for the same quarter last year.

Year-to-date

Net income of $247.0 million for the six months ended June 30, 2018, increased $85.1 million compared to the same period last year primarily due to higher operating income combined with a decrease in other expense and a non-cash fair value gain associated with derivative contracts. The positive variances were partially offset by higher tax expense and finance costs.

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

Total Sales of $824.5 million increased $138.1 million compared to the same period last year primarily due to contributions from Gemini, Nordsee One and positive contributions from the solar facilities. These variances were partially offset by the expiration of the Iroquois Falls' natural gas resale contract, the reduced rate escalation estimate related to sales under the Iroquois Falls' EDC, the longer scheduled maintenance outage at Kirkland Lake, and the expiration of Kingston's PPA in January 2017.

Gross profit of $769.3 million increased $162.6 million compared to the same period last year primarily due to higher production at Nordsee One, which was under construction last year, partially offset by operating results at certain thermal facilities.

Plant operating costs increased $39.9 million compared to the same period last year primarily due to the commencement of commercial operations at Gemini and Nordsee One, partially offset by overall lower costs at other operating facilities.

G&A costs decreased $2.5 million compared to the same period last year primarily due to the timing of early-stage development activities across a range of geographic locations ($3.8 million) compared to the same period last year, partially offset by higher personnel costs.

Finance costs, *net* (primarily interest expense) increased $11.1 million compared to the same period last year primarily due to interest costs at Nordsee One no longer being capitalized following completion of construction activities and an increase in deferred financing costs.

Fair value gain on derivative contracts was $45.7 million compared to a $29.5 million gain in the same period last year primarily due to the movement in the fair value of interest rate swaps and foreign exchange contracts.

Foreign exchange gain of $7.6 million is primarily due to the realized gain on a foreign exchange contract settled during the first quarter of 2018 ($5.9 million) combined with unrealized gains from fluctuations in the closing foreign exchange rate.

Other (income) expense decreased $17.3 million compared to the same period last year primarily due to a $2.4 million gain on the sale of Northland's interest in the idled Cochrane thermal facility in March 2018 and the one-time $14.6 million (€10.4 million) contingent consideration expensed last year in connection with the acquisition of Gemini.

Mainly due to the factors described above, combined with a $45.7 million higher depreciation expense and a $22.5 million higher tax expense, compared to the same period last year, net income was $247.0 million for the six months ended June 30, 2018, compared to $161.8 million in 2017.

4.4 Adjusted EBITDA

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

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Net income (loss)	**$ 69,024**	$ 61,733	**$ 246,979**	$ 161,845
Adjustments:				
Finance costs, net	**84,200**	77,917	**169,815**	158,761
Gemini interest income	**5,398**	5,212	**10,793**	9,977
Provision for (recovery of) income taxes	**14,339**	440	**43,661**	21,175
Depreciation of property, plant and equipment	**104,123**	82,381	**209,131**	163,424
Amortization of contracts and intangible assets	**3,525**	2,292	**7,072**	3,960
Fair value (gain) loss on derivative contracts	**(48,494)**	(94)	**(45,670)**	(29,474)
Foreign exchange (gain) loss	**7,515**	2,146	**(7,584)**	1,183
Elimination of non-controlling interests	**(57,103)**	(65,205)	**(159,094)**	(142,356)
Finance lease and equity accounting	**28**	675	**872**	1,453
Other adjustments	**436**	661	**(2,563)**	16,327
Adjusted EBITDA	**$ 182,991**	$ 168,158	**$ 473,412**	$ 366,275

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

For the six months ended June 30, 2018, other adjustments include a gain on the sale of Northland's interest in the idled Cochrane thermal facility in March 2018. For the six months ended June 30, 2017, other adjustments primarily include the $14.6 million (€10.4 million) contingent consideration expensed in connection with the acquisition of Gemini.

Adjusted EBITDA of $183.0 million for the three months ended June 30, 2018, increased $14.8 million compared to the same quarter last year. The significant factors increasing adjusted EBITDA include:

- $43.4 million increase primarily due to all of Nordsee One's turbines producing power during the quarter, whereas the project was under construction last year;
- $4.3 million increase in production at the solar facilities; and

- $3.3 million increase in operating income from Northland's other operating facilities.

Factors partially offsetting the increase in adjusted EBITDA include:

- $21.9 million decrease at Gemini primarily due to lower wind resource in the North Sea and the return of an alleged overpayment to Gemini by the off-taker related to production from 2016 that Gemini is contesting (€4.4 million net to Northland);
- $8.5 million decrease primarily due to a reduced rate escalation estimate from the system operator for 2017 and 2018 under the Iroquois Falls' Enhanced Dispatch Contract; and
- $5.1 million increase in corporate G&A costs primarily related to the timing of early-stage development activities.

Adjusted EBITDA of $473.4 million for the six months ended June 30, 2018, increased $107.1 million compared to the same period last year. The significant factors increasing adjusted EBITDA include:

- $112.8 million increase primarily due to all of Nordsee One's turbines producing power during the period, whereas the project was under construction last year;
- $3.7 million increase due to higher production at the solar facilities; and
- $6.3 million increase in contributions from Northland's other operating facilities.

Factors partially offsetting the increase in adjusted EBITDA include:

- $7.5 million decrease primarily due to a reduced rate escalation estimate from the system operator for 2017 and 2018 under the Iroquois Falls' Enhanced Dispatch Contract; and
- $7.3 million decrease due to the expiration of Kingston's PPA in January 2017.

4.5 Free Cash Flow

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

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Cash provided by operating activities	**$ 343,320**	$ 142,155	**$ 633,085**	$ 418,860
Adjustments:				
Net change in non-cash working capital balances related to operations	**(84,558)**	90,450	**(51,941)**	66,151
Capital expenditures, net non-expansionary	**(365)**	(46)	**(1,106)**	(1,955)
Restricted funding for major maintenance and debt reserves	**(4,742)**	(614)	**(7,426)**	(1,023)
Interest paid, net	**(104,758)**	(75,241)	**(131,410)**	(133,660)
Scheduled principal repayments on facility debt	**(185,109)**	(27,074)	**(196,813)**	(40,261)
Funds set aside (utilized) for scheduled principal repayments	**82,340**	7,689	**(4,502)**	(1)
Preferred share dividends	**(2,884)**	(2,795)	**(5,735)**	(5,589)
Consolidation of non-controlling interests	**(12,444)**	(34,904)	**(68,453)**	(160,822)
Gemini interest income	**5,757**	—	**11,312**	—
Nordsee One proceeds from government grant	**4,687**		**10,306**	—
Foreign exchange	**(711)**	—	**(381)**	—
Other (1)	**(3,564)**	97	**(1,920)**	(435)
Free cash flow	**$ 36,969**	$ 99,717	**$ 185,016**	$ 141,265

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

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

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

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

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

	Three months ended June 30,				Six months ended June 30,			
		2018		**2017**		**2018**		**2017**
Cash dividends paid to common and Class A shareholders	**$**	**40,108**	$	33,298	**$**	**79,239**	$	66,853
Free cash flow payout ratio - cash dividends (1)						**48.9%**		46.4%
Total dividends paid to common and Class A shareholders (2)	**$**	**53,149**	$	46,929	**$**	**105,571**	$	93,683
Free cash flow payout ratio - total dividends (1) (2)						**66.7%**		63.7%
Weighted average number of shares - basic (000s) (3)		**176,651**		174,155		**176,650**		174,154
Weighted average number of shares - diluted (000s)(4)		**187,572**		174,155		**187,905**		185,016
Per share ($/share)								
Dividends paid		**$0.30**		$0.27		**$0.60**		$0.54
Free cash flow - basic		**$0.21**		$0.57		**$1.05**		$0.81
Free cash flow - diluted		**$0.21**		$0.57		**$1.01**		$0.81

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

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

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

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

Free cash flow of $37.0 million for the three months ended June 30, 2018, was $62.7 million lower than the same quarter last year primarily due to several one-time items related to the completion of Gemini and Nordsee One. Factors decreasing free cash flow include:

- $63.4 million due to one-time events, such as the completion distribution received from Gemini last year (€31 million) and the return of an alleged overpayment to Gemini by the off-taker related to production from 2016 that Gemini is contesting (€4.4 million net to Northland);
- $56.2 million increase in scheduled principal repayments primarily for Gemini and Nordsee One debt;
- $23.3 million increase in net interest expense primarily due to costs at Gemini and Nordsee One no longer being capitalized following completion of construction activities;
- $8.5 million decrease primarily due to a reduced rate escalation estimate at Iroquois Falls;
- $5.1 million increase in corporate G&A costs primarily related to the timing of early-stage development activities;
- $4.1 million increase in funds set aside for a revised decommissioning estimate at Nordsee One; and
- $3.6 million increase in current taxes related to Nordsee One.

Factors partially offsetting the decrease in free cash flow include:

- $46.9 million increase due to higher production at Nordsee One, which was under construction last year;
- $24.9 million increase due to a full quarter of contributions from Gemini, which reached full commercial operations in April 2017, partially offset by lower wind resource;

- $14.6 million of contingent consideration paid in 2017 in connection with the acquisition of Gemini;
- $7.2 million higher operating income from Northland's other operating facilities; and
- $5.4 million from Gemini interest income on the subordinated debt (excluded from free cash flow until commencement of cash interest payments in the third quarter of 2017).

Free cash flow of $185.0 million for the six months ended June 30, 2018 was $43.8 million higher than the same period last year. The significant factors increasing free cash flow include:

- $142.9 million increase due to Gemini reaching full commercial operations in 2017;
- $121.2 million increase due to higher production at Nordsee One, which was under construction last year;
- $14.6 million of contingent consideration paid in 2017 in connection with the acquisition of Gemini;
- $10.9 million from Gemini interest income on the subordinated debt (excluded from free cash flow until commencement of cash interest payments in the third quarter of 2017); and
- $8.9 million higher operating income from Northland's other operating facilities.

Factors partially offsetting the increase in free cash flow include:

- $104.1 million increase in scheduled principal repayments primarily for Gemini and Nordsee One debt;
- $63.4 million due to one-time events, such as the completion distribution received from Gemini last year (€31 million) and the return of an alleged overpayment to Gemini by the off-taker related to production from 2016 that Gemini is contesting (€4.4 million net to Northland);
- $52.6 million increase in net interest expense due to costs at Gemini and Nordsee One no longer being capitalized following completion of construction activities;
- $14.9 million decrease primarily due to a reduced rate escalation estimate at Iroquois Falls and the expiration of Kingston's PPA in January 2017;
- $14.3 million increase in current taxes related to Nordsee One; and
- $6.4 million increase in reserve funding primarily due to a revised decommissioning estimate at Nordsee One.

As at June 30, 2018, the rolling four quarter free cash flow net payout ratio was 48.9%, calculated on the basis of cash dividends paid, and 66.7% calculated on the basis of total dividends, compared to 46.4% and 63.7%, respectively, last year. The increase in the free cash flow payout ratios from last year was primarily due to the impact of the one-time cash distribution from Gemini in the second quarter of 2017 and due to Nordsee One making its first principal repayment this quarter.

SECTION 5: CHANGES IN FINANCIAL POSITION

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

As at		June 30, 2018		December 31, 2017
Assets				
Cash and cash equivalents	**$**	**455,158**	$	400,573
Restricted cash		**266,194**		287,609
Trade and other receivables		**227,351**		271,952
Other current assets		**42,672**		39,095
Property, plant and equipment		**7,992,232**		7,932,110
Contracts and other intangible assets		**583,800**		583,989
Other assets (1)		**719,101**		654,506
	$	**10,286,508**	$	10,169,834
Liabilities				
Trade and other payables		**196,403**		344,760
Interest-bearing loans and borrowings		**6,904,569**		6,667,056
Net derivative financial liabilities (2)		**514,354**		485,488
Net deferred tax liability (2)		**173,904**		163,370
Other liabilities (3)		**1,012,718**		1,051,275
	$	**8,801,948**	$	8,711,949
Total equity		**1,484,560**		1,457,885
	$	**10,286,508**	$	10,169,834

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

(2) Presented on a net basis.

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

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

- *Restricted cash* decreased $21.4 million primarily due to funds utilized for final construction activities at Nordsee One.
- *Trade and other receivables* decreased $44.6 million mainly due to lower sales at Nordsee One and the thermal facilities compared to the end of 2017.
- *Property, plant and equipment* increased $60.1 million primarily due to construction-related activities at Deutsche Bucht and changes in the foreign exchange translation.
- *Other assets* increased $64.6 million primarily due to vendor deposits associated with construction at Deutsche Bucht.
- *Trade and other payables* decreased $148.4 million mainly due to the timing of construction-related payables, including payments at Deutsche Bucht and Nordsee One.
- *Interest-bearing loans and borrowings* increased $237.5 million mainly due to Deutsche Bucht construction activities, partially offset by scheduled principal repayments on project debt, including Nordsee One's first principal repayment.
- *Other liabilities* decreased $38.6 million primarily due to a partial repayment of Northland's revolving facility, partially offset by changes in foreign exchange translation.

SECTION 6: EQUITY, LIQUIDITY AND CAPITAL RESOURCES

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

Equity and Convertible Unsecured Subordinated Debentures

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

For the period ended	**June 30, 2018**	**December 31, 2017**
Shares outstanding, beginning of year	**174,440,081**	171,973,308
Conversion of debentures	**7,729**	56,848
Shares issued under the LTIP	**—**	22,284
Shares issued under the DRIP	**1,207,515**	2,387,641
Shares outstanding, end of period	**175,655,325**	174,440,081
Class A shares	**1,000,000**	1,000,000
Total common and convertible shares outstanding, end of period	**176,655,325**	175,440,081

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

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

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

As of June 30, 2018, Northland has 175,665,325 common shares outstanding with no change in Class A and preferred shares outstanding from December 31, 2017. During the first half of 2018, $0.2 million of the 2019 and 2020 convertible debentures were converted into 7,729 common shares.

As of the date of this MD&A, Northland has 175,876,134 common shares outstanding with no change in Class A and preferred shares outstanding from June 30, 2018. If the convertible debentures outstanding as at June 30, 2018, totaling $233.2 million, were converted in their entirety, an additional 10.8 million common shares would be issued.

In their most recent report issued in September 2017, Standard & Poor's reaffirmed Northland's credit rating of BBB (Stable). In addition, Northland's preferred share rating and unsecured debt ratings were reaffirmed on Standard & Poor's global scale and Canada scale of BB+ and P-3 (high), respectively.

Liquidity and Capital Resources

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

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2018	**2017**	**2018**	**2017**
Cash and cash equivalents, beginning of period	**$ 443,196**	$ 324,796	**$ 400,573**	$ 307,521
Cash provided by operating activities	**343,320**	142,155	**633,085**	418,860
Cash used in investing activities	**(73,205)**	(151,517)	**(374,933)**	(438,737)
Cash (used in) provided by financing activities	**(249,224)**	81,857	**(212,744)**	109,461
Effect of exchange rate differences	**(8,929)**	(516)	**9,177**	(330)
Cash and cash equivalents, end of period	**$ 455,158**	$ 396,775	**$ 455,158**	$ 396,775

Cash and cash equivalents for the six months ended June 30, 2018, increased $54.6 million due to $633.1 million in cash provided by operating activities, partially offset by $212.7 million in cash used in financing activities and $374.9 million in cash used in investing activities.

Cash provided by operating activities for the six months ended June 30, 2018, was $633.1 million comprising:

- $247.0 million of net income;
- $334.2 million in non-cash and non-operating items such as depreciation and amortization, unrealized foreign exchange gains, and changes in fair value of financial instruments; and
- $51.9 million in changes in working capital due to the timing of payables, receivables, and deposits.

Cash used in investing activities for the six months ended June 30, 2018, was $374.9 million, primarily comprising:

- $182.7 million used for the purchase of property, plant and equipment, mostly for the construction of Deutsche Bucht;
- $155.1 million change in working capital related to the timing of construction payables at Nordsee One and Deutsche Bucht; and
- $40.4 million of restricted cash funding associated with construction at Deutsche Bucht and due to timing of reserve funding at other operating facilities.

Cash used in financing activities for the six months ended June 30, 2018, was $212.7 million, comprising:

- $714.7 million in repayments of amounts drawn under the previous corporate credit facility and scheduled principal repayments on project debt, including Nordsee One's first principal repayment;
- $132.9 million in interest payments;
- $85.0 million of common, Class A and preferred share dividends; and
- $93.5 million in dividends to the non-controlling shareholders.

Factors partially offsetting cash used in financing activities include:

- $814.9 million of proceeds primarily from draws under the new corporate credit facility and borrowings from Deutsche Bucht's construction loan.

Movement of the euro against the Canadian dollar increased cash and cash equivalents by $9.2 million for the six months ended June 30, 2018. Northland aims to mitigate the effects of exchange rate fluctuations through a variety of mechanisms, including foreign exchange rate hedges and using euro-denominated corporate debt for operating expenditures and the purchase of euro-denominated property, plant and equipment by Deutsche Bucht.

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

	Cost balance as at Dec. 31, 2017	Additions (1)	Other (2)	Exchange rate differences	Cost balance as at Jun. 30, 2018
Operations:					
Offshore wind	$ 5,475,420	$ 4,938	$ (3,676)	$ 89,529	**$ 5,566,211**
Thermal (3)	1,816,852	1,382	(57,196)	—	**1,761,038**
On-shore renewable	1,720,846	505	(1,500)	—	**1,719,851**
Construction:					
Offshore wind	411,545	173,595	696	5,436	**591,272**
Corporate	22,507	2,269	(982)	—	**23,794**
Total	$ 9,447,170	$ 182,689	$ (62,658)	$ 94,965	**$ 9,662,166**

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

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

(3) Excludes Spy Hill lease receivable accounting treatment.

Long-term Debt

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

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

	Balance as at Dec. 31, 2017	Financings, net of costs	Repayments	Amort. of costs/fair value	Exchange rate differences	Balance as at Jun. 30, 2018
Operations:						
Offshore wind	$ 4,282,187	$ —	$ (156,079)	$ 9,175	$ 70,488	**$ 4,205,771**
Thermal	1,035,982	571	(17,207)	1,259	—	**1,020,605**
On-shore renewable	1,143,182	15,303	(38,227)	548	—	**1,120,806**
Construction:						
Offshore wind	205,705	351,880	—	—	(198)	**557,387**
Corporate (1)	495,523	447,165	(503,137)	252	5,905	**445,708**
Total	$ 7,162,579	$ 814,919	$ (714,650)	$ 11,234	$ 76,195	**$ 7,350,277**

(1) Excludes convertible unsecured subordinated debentures.

In addition to the loans outstanding in the above table, as at June 30, 2018, $43.6 million of letters of credit were issued by non-recourse project-level credit facilities for operational use.

On March 29, 2018, Northland upsized the debt on its first six solar projects, increasing it by $15.0 million to $214.3 million at the same 4.397% interest rate and amortization as the existing bonds. Gross proceeds were used to pay transaction costs and, in April 2018, fully repay the outstanding principal balance on Mont Louis' loan from Investissement Québec originally maturing in 2032. A repayment of $14.7 million, net of transaction costs, is included under on-shore renewable repayments in the table above.

Debt Covenants

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

Corporate Credit Facilities and Letters of Credit

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

On June 22, 2018, Northland entered into a new $1.25 billion corporate credit facility with a syndicate of financial institutions. The new credit facility consists of a $1.0 billion revolving facility and $250 million term loan, and replaces Northland's previous $700 million syndicated credit facility (which comprised a $450 million revolving facility and $250 million term loan). Concurrent with the closing of the new syndicated corporate credit facility, Northland (i) amended and restated its $100 million corporate bilateral letter of credit facility and (ii) replaced its $200 million export credit agency-backed corporate letter of credit, in both cases to align key covenants and terms with the new syndicated corporate facility.

The corporate credit facilities are summarized in the table below:

As at June 30, 2018	Facility size	Amount drawn	Outstanding letters of credit	Available capacity	Maturity date
Syndicated revolving facility	$ 1,000,000	$ 199,563	$ —	$ 800,437	Jun. 2023
Syndicated term facility	250,000	250,000	—	—	Dec. 2019
Bilateral letter of credit facility	100,000	—	97,835	2,165	Mar. 2020
Export credit agency backed letter of credit facility	200,000	—	41,344	158,656	Mar. 2020
Total	$ 1,550,000	$ 449,563	$ 139,179	$ 961,258	
Less: deferred financing costs		3,855			
Total, net		$ 445,708			

- Amounts drawn against the revolving facility reflects €130 million converted at the period-end exchange rate.
- Of the $139.2 million of corporate letters of credit issued as at June 30, 2018, $41.3 million relate to projects under advanced development or construction.

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

SECTION 7: SUMMARY OF QUARTERLY CONSOLIDATED RESULTS

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

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

In millions of dollars, except per share information	Q2 2018	Q1 2018	Q4 2017	Q3 2017	Q2 2017	Q1 2017	Q4 2016	Q3 2016
Total sales	$ 338.2	$ 486.4	$ 394.6	$ 295.2	$ 322.4	$ 364.1	$ 478.6	$ 265.7
Operating income	130.5	281.2	196.5	103.5	144.5	187.6	276.6	105.6
Net income (loss)	69.0	178.0	82.3	31.7	61.7	100.1	290.8	(31.9)
Adjusted EBITDA	183.0	290.4	238.7	160.2	168.2	198.1	277.2	141.9
Cash provided by operating activities	343.3	289.8	257.6	172.5	142.2	276.7	344.4	158.8
Free cash flow	37.0	148.0	69.5	45.3	99.7	41.5	119.0	32.1
Per share statistics								
Net income (loss) - basic	$ 0.29	$ 0.61	$ 0.25	$ 0.12	$ 0.19	$ 0.30	$ 0.94	$ (0.18)
Net income (loss) - diluted	0.28	0.59	0.25	0.12	0.19	0.30	0.94	(0.18)
Free cash flow - basic	0.21	0.84	0.40	0.26	0.57	0.24	0.69	0.19
Total dividends declared	0.30	0.30	0.28	0.27	0.27	0.27	0.27	0.27

SECTION 8: CONSTRUCTION AND DEVELOPMENT ACTIVITIES

Hai Long 1,044 MW Offshore Wind Projects – Taiwan

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

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

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

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

Deutsche Bucht 269 MW Offshore Wind Project – Germany

The Deutsche Bucht offshore wind project is progressing according to schedule and on budget. Offshore installation of the foundation structures will commence within the third quarter of 2018, ahead of schedule. Project completion is expected by the end of 2019.

On July 19, 2018, the previously announced Deutsche Bucht demonstrator project reached financial close, with all debt required fully committed by project lenders. Under the pilot project, two additional wind turbines using 'mono bucket foundations' will contribute an additional 17 MW of capacity to the base 252 MW project for a total of 269 MW and bring the total project cost to approximately €1.4 billion (CAD $2.0 billion). Deutsche Bucht will be the first offshore wind farm worldwide to test this new type of foundation structure under commercial operating conditions.

SECTION 9: OUTLOOK

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

As of August 8, 2018, management continues to expect adjusted EBITDA in 2018 to be in the range of $860 to $930 million and free cash flow per share in 2018 to be in the range of $1.70 to $2.00.

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

SECTION 10: LITIGATION, CLAIMS AND CONTINGENCIES

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

SECTION 11: FUTURE ACCOUNTING POLICIES

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

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

SECTION 12: RISKS AND UNCERTAINTIES

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

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

SECTION 13: CONTROLS AND PROCEDURES OVER FINANCIAL REPORTING

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

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

Interim Condensed Consolidated Financial Statements

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Interim Condensed Consolidated Balance Sheets

In thousands of Canadian dollars

As at		June 30, 2018		December 31, 2017
		(Unaudited)		*(Audited)*
Assets				
Cash and cash equivalents	$	**455,158**	$	400,573
Restricted cash [Note 7]		**266,194**		287,609
Trade and other receivables		**227,351**		271,952
Other current assets		**42,672**		39,095
Derivative assets [Note 8]		**5,319**		12,679
Total current assets	$	**996,694**	$	1,011,908
Property, plant and equipment [Note 4]		**7,992,232**		7,932,110
Contracts and other intangible assets		**583,800**		583,989
Goodwill		**204,942**		204,942
Finance lease receivable		**146,846**		148,723
Derivative assets [Note 8]		**7,843**		12,244
Long-term deposits		**235,645**		171,646
Deferred tax asset		**74,699**		85,760
Other assets		**131,668**		129,195
Total assets	$	**10,374,369**	$	10,280,517
Liabilities and equity				
Trade and other payables	$	**196,403**	$	344,760
Interest-bearing loans and borrowings		**420,421**		395,783
Convertible debentures [Note 5.2]		**76,486**		—
Dividends payable		**17,665**		18,155
Derivative liabilities [Note 8]		**130,405**		129,722
Total current liabilities	$	**841,380**	$	888,420
Interest-bearing loans and borrowings		**6,484,148**		6,271,273
Corporate credit facilities [Note 5.1]		**445,708**		495,523
Convertible debentures [Note 5.2]		**153,346**		228,963
Provisions and other liabilities		**319,513**		308,634
Derivative liabilities [Note 8]		**397,111**		380,689
Deferred tax liability		**248,603**		249,130
Total liabilities	$	**8,889,809**	$	8,822,632
Equity				
Common and Class A shares [Note 6.1]	$	**2,362,390**	$	2,335,892
Preferred shares		**260,880**		260,880
Long-Term Incentive Plan reserve [Note 6.1]		**—**		8,872
Contributed surplus		**1,051**		582
Accumulated other comprehensive loss		**(48,779)**		(20,358)
Deficit		**(1,560,102)**		(1,640,041)
Equity attributable to shareholders		**1,015,440**		945,827
Non-controlling interests [Note 7]		**469,120**		512,058
Total equity		**1,484,560**		1,457,885
Total liabilities and equity	$	**10,374,369**	$	10,280,517

See accompanying notes.

Interim Condensed Consolidated Statements of Income (Loss)

In thousands of Canadian dollars except per Share and Share information

(Unaudited)	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Sales				
Electricity and related products	**$ 337,740**	$ 322,149	**$ 823,559**	$ 685,935
Other	**437**	202	**990**	467
Total sales	**338,177**	322,351	**824,549**	686,402
Cost of sales	**23,483**	38,748	**55,298**	79,717
Gross profit	**$ 314,694**	$ 283,603	**$ 769,251**	$ 606,685
Expenses				
Plant operating costs	**59,488**	40,616	**114,282**	74,343
General and administrative costs - operations	**13,368**	11,679	**23,491**	22,603
General and administrative costs - development	**10,496**	7,645	**17,278**	20,661
Depreciation of property, plant and equipment	**104,123**	82,381	**209,131**	163,424
	$ 187,475	$ 142,321	**$ 364,182**	$ 281,031
Investment income	**139**	—	**251**	—
Finance lease income	**3,174**	3,245	**6,366**	6,505
Operating income	**$ 130,532**	$ 144,527	**$ 411,686**	$ 332,159
Finance costs, net [Note 10]	**84,200**	77,917	**169,815**	158,761
Amortization of contracts and other intangible assets	**3,525**	2,292	**7,072**	3,960
Foreign exchange (gain) loss	**7,515**	2,146	**(7,584)**	1,183
Fair value (gain) loss on derivative contracts [Note 8]	**(48,494)**	(94)	**(45,670)**	(29,474)
Other (income) expense [Note 7]	**423**	93	**(2,587)**	14,709
Income (loss) before income taxes	**$ 83,363**	$ 62,173	**$ 290,640**	$ 183,020
Provision for (recovery of) income taxes				
Current	**3,742**	197	**16,754**	1,579
Deferred	**10,597**	243	**26,907**	19,596
	14,339	440	**43,661**	21,175
Net income (loss)	**$ 69,024**	$ 61,733	**$ 246,979**	$ 161,845
Net income (loss) attributable to:				
Non-controlling interests [Note 7]	**15,715**	26,247	**82,555**	71,345
Common shareholders	**53,309**	35,486	**164,424**	90,500
	$ 69,024	$ 61,733	**$ 246,979**	$ 161,845
Weighted average number of Shares outstanding - basic (000s) [Note 9]	176,651	174,155	**176,650**	174,154
Weighted average number of Shares outstanding - diluted (000s) [Note 9]	187,572	174,155	**187,905**	185,016
Net income (loss) per share - basic [Note 9]	$ 0.29	$ 0.19	**$ 0.90**	$ 0.49
Net income (loss) per share - diluted [Note 9]	$ 0.28	$ 0.19	**$ 0.87**	$ 0.49

See accompanying notes.

NORTHLAND POWER

Interim Condensed Consolidated Statements of Comprehensive Income (Loss)

In thousands of Canadian dollars

(Unaudited)	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Net income (loss)	**$ 69,024**	$ 61,733	**$ 246,979**	$ 161,845
Items that may be re-classified into net income (loss):				
Exchange rate differences on translation of foreign operations	**(47,714)**	46,072	**19,848**	47,933
Change in fair value of hedged derivative contracts [Note 8]	**(1,869)**	(30,645)	**(69,813)**	(3,713)
Deferred tax recovery (expense)	**1,056**	11,391	**15,881**	5,510
Other comprehensive income (loss)	**(48,527)**	26,818	**$ (34,084)**	$ 49,730
Total comprehensive income (loss)	**$ 20,497**	$ 88,551	**$ 212,895**	$ 211,575
Total comprehensive income (loss) attributable to:				
Non-controlling interests [Note 7]	**(2,660)**	41,544	**76,892**	91,929
Common shareholders	**23,157**	47,007	**136,003**	119,646
	$ 20,497	$ 88,551	**$ 212,895**	$ 211,575

See accompanying notes.

NORTHLAND POWER

Interim Condensed Consolidated Statements of Changes in Equity

In thousands of Canadian dollars

(Unaudited)	**Common and Class A shares**	**Preferred shares**	**Long-Term Incentive Plan reserve**	**Deficit**	**Contributed surplus**	**Accumulated other comprehensive income (loss)**	**Equity attributable to shareholders'**	**Non-controlling interests**	**Total equity**
December 31, 2017	$ 2,335,892	$ 260,880	$ 8,872	$ (1,640,041)	$ 582	$ (20,358)	**$ 945,827**	$ 512,058	**$ 1,457,885**
Net income (loss)	—	—	—	164,424	—	—	**164,424**	82,555	**246,979**
Deferred income taxes	—	—	—	—	—	15,545	**15,545**	336	**15,881**
Change in translation of net investment in foreign operations	—	—	—	—	—	16,486	**16,486**	3,362	**19,848**
Change in fair value of hedged derivative contracts [Note 8]	—	—	—	—	—	(60,452)	**(60,452)**	(9,361)	**(69,813)**
LTIP shares and deferred rights	—	—	(6,722)	—	469	—	**(6,253)**	—	**(6,253)**
Disposal of non-controlling interest [Note 7]	—	—	—	26,943	—	—	**26,943**	(26,943)	**—**
Common and Class A share and non-controlling interest dividends declared [Note 6.3]	26,332	—	—	(105,693)	—	—	**(79,361)**	(92,887)	**(172,248)**
Preferred share dividends [Note 6.2]	—	—	—	(5,735)	—	—	**(5,735)**	—	**(5,735)**
Conversion of debentures [Note 6.1]	166	—	—	—	—	—	**166**	—	**166**
Transfer of LTIP reserve to liabilities [Note 6.1]	—	—	(2,150)	—	—	—	**(2,150)**	—	**(2,150)**
June 30, 2018	**$ 2,362,390**	**$ 260,880**	**$ —**	**$ (1,560,102)**	**$ 1,051**	**$ (48,779)**	**$ 1,015,440**	**$ 469,120**	**$ 1,484,560**

See accompanying notes.

Interim Condensed Consolidated Statements of Changes in Equity - continued

In thousands of Canadian dollars

(Unaudited)	Common and Class A shares	Preferred shares	Long-Term Incentive Plan reserve	Deficit	Contributed surplus	Accumulated other comprehensive income (loss)	Equity attributable to shareholders'	Non-controlling interests	Total equity
December 31, 2016	$ 2,281,516	$ 260,880	$ 12,246	$ (1,599,967)	$ 278	$ (20,475)	**$ 934,478**	$ 440,642	**$ 1,375,120**
Net income (loss)	—	—	—	90,500	—	—	**90,500**	71,345	**161,845**
Deferred income taxes	—	—	—	—	—	5,802	**5,802**	(292)	**5,510**
Change in translation of net investment in foreign operations	—	—	—	—	—	34,394	**34,394**	13,539	**47,933**
Change in fair value of hedged derivative contracts [Note 8]	—	—	—	—	—	(11,050)	**(11,050)**	7,337	**(3,713)**
LTIP shares and deferred rights	—	—	(5,461)	—	536	—	**(4,925)**	—	**(4,925)**
Non-controlling interest contributions [Note 7]	—	—	—	—	—	—	**—**	308	**308**
Common and Class A share and non-controlling interest dividends declared [Note 6.3]	26,831	—	—	(93,769)	—	—	**(66,938)**	(57,846)	**(124,784)**
Preferred share dividends [Note 6.2]	—	—	—	(5,589)	—	—	**(5,589)**	—	**(5,589)**
Conversion of debentures	63	—	—	—	—	—	**63**	—	**63**
June 30, 2017	**$ 2,308,410**	**$ 260,880**	**$ 6,785**	**$ (1,608,825)**	**$ 814**	**$ 8,671**	**$ 976,735**	**$ 475,033**	**$ 1,451,768**

See accompanying notes.

Interim Condensed Consolidated Statements of Cash Flows

In thousands of Canadian dollars

(Unaudited)	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Operating activities				
Net income (loss)	**$ 69,024**	$ 61,733	**$ 246,979**	$ 161,845
Items not involving cash or operations:				
Depreciation of property, plant and equipment	**104,123**	82,381	**209,131**	163,424
Amortization of contracts and other intangibles	**3,525**	2,292	**7,072**	3,960
Finance costs, net	**111,927**	83,358	**145,688**	158,310
Fair value (gain) loss on derivative contracts [Note 8]	**(48,494)**	(94)	**(45,670)**	(29,474)
Finance lease	**872**	803	**1,727**	1,588
Unrealized foreign exchange (gain) loss	**7,515**	2,146	**(7,584)**	1,183
Gain on sale of asset [Note 7]	**—**	—	**(2,397)**	—
Other	**(327)**	(257)	**(709)**	4,579
Deferred tax expense (recovery)	**10,597**	243	**26,907**	19,596
	$ 258,762	$ 232,605	**$ 581,144**	$ 485,011
Net change in non-cash working capital balances related to operations	**84,558**	(90,450)	**51,941**	(66,151)
Cash provided by operating activities	**$ 343,320**	$ 142,155	**$ 633,085**	$ 418,860
Investing activities				
Purchase of property, plant and equipment [Note 4]	**(78,968)**	(50,358)	**(182,689)**	(201,544)
Restricted cash utilization (funding)	**29,096**	(82,846)	**(40,440)**	(179,740)
Interest received	**761**	931	**1,501**	1,840
Proceeds from sale of assets, net [Note 7]	**91**	—	**792**	—
Other	**—**	—	**959**	4,994
Net change in working capital related to investing activities	**(24,185)**	(19,244)	**(155,056)**	(64,287)
Cash used in investing activities	**$ (73,205)**	$ (151,517)	**$ (374,933)**	$ (438,737)
Financing activities				
Proceeds from borrowings, net of transaction costs	**513,051**	299,166	**814,919**	444,281
Repayment of borrowings	**(595,961)**	(56,077)	**(714,650)**	(69,264)
Interest paid	**(105,519)**	(76,172)	**(132,911)**	(135,500)
Common and Class A share dividends [Note 6.3]	**(40,108)**	(33,298)	**(79,239)**	(66,853)
Dividends to non-controlling interests [Note 7]	**(16,700)**	(48,967)	**(93,498)**	(57,614)
Preferred share dividends [Note 6.2]	**(2,884)**	(2,795)	**(5,735)**	(5,589)
Other	**(1,103)**	—	**(1,630)**	—
Cash (used in) provided by financing activities	**$ (249,224)**	$ 81,857	**$ (212,744)**	$ 109,461
Effect of exchange rate differences on cash and cash equivalents	**(8,929)**	(516)	**9,177**	(330)
Net change in cash and cash equivalents during the period	**11,962**	71,979	**54,585**	89,254
Cash and cash equivalents, beginning of period	**443,196**	324,796	**400,573**	307,521
Cash and cash equivalents, end of period	**$ 455,158**	$ 396,775	**$ 455,158**	$ 396,775

See accompanying notes.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

1. Description of Northland's Business

Northland Power Inc. ("**Northland**") is incorporated under the laws of Ontario, Canada and has ownership or net economic interests, through its subsidiaries, in operating power-producing facilities and in projects under construction or in development phases. Northland's operating assets comprise facilities that produce electricity from clean energy sources for sale primarily under long-term power purchase agreements (**PPAs**) or other revenue arrangements with creditworthy customers in order to provide stable cash flow. Northland's operating assets and investments are primarily located in Canada, Germany and the Netherlands. Northland's significant assets under construction are located in Germany.

Northland is a corporation domiciled in Canada with common shares ("**Shares**"), Series 1 cumulative rate reset preferred shares ("**Series 1 Preferred Shares**"), Series 2 cumulative floating rate preferred shares ("**Series 2 Preferred Shares**"), Series 3 cumulative rate reset preferred shares ("**Series 3 Preferred Shares**"), Series B convertible unsecured subordinated debentures ("**2019 Debentures**") and Series C convertible unsecured subordinated debentures ("**2020 Debentures**") that are publicly traded on the Toronto Stock Exchange (**TSX**). Northland is the parent company for the operating subsidiaries that carry on Northland's business. Northland's registered office is located in Toronto, Ontario.

These unaudited interim condensed consolidated financial statements ("**Interim Financial Statements**") include the results of Northland and its subsidiaries, of which the most significant are listed in the following table:

	Geographic region (1)	% voting ownership as at June 30, 2018 (2)
Offshore Wind		
Buitengaats C.V. and ZeeEnergie C.V. ("**Gemini**")	The Netherlands	60.0%
Nordsee One GmbH ("**Nordsee One**")	Germany	85.0%
Northland Deutsche Bucht GmbH ("**Deutsche Bucht**" or "**DeBu**")	Germany	100.0%
Thermal		
Iroquois Falls Power Corp. ("**Iroquois Falls**")	Ontario, Canada	100.0%
Kingston CoGen Limited Partnership ("**Kingston**")	Ontario, Canada	100.0%
Kirkland Lake Power Corp. ("**Kirkland Lake**") (3)	Ontario, Canada	100.0%
North Battleford Power L.P. ("**North Battleford**")	Saskatchewan, Canada	100.0%
Spy Hill Power L.P. ("**Spy Hill**")	Saskatchewan, Canada	100.0%
Thorold CoGen L.P. ("**Thorold**")	Ontario, Canada	100.0%
On-shore Renewables		
Four solar facilities ("**Cochrane Solar**")	Ontario, Canada	62.5%
Grand Bend Wind L.P. ("**Grand Bend**")	Ontario, Canada	50.0%
Saint-Ulric Saint-Léandre Wind L.P. ("**Jardin**")	Québec, Canada	100.0%
McLean's Mountain Wind L.P. ("**McLean's**")	Ontario, Canada	50.0%
Mont-Louis Wind L.P. ("**Mont Louis**")	Québec, Canada	100.0%
Nine wholly owned solar facilities ("**Solar**")	Ontario, Canada	100.0%

(1) Geographic region corresponds to place of incorporation or, in the case of partnerships, registration, for all entities listed except North Battleford and Spy Hill, which are registered in Ontario, Canada.

(2) As at June 30, 2018, Northland's economic interest was unchanged from December 31, 2017, with the exception of the sale of Northland's 77% economic interest in Cochrane Power Corporation thermal facility, which ceased operations in 2015. Refer to Note 7 for additional information.

(3) Northland holds a 68% controlling interest in Canadian Environmental Energy Corporation (CEEC), which holds 100% of the voting shares of Kirkland Lake. Northland's effective net economic interest in Kirkland Lake is approximately 77%.

2. Significant Accounting Policies

2.1 Basis of Preparation and Statement of Compliance

These Interim Financial Statements of Northland and its subsidiaries were prepared in accordance with International Accounting Standard (**IAS**) 34, Interim Financial Reporting, utilizing the accounting policies Northland outlined in its December 31, 2017 annual audited consolidated financial statements, except for the change in accounting policies discussed in Note 2.3 below. The accounting policies are in line with International Financial Reporting Standards (**IFRS**) guidelines. The Interim Financial Statements do not include all of the information and disclosures required in the audited annual consolidated financial statements and should be read in conjunction with Northland's 2017 annual audited consolidated financial statements.

These Interim Financial Statements are presented in Canadian dollars and all values are presented in thousands except where otherwise indicated. Certain prior period disclosures have been reclassified for consistency with the current period presentation.

The Interim Financial Statements for the six months ended June 30, 2018 were approved by the Board of Directors on August 8, 2018.

2.2 Basis of Consolidation

The Interim Financial Statements comprise the financial statements of Northland and its subsidiaries at and for the three and six months ended June 30, 2018. Subsidiaries are fully consolidated on the date that Northland obtains control and continue to be consolidated until the date that such control ceases. Control is achieved when Northland is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Northland reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated balance sheets and consolidated statements of income (loss) from the date Northland gains control until the date control ceases. All intra-group balances, income and expenses and unrealized gains and losses resulting from intra-group transactions are eliminated in full.

2.3 Change in Accounting Policies

Adoption of IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15")

IFRS 15 outlines a single comprehensive model to account for revenue arising from contracts with customers and replaces the majority of existing IFRS requirements on revenue recognition including IAS 18, "Revenue". The core principle of IFRS 15 is to recognize revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The standard provides a single, principles-based five-step model to be applied to all contracts with customers and is effective for annual reporting periods beginning on or after January 1, 2018.

Northland adopted IFRS 15 effective January 1, 2018. Northland elected to apply the practical expedients available under IFRS 15 to adopt the standard using a modified retrospective approach and exclude completed contracts from its assessment of retrospective impacts. Under the modified retrospective approach, any retrospective impacts from the transition are shown as an adjustment to beginning retained earnings for 2018. Prior period figures are not restated.

As a result of detailed analysis undertaken during 2017, Northland determined that the adoption of IFRS 15 has no material impact on revenue recognition or measurement related to contracts with customers. There was no adjustment required to beginning retained earnings on January 1, 2018 as a result of adopting the standard. If Northland had applied IFRS 15 to its results for the year ended December 31, 2017, there would be no material difference from the results disclosed.

As of January 1, 2018, Northland accounts for revenue from contracts with customers in accordance with IFRS 15, applying the following accounting policies:

Sale of electricity and related products

Revenue is recognized over time as electricity and related products are delivered. Each of Northland's PPAs contain a distinct performance obligation for the delivery of electricity, delivery of capacity (i.e. availability of generation), or a bundle of the two. Determining what goods or services promised to the customer constitute a distinct performance obligation requires significant judgment. Northland considered all goods and services promised in its PPA contracts and determined that while certain promises do have stand alone value to the customer, they are not distinct in the context of the contract. Refer to Note 11 for details on revenue streams disaggregated by technology and geography.

Northland views each MWh of electricity and/or capacity delivered to be a series of distinct goods that are substantially the same and have the same pattern of transfer to the customer as measured using an output method. The amount that Northland has a right to bill the customer reflects the pattern of transfer and value of the completed performance to the customer. As a result, Northland applies the "right to invoice" practical expedient under IFRS 15 to measure and recognize revenue.

Payments to customers are recorded as an expense when the payments relate to a separate good or service provided by the customer and recorded as a reduction in revenue when the payments relate to Northland's performance obligations under the contract (e.g. liquidated damages penalties).

2.4 Future Accounting Policies

As at June 30, 2018, there have been no additional accounting pronouncements by the IASB beyond those described in Northland's 2017 annual report that would have a material impact on Northland's Interim Financial Statements.

IFRS 16, "Leases" ("IFRS 16")

In 2016, the IASB replaced IAS 17, "Leases" ("IAS 17"), IFRIC 4, "Determining Whether an Arrangement Contains a Lease", SIC-15, "Operating Leases - Incentives", and SIC-27, "Evaluating the Substance of Transactions Involving the Legal Form of a Lease" with a new accounting standard, IFRS 16, which sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 requires lessees to account for all leases under a single on-balance sheet model. At the commencement date of a lease, a lessee recognizes a liability to make lease payments and an asset representing the right to use the underlying asset. The standard includes two recognition exemptions — leases of "low-value" assets (e.g. personal computers) and short-term leases (i.e. leases with a lease term of 12 months or less). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from accounting under IAS 17. IFRS 16 also requires lessees and lessors to make more extensive disclosures than under IAS 17. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Early application is permitted, but not before an entity applies IFRS 15. A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach.

In 2018, Northland has held planning sessions and developed an adoption plan for IFRS 16. Northland expects to utilize the practical expedient available under the new standard with respect to reviewing existing lease contracts only. As such, Northland has identified existing leases, inventoried the key terms of those contracts and will continue to review new contracts entered into to determine if they are within scope of IFRS 16. Northland expects IFRS 16 adoption to result in an increase in assets and liabilities recognized on the consolidated balance sheets. A decrease in general and administrative (G&A) and plant operating costs along with an increase in depreciation expense and financing costs is expected on the consolidated income statements. Northland's next steps include performing additional procedures to support the accuracy and completeness of the lease inventory and quantifying the financial statement impact upon transition to the new standard. The effect on accounting systems and internal controls as well as additional disclosures required by the standard will also be considered. Northland continues to evaluate the impact of IFRS 16 on the consolidated financial statements.

3. Acquisition of Deutsche Bucht Offshore Wind Project

In August 2017, Northland acquired the Deutsche Bucht offshore wind project by acquiring all of the outstanding shares of Northland Deutsche Bucht GmbH (formerly British Wind Energy GmbH) from a European developer. The project is located off the coast of Germany in the North Sea. Northland's investment included a cash payment of €205.6 million ($305.1 million) for the outstanding shares and funding of development costs incurred to date. Deutsche Bucht is consolidated into Northland's consolidated financial statements as of the date of acquisition.

The rights and assets acquired include an option to construct two demonstrator turbines utilizing mono suction bucket foundations (the "**Demonstrator Project**"). On July 19, 2018, the Demonstrator Project reached financial close, with all debt required fully committed by project lenders. This event triggers the payment of contingent consideration. Contingent consideration at a fair value of $5.0 million was recognized in August 2017. Northland revised this estimate as at June 30, 2018 to $4.1 million to reflect updated information. The balance is recorded in trade and other payables on the interim condensed consolidated balance sheets and is expected to be paid in August 2018.

For the remainder of the construction phase, the majority of project costs will be capitalized. No material amounts of revenue or expenses have been recorded in the unaudited interim condensed consolidated statements of income (loss) for the six months ended June 30, 2018.

4. Property, Plant and Equipment

As at		June 30, 2018		December 31, 2017
Property, plant and equipment, net	**$**	**7,399,223**	$	7,516,712
Construction-in-progress		**593,009**		415,398
Total property, plant and equipment, net	**$**	**7,992,232**	$	7,932,110

In the three and six months ended June 30, 2018, construction-in-progress relates primarily to construction activities on the Deutsche Bucht project.

5. Corporate Credit Facilities, Convertible Debentures and Interest-Bearing Loans

5.1 Corporate Credit Facilities

The corporate credit facilities are summarized in the table below:

	Facility size	Amount drawn as at Jun. 30, 2018	Outstanding letters of credit	Available capacity	Maturity	Amount drawn as at Dec. 31, 2017 (2)
Syndicated revolving facility (1)	$ 1,000,000	**$ 199,563**	$ —	$ 800,437	Jun. 2023	$ 273,364
Syndicated term facility	250,000	**250,000**	—	—	Dec. 2019	222,451
Bilateral letter of credit facility	100,000	**—**	97,835	2,165	Mar. 2020	—
Export credit agency backed letter of credit facility	200,000	**—**	41,344	158,656	Mar. 2020	—
Total	$ 1,550,000	**$ 449,563**	$ 139,179	$ 961,258		$ 495,815
Less: deferred financing costs		**3,855**				292
Total, net		**$ 445,708**				$ 495,523

(1) The amount drawn on the syndicated revolving facility comprises €130.0 million converted to CAD at the period-end exchange rate.

(2) Reflects amounts drawn under the previous syndicated revolving and term facilities that were extinguished in June 2018.

On June 22, 2018, Northland entered into a new $1.25 billion corporate credit facility with a syndicate of financial institutions. The new credit facility consists of a $1.0 billion revolving facility and $250 million term loan, and replaces Northland's previous $700 million syndicated credit facility (which comprised a $450 million revolving facility and $250 million term loan).

Amounts drawn under the corporate credit facility are collateralized by a debenture security and general security agreement that constitutes a first-priority lien on all of the real property and present and future property and assets of Northland.

Concurrent with the closing of the new syndicated corporate credit facility, Northland amended and restated its $100 million corporate bilateral letter of credit facility and replaced its $200 million export credit agency-backed corporate letter of credit facility, to align key covenants and terms with the new syndicated corporate facility.

5.2 Convertible Debentures

Northland has two series of convertible unsecured subordinated debentures outstanding: the first series with a maturity of June 30, 2019 ("**2019 Debentures**") and the second series with a maturity of June 30, 2020 ("**2020 Debentures**"). Both series may be converted into Shares at a conversion price of $21.60 per share at any time prior to their final conversion date. The following table summarizes the outstanding debentures:

	Final conversion date	Maturity date	Number of additional Shares if fully converted as at Jun. 30, 2018	Outstanding as at Jun. 30, 2018	Outstanding as at Dec. 31, 2017
2019 Debentures	June 2019	June 2019	**3,576,435**	**$ 77,251**	$ 77,272
2020 Debentures	June 2020	June 2020	**7,220,278**	**155,958**	156,104
Total			**10,796,713**	**$ 233,209**	$ 233,376
Less: deferred financing costs				**3,377**	4,413
Total, net				**$ 229,832**	$ 228,963

As at June 30, 2018, the 2019 Debentures were classified as current on the interim condensed consolidated balance sheets.

At the time of issue, Northland determined that the fair value of the embedded holder option was nominal, and as a result, the entire amount of the Debentures was classified as a long-term liability.

The payment of convertible unsecured subordinated debenture principal and interest is subordinated in right of payment to the prior payment of all senior indebtedness of Northland.

5.3 Interest-bearing loans and borrowings

On July 19, 2018, the Deutsche Bucht Demonstrator Project achieved financial close, increasing borrowing capacity under the Deutsche Bucht non-recourse construction and term loan by €62.8 million subject to the same interest rate and maturity.

6. Equity

6.1 Common Shares and Class A Shares

Northland is authorized to issue an unlimited number of Shares.

The terms and conditions of Northland's Class A Shares are defined in Northland's articles of incorporation. The Class A Shares are convertible into Shares on a one-for-one basis.

The change in Shares and Class A Shares during 2018 and 2017 was as follows:

	June 30, 2018		December 31, 2017	
	Shares	Amount	Shares	Amount
Shares outstanding, beginning of year	**174,440,081**	**$ 2,321,277**	171,973,308	$ 2,266,901
Conversion of debentures	**7,729**	**166**	56,848	1,228
Shares issued under the LTIP	**—**	**—**	22,284	519
Shares issued under the Dividend Reinvestment Plan (DRIP)	**1,207,515**	**26,332**	2,387,641	53,716
Change in deferred taxes	**—**	**—**	—	(1,087)
Shares outstanding, end of period	**175,655,325**	**$ 2,347,775**	174,440,081	$ 2,321,277
Class A shares	**1,000,000**	**14,615**	1,000,000	14,615
Total common and convertible shares outstanding, end of period	**176,655,325**	**$ 2,362,390**	175,440,081	$ 2,335,892

Dividend Reinvestment Plan

The DRIP provides shareholders and the Class A shareholder the right to reinvest their dividends in Shares at a 5% discount to the market price as defined in the DRIP. Shares issued through the DRIP are currently from Northland's treasury at the election of Northland's Board of Directors. The issue price for the reinvested Shares on each dividend payment date is the volume weighted average trading price of the Shares on the TSX for the five trading days immediately preceding the dividend payment date less the 5% discount. Northland's Board of Directors has the discretion to alter or eliminate the 5% discount or to revert to market purchases of Shares at any time.

Share-based compensation

Northland's LTIP provides for a maximum of 3.1 million Shares to be reserved and available for grant to employees of Northland and its subsidiaries. As at June 30, 2018, 1.2 million Shares remain available for future issuance under the LTIP. Shares may be awarded based on development profits, which arise from new projects or acquisitions ("**Development LTIP**"). The number of Shares awarded at each milestone is determined using the amount of expected development profits at that milestone date. As a result, the amount of Development LTIP costs recognized depends on the estimated number of Shares to be issued at each milestone date, which in turn is based on management's best estimate of a project's expected development profit. Changes in estimates related to the number of Shares to be issued, forfeiture rates and vesting dates and changes in fair value up to the grant date are recognized in the period of the change. Awards under the LTIP may be settled in Shares or cash, at the discretion of Northland's Board of Directors.

Shares may also be awarded under the LTIP to recognize achievements or attract and retain executives ("**Deferred Rights**"). Grants of Deferred Rights vest over a maximum of a three-year period, and the expected cost is expensed over the same period.

For the three and six months ended June 30, 2018, Northland recorded an increase of $0.5 million and a net decrease in capitalized amounts of $0.6 million (2017 - $1.3 million increase and $4.2 million increase) and expensed $0.4 million and $0.5 million, respectively (2017 - $0.2 million and $0.7 million) of costs under the LTIP. The capitalized amount for LTIP decreased for the year to date due to changes in development profit estimates. No forfeitures are assumed to occur. The balance of accrued awards related to the Development LTIP is shown in liabilities to reflect the expectation of settling these awards in cash.

In addition to the LTIP, stock-based compensation in the form of Restricted Share Units ("**RSUs**") and Deferred Share Units ("**DSUs**") may be granted by Northland to employees and directors, respectively. These awards are settled and paid in cash and accounted for as a liability until paid.

6.2 Preferred Shares

Preferred share dividends, excluding tax, were paid as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	**2018**	2017
Series 1	**$ 988**	$ 989	**$ 1,977**	$ 1,977
Series 2	**371**	306	**710**	612
Series 3	**1,525**	1,500	**3,048**	3,000
Total	**$ 2,884**	$ 2,795	**$ 5,735**	$ 5,589

6.3 Dividends

Dividends declared per Share and in aggregate were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	**2018**	2017
Dividends declared per share	**$ 0.30**	$ 0.27	**$ 0.60**	$ 0.54
Aggregate dividends declared				
Dividends in cash	**$ 39,583**	$ 33,217	**$ 79,264**	$ 66,470
Dividends in shares	**13,355**	13,747	**26,429**	27,299
Total	**$ 52,938**	$ 46,964	**$ 105,693**	$ 93,769

NORTHLAND POWER

7. Non-Controlling Interests

Non-controlling interests relate to the interests not owned by Northland for Gemini (40%), Nordsee One (15%), McLean's (50%), Grand Bend (50%), Cochrane Solar (37.5%) and CEEC (32%). CEEC has voting control of Kirkland Lake but ownership interest of 8.8% as a result of non-voting ownership interest held by third-parties.

Summarized financial information on the non-controlling interests in the consolidated balance sheets is as follows:

June 30, 2018	Current assets (1)	Long-term assets	Current liabilities	Long-term liabilities
Gemini	$ 376,093	$ 3,662,287	$ 296,053	$ 3,114,762
Nordsee One	239,783	1,588,958	188,498	1,118,234
McLean's	5,491	142,807	6,831	134,854
Grand Bend	17,676	335,848	5,949	355,292
Cochrane Solar	30,550	314,210	11,572	177,361
CEEC	17,873	26,352	6,404	12,617
Total	**$ 687,466**	**$ 6,070,462**	**$ 515,307**	**$ 4,913,120**

December 31, 2017	Current assets (1)	Long-term assets	Current liabilities	Long-term liabilities
Gemini	$ 464,444	$ 3,697,708	$ 291,754	$ 3,197,123
Nordsee One	197,732	1,603,814	203,393	1,125,505
McLean's	6,267	148,249	7,103	137,526
Grand Bend	19,715	345,223	5,035	354,990
Cochrane Solar	23,106	323,867	11,567	184,267
CEEC	47,324	26,091	11,387	11,724
Total	$ 758,588	$ 6,144,952	$ 530,239	$ 5,011,135

(1) As at June 30, 2018, restricted cash of $242.8 million (December 2017 - $263.5 million) is included for Gemini and Nordsee One where the availability of funds is intended for debt repayments and final construction costs.

As at June 30, 2018, Northland had an outstanding receivable balance of $46.3 million with Cochrane Solar's First Nations partner (2017 - $46.3 million). This balance appears at a fair value of $36.1 million on the interim condensed consolidated balance sheets, including $26.9 million classified as "trade and other receivables".

The change in non-controlling interests during 2018 and 2017 is as follows:

	Gemini	Nordsee One	McLean's	Grand Bend	Cochrane Solar	CEEC	Total
As at January 1, 2017	$ 174,181	$ 23,232	$ 10,630	$ 16,942	$ 54,583	$ 161,074	$ 440,642
Contribution of non-controlling interests	—	—	206	—	—	—	206
Net income (loss) attributable	83,729	7,734	1,240	6,387	1,708	13,916	114,714
Dividends and distributions declared	(32,704)	—	(4,195)	(15,050)	—	(11,180)	(63,129)
Allocation of other comprehensive income (loss)	16,308	2,259	—	—	1,058	—	19,625
As at December 31, 2017	$ 241,514	$ 33,225	$ 7,881	$ 8,279	$ 57,349	$ 163,810	$ 512,058
Net income (loss) attributable	**61,837**	**8,197**	**983**	**4,039**	**1,706**	**5,793**	**82,555**
Dividends and distributions declared	**(76,329)**	**—**	**(2,100)**	**(9,745)**	**—**	**(4,713)**	**(92,887)**
Allocation of other comprehensive income	**(5,651)**	**(297)**	**—**	**—**	**285**	**—**	**(5,663)**
Disposal of non-controlling interests	**—**	**—**	**—**	**—**	**—**	**(26,943)**	**(26,943)**
As at June 30, 2018	**$ 221,371**	**$ 41,125**	**$ 6,764**	**$ 2,573**	**$ 59,340**	**$ 137,947**	**$ 469,120**

There were no dividends payable on the interim condensed consolidated balance sheets owed to CEEC at June 30, 2018 (2017 - $0.6 million).

On March 29, 2018, Northland, through its subsidiaries, completed the sale of its interest in Cochrane Power Corporation ("**Cochrane**") for a total consideration of $0.8 million. A gain of $2.4 million, primarily due to the disposal of the decommissioning liability, is recognized in "other (income) expense" in the interim condensed consolidated statements of income (loss) as a result of the sale.

8. Financial Instruments

The derivative financial instruments consist of the following:

As at June 30, 2018	**Current assets**	**Current liabilities**	**Long-term assets**	**Long-term liabilities**	**Total**
Derivatives designated for hedge accounting					
Canadian dollar interest rate swaps	**$ 76**	**$ (7,874)**	**$ 516**	**$ (32,234)**	**$ (39,516)**
U.S. dollar foreign exchange contracts	**1,121**	**—**	**1,484**	**—**	**2,605**
Euro interest rate swaps	**—**	**(86,434)**	**—**	**(203,462)**	**(289,896)**
Euro foreign exchange contracts	**—**	**(2,366)**	**1,261**	**(106,263)**	**(107,368)**
Derivatives not designated for hedge accounting					
Canadian dollar interest rate swaps	**1**	**(21,259)**	**4**	**—**	**(21,254)**
U.S. dollar foreign exchange contracts	**—**	**—**	**—**	**—**	**—**
Euro foreign exchange contracts	**4,121**	**(1,844)**	**4,578**	**(23,683)**	**(16,828)**
Gas purchase swaps	**—**	**(10,628)**	**—**	**(31,469)**	**(42,097)**
Total	**$ 5,319**	**$ (130,405)**	**$ 7,843**	**$ (397,111)**	**$ (514,354)**

As at December 31, 2017	**Current assets**	**Current liabilities**	**Long-term assets**	**Long-term liabilities**	**Total**
Derivatives designated for hedge accounting					
Canadian dollar interest rate swaps	$ 52	$ (9,043)	$ 454	$ (38,713)	$ (47,250)
U.S. dollar foreign exchange contracts	895	—	1,217	—	2,112
Euro interest rate swaps	—	(84,678)	—	(197,234)	(281,912)
Euro foreign exchange contracts	6,120	(623)	1,769	(85,055)	(77,789)
Derivatives not designated for hedge accounting					
Canadian dollar interest rate swaps	1	(23,357)	4	—	(23,352)
U.S. dollar foreign exchange contracts	—	—	—	—	—
Euro foreign exchange contracts	5,611	(1,319)	8,563	(25,924)	(13,069)
Gas purchase swaps	—	(10,702)	237	(33,763)	(44,228)
Total	$ 12,679	$ (129,722)	$ 12,244	$ (380,689)	$ (485,488)

The change in derivative financial instruments for the six months ended June 30, 2018 and 2017 is as follows:

	Balance as at Dec. 31, 2017 asset (liability)	Designated in hedge relationships: Changes in fair value recognized in OCI (1)	Designated in hedge relationships: Cash and accrued payments / (receipts) (2)	Designated in hedge relationships: Unrealized fair value changes (2)	Fair value changes on derivatives not designated in hedge relationships (2)	Foreign exchange gain (loss)	Balance as at Jun. 30, 2018 asset (liability)
Canadian dollar interest rate swaps	$ (70,603)	$ **1,438**	$ **5,507**	$ **789**	$ **2,099**	$ **—**	$ **(60,770)**
Euro interest rate swaps	(281,912)	**(38,516)**	**52,992**	**(17,600)**	**—**	**(4,860)**	**(289,896)**
Gas purchase swaps	(44,228)	**—**	**—**	**—**	**2,131**	**—**	**(42,097)**
U.S. dollar foreign exchange contracts	2,112	**511**	**—**	**(18)**	**—**	**—**	**2,605**
Euro foreign exchange contracts	(90,857)	**(33,246)**	**(4,190)**	**13,923**	**(9,826)**	**—**	**(124,196)**
Total	$ (485,488)	$ **(69,813)**	$ **54,309**	$ **(2,906)**	$ **(5,596)**	$ **(4,860)**	$ **(514,354)**

(1) Amounts recognized in “Change in fair value of hedged derivative contracts” in the consolidated statements of comprehensive income (loss).

(2) Amounts recognized in “Fair value (gain) loss on derivative contracts” in the consolidated statements of income (loss).

	Balance as at Dec. 31, 2016 asset (liability)	Designated in hedge relationships: Changes in fair value recognized in OCI (1)	Designated in hedge relationships: Cash and accrued payments / (receipts) (2)	Designated in hedge relationships: Unrealized fair value changes (2)	Fair value changes on derivatives not designated in hedge relationships (2)	Foreign exchange gain (loss)	Balance as at Jun. 30, 2017 asset (liability)
Canadian dollar interest rate swaps	$ (100,163)	$ 2,291	$ 8,080	$ (413)	$ 2,548	$ —	$ (87,657)
Euro interest rate swaps	(323,239)	21,456	36,557	3,696	—	(13,176)	(274,706)
Gas purchase swaps	(28,741)	—	—	—	(4,190)	—	(32,931)
U.S. dollar foreign exchange contracts	5,796	(586)	(775)	78	(127)	—	4,386
Euro foreign exchange contracts	4,085	(26,874)	—	10,435	(26,415)	—	(38,769)
Total	$ (442,262)	$ (3,713)	$ 43,862	$ 13,796	$ (28,184)	$ (13,176)	$ (429,677)

(1) Amounts recognized in “Change in fair value of hedged derivative contracts” in the consolidated statements of comprehensive income (loss).

(2) Amounts recognized in “Fair value gain (loss) on derivative contracts” in the consolidated statements of income (loss).

The objective of Northland’s hedges is to reduce volatility in its cash flow related to changes in foreign exchange and interest rates. The nature of the risks that Northland is exposed to and the related hedge objectives did not change in the six months ended June 30, 2018.

9. Net Income (Loss) per Share

The calculation of basic net income (loss) per Share is based on the consolidated net income (loss) for the period, less preferred share dividends divided by the sum of the weighted average number of Shares outstanding and the weighted average number of Class A Shares. Diluted net income per Share is calculated by dividing consolidated net income (loss), net of preferred share dividends, plus expenses related to the debt that is assumed to be converted by the weighted average number of Shares used in the basic net income (loss) per Share calculation plus the number of Shares that would be issued assuming conversion of the 2019 Debentures and 2020 Debentures into Shares during the period.

The reconciliation of the numerator in calculating basic and diluted net income (loss) is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Net income (loss) for the period attributable to common shareholders	**$ 53,309**	$ 35,486	**$ 164,424**	$ 90,500
Less: preferred share dividends, net	**(2,884)**	(2,795)	**(5,735)**	(5,589)
Net income (loss) attributable to common shareholders for basic earnings	**$ 50,425**	$ 32,691	**$ 158,689**	$ 84,911
Add back: convertible unsecured subordinated debentures interest and amortization (1)	**2,587**	—	**5,090**	5,049
Net income (loss) attributable to common shareholders for diluted earnings	**$ 53,012**	$ 32,691	**$ 163,779**	$ 89,960

(1) The effect of convertible unsecured subordinated debentures was anti-dilutive for the three months ended June 30, 2017. The increase in net income from adding back interest and amortization more than offsets the earnings per share impact of conversion of the outstanding debentures.

The reconciliation of the denominator in calculating basic and diluted per share amounts is as follows:

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Weighted average number of Shares outstanding	**175,651,304**	173,155,228	**175,649,749**	173,154,211
Weighted average number of Class A shares	**1,000,000**	1,000,000	**1,000,000**	1,000,000
Weighted average number of Shares outstanding, basic	**176,651,304**	174,155,228	**176,649,749**	174,154,211
Effect of dilutive securities:				
Convertible unsecured subordinated debentures (1)	**10,920,630**	—	**11,255,442**	10,862,253
Weighted average number of Shares outstanding, diluted	**187,571,934**	174,155,228	**187,905,191**	185,016,464

(1) The effect of convertible unsecured subordinated debentures was anti-dilutive for the three months ended June 30, 2017. The increase in net income from adding back interest and amortization more than offsets the earnings per share impact of conversion of the outstanding debentures.

10. Finance Costs

Net finance costs consist of the following:

	Three months ended June 30,		Six months ended June 30,	
	2018	**2017**	**2018**	**2017**
Interest on debt, borrowings and bank fees	**$ 77,681**	$ 76,370	**$ 156,407**	$ 155,641
Amortization of deferred financing costs	**6,176**	1,535	**12,693**	3,101
Discount on provisions for decommissioning liability	**1,104**	943	**2,216**	1,859
Finance income	**(761)**	(931)	**(1,501)**	(1,840)
Finance costs, net	**$ 84,200**	$ 77,917	**$ 169,815**	$ 158,761

For the three and six months ended June 30, 2018, $6.4 million and $13.1 million (2017 - $9.8 million and $18.8 million) in interest was incurred related to facilities under construction, which was capitalized and included in construction-in-progress.

NORTHLAND POWER

11. Operating Segment Information

Northland identified the following operating segments: (i) offshore wind, which includes Gemini, Nordsee One and Deutsche Bucht; (ii) thermal; (iii) on-shore renewables, and (iv) other, which includes investment income and the administration of Northland. The operating segments have been identified based upon the nature of operations and technology used in the generation of electricity. Kirkland Lake and Cochrane are included in the thermal segment, reflecting the primary technology used in these operations. Northland analyzes the performance of its operating segments based on their operating income, which is defined as revenue less operating expenses.

Significant information for each segment for the consolidated statements of income (loss) is as follows:

Three months ended June 30, 2018	**External revenue**	**Inter-segment revenue**	**Total revenue**	**Depreciation of property, plant and equipment**	**Finance costs, net**	**Operating income (loss)**
Offshore wind	**$ 192,562**	**$ —**	**$ 192,562**	**$ 68,470**	**$ 49,250**	**$ 84,002**
Thermal	**84,719**	**—**	**84,719**	**12,426**	**14,799**	**36,122**
On-shore renewables	**60,896**	**—**	**60,896**	**22,687**	**13,501**	**31,097**
Other	**—**	**17,541**	**17,541**	**540**	**6,650**	**(20,689)**
Eliminations	**—**	**(17,541)**	**(17,541)**	**—**	**—**	**—**
Total	**$ 338,177**	**$ —**	**$ 338,177**	**$ 104,123**	**$ 84,200**	**$ 130,532**

Three months ended June 30, 2017	**External revenue**	**Inter-segment revenue**	**Total revenue**	**Depreciation of property, plant and equipment**	**Finance costs, net**	**Operating income (loss)**
Offshore wind	$ 160,710	$ —	$ 160,710	$ 46,308	$ 39,482	$ 91,592
Thermal	106,312	(5,381)	100,931	12,399	15,292	44,010
On-shore renewables	55,329	—	55,329	23,213	15,995	25,526
Other	—	4,134	4,134	461	7,148	(16,601)
Eliminations	—	1,247	1,247	—	—	—
Total	$ 322,351	$ —	$ 322,351	$ 82,381	$ 77,917	$ 144,527

Six months ended June 30, 2018	**External revenue**	**Inter-segment revenue**	**Total revenue**	**Depreciation of property, plant and equipment**	**Finance costs, net**	**Operating income (loss)**
Offshore wind	**$ 508,687**	**$ —**	**$ 508,687**	**$ 137,738**	**$ 98,555**	**$ 292,157**
Thermal	**201,273**	**—**	**201,273**	**24,848**	**29,470**	**100,435**
On-shore renewables	**114,589**	**—**	**114,589**	**45,478**	**28,642**	**54,783**
Other	**—**	**51,827**	**51,827**	**1,067**	**13,148**	**(35,689)**
Eliminations	**—**	**(51,827)**	**(51,827)**	**—**	**—**	**—**
Total	**$ 824,549**	**$ —**	**$ 824,549**	**$ 209,131**	**$ 169,815**	**$ 411,686**

Six months ended June 30, 2017	**External revenue**	**Inter-segment revenue**	**Total revenue**	**Depreciation of property, plant and equipment**	**Finance costs, net**	**Operating income (loss)**
Offshore wind	$ 338,092	$ —	$ 338,092	$ 91,430	$ 81,589	$ 206,274
Thermal	237,477	35	237,512	24,833	30,635	113,735
On-shore renewables	110,833	—	110,833	46,222	32,056	50,361
Other	—	12,369	12,369	939	14,481	(38,211)
Eliminations	—	(12,404)	(12,404)	—	—	—
Total	$ 686,402	$ —	$ 686,402	$ 163,424	$ 158,761	$ 332,159

Significant information for each segment for the consolidated balance sheets is as follows:

As at June 30, 2018	**Property, plant and equipment, net**	**Contracts and other intangibles, net**	**Goodwill**	**Equity-accounted investment**	**Total assets**
Offshore wind	**$ 5,704,462**	**$ 516,938**	**$ —**	**$ —**	**$ 7,264,438**
Thermal	**974,443**	**66,860**	**150,201**	**—**	**1,516,550**
On-shore renewables	**1,301,183**	**2**	**54,741**	**—**	**1,440,702**
Other	**12,144**	**—**	**—**	**3,567**	**152,679**
Total	**$ 7,992,232**	**$ 583,800**	**$ 204,942**	**$ 3,567**	**$ 10,374,369**

As at December 31, 2017	**Property, plant and equipment, net**	**Contracts and other intangibles, net**	**Goodwill**	**Equity-accounted investment**	**Total assets**
Offshore wind	$ 5,575,776	$ 514,049	$ —	$ —	$ 7,126,771
Thermal	998,048	69,938	150,201	—	1,574,239
On-shore renewables	1,347,293	2	54,741	—	1,502,467
Other	10,993	—	—	3,935	77,040
Total	$ 7,932,110	$ 583,989	$ 204,942	$ 3,935	$ 10,280,517

Information on operations by geographic area is as follows:

Sales

	Three months ended June 30,		**Six months ended June 30,**	
	2018	**2017**	**2018**	**2017**
Europe	**192,562**	161,530	**$ 508,687**	$ 340,016
Canada	**$ 145,615**	$ 160,821	**315,862**	346,386
Total	**$ 338,177**	$ 322,351	**$ 824,549**	$ 686,402

Property, plant and equipment, net

As at	**June 30, 2018**	**December 31, 2017**
Europe	**$ 5,704,462**	$ 5,575,776
Canada	**2,287,770**	2,356,334
Total	**$ 7,992,232**	$ 7,932,110

12. Litigation, Claims, Contingencies and Commitments

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.

Corporate Information

DIRECTORS

Mr. James C. Temerty (Chair)

The Right Honourable John N. Turner

Ms. Linda L. Bertoldi

Dr. Marie Bountrogianni

Mr. John W. Brace

Mr. Barry Gilmour

Mr. Russell Goodman

EXECUTIVE OFFICERS

Mr. Mike Crawley
Chief Executive Officer

Mr. Paul J. Bradley
Chief Financial Officer

Mr. Troy Patton
Chief Operations Officer

Mr. Morten Melin
Executive Vice President, Construction

Mr. Michael D. Shadbolt
Vice President and General Counsel

Ms. Linda L. Bertoldi
Secretary

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada
100 University Avenue
Toronto, Ontario, Canada
M5J 2Y1
Attention: Equity Services

COMMON SHARES, DEBENTURES AND PREFERRED SHARES

Northland's common shares, Series B and Series C convertible unsecured subordinated debentures and Series 1, Series 2 and Series 3 preferred shares are listed on the Toronto Stock Exchange and trade under the symbols NPI, NPI.DB.B, NPI.DB.C, NPI.PR.A, NPI.PR.B and NPI.PR.C, respectively.

DIVIDEND REINVESTMENT PLAN (DRIP)

The DRIP provides common shareholders and the Class A shareholder the opportunity to elect to reinvest their dividends in common shares of Northland at a 5% discount to the market price.

TAX CONSIDERATIONS

Northland's common shares, preferred shares and convertible unsecured subordinated debentures are qualified investments for RRSPs and DPSPs under the Income Tax Act (Canada).

CONTACT NORTHLAND

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