

Pattern Energy Group Inc.

Nominating, Governance and Compensation Committee Charter

As of August 3, 2017

1. Purpose And Scope

The Nominating, Governance and Compensation Committee (the “**Committee**”) of **Pattern Energy Group Inc.** (the “**Company**”) is a committee of the Board of Directors (the “**Board**”). The Committee shall oversee the governance and compensation practices of the Company and exercise the responsibilities and duties set out in this Charter. The Company believes that “Corporate Governance” means the process and structure used to oversee the management of the business affairs of the Company in the best interests of the Company. Process and structure define the division of power between, and establish mechanisms for achieving accountability by, the Board and senior management.

2. Membership

Number of Members

The Committee shall be composed of two or more members of the Board.

Independence of Members

Each member of the Committee shall be independent. “**Independent**” shall have the meaning, as the context requires, given to it in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and NASDAQ Rules 5605(a)(2) and 5605(d)(2) as each may be amended from time to time.

Term of Members

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed (with or without cause) or ceases to be a member of the Board.

Chair

Unless a chair (the “**Chair**”) is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair will be responsible for managing the responsibilities and functions of the Committee. The Chair’s primary functions are to develop the agenda for each Committee meeting, lead Committee meetings, facilitate the operations and deliberations of the Committee, foster communications among Committee members and ensure the Committee carries out its responsibilities in a timely and effective manner. The Chair will be the Committee’s primary contact with the Board with respect to the dealings of the Committee.

Meetings

Number of Meetings

The Committee shall meet at least annually and as many additional times as required to carry out its duties and responsibilities. Meetings may take place telephonically or in person.

Quorum

A majority of members of the Committee will constitute a quorum. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present in person or attending by telephone or other electronic means. The Committee may also exercise its powers by written resolution signed by all members of the Committee entitled to vote on such resolution at a meeting of the Committee.

Minutes; Reporting to the Board

The Committee will maintain appropriate records, including minutes of its meetings and copies of written reports provided to it or prepared by it. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. Approved minutes shall be provided to the Company's Corporate Secretary for maintaining with the Company's legal records.

Attendance of Non-Members

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. The CEO may not be present during voting or deliberation related to his or her compensation.

Retention of Advisors

Consistent with applicable requirements of the Securities Exchange Act of 1934, as amended, (the "**Exchange Act**") and NASDAQ listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisors ("**compensation advisors**"); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisors retained by the Committee; (iii) subject to any exceptions under NASDAQ listing standards, undertake an analysis of the independence of each compensation advisor under the independence factors specified in the applicable requirements of the Exchange Act and NASDAQ listing standards, with such analysis to occur prior to selection of such compensation advisor and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the compensation advisors retained by the Committee.

The Committee will retain compensation advisors selectively, and only to assist, not replace, Committee decision making. Prior to retaining an independent advisor, the Chair of the Committee will provide advance notice to the Board.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

3. Duties and Responsibilities

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

Composition and Qualifications for the Board

The Committee shall develop and update a long-term plan for the size, composition, function and duties of the Board that takes into consideration the current strengths, competencies, skills and experience of the Board members, retirement dates and the strategic direction of the Company, and report to the Board thereon at least annually.

Annual Assessments

The Committee, in consultation with the Chair, shall endeavour to ensure that the Board establishes and conducts an annual self-evaluation to determine whether it and its committees are functioning effectively. The collective evaluation shall be presented by the Chair of the Committee to the full Board for discussion. This process shall also include annual self-assessments by each Board committee, relying on a review process similar to that used by the Board. The Committee shall assess, on the basis of established criteria, the performance of each individual director standing for re-election at the next shareholders meeting. The established criteria shall address each director's core competencies, independence and level of commitment.

Conflicts of Interest

Except for such matters that are specifically designated for the review of the Conflicts Committee, the Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Company's Code of Business Conduct and Ethics.

Annual Nominations

Based on the Corporate Governance Guidelines referred to in this Charter, the Committee shall, in consultation with the Chair of the Board and the CEO, annually or as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director nominees for the next annual meeting of shareholders.

In making its recommendations, the Committee shall consider the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and

skills that the Board considers each existing director to possess, and the competencies and skills each new nominee will bring to the boardroom. The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member.

The Committee may also recommend for Board approval the removal of a director from the Board or from a Board Committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

Corporate Governance Overview

The Committee shall conduct a periodic review of the Company's Corporate Governance Guidelines and Code of Business Conduct and Ethics and make policy recommendations aimed at enhancing Board and committee effectiveness. The Committee shall review overall governance principles, monitor governance disclosures and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board.

The Committee shall review the disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding such disclosures.

Diversity and Inclusion

The Committee shall conduct an annual review of the Company's diversity and inclusion performance and shall report annually to the Board thereon.

Functioning of Committee

The Committee shall have unrestricted access to the Company's management and employees and the books and records of the company.

Education of Board Members

The Committee shall review, monitor and make recommendations regarding new director orientation and the ongoing development and education of existing directors.

The Committee shall recommend to the Board an appropriate annual process to evaluate the Board and each of the committees, and the responsibilities of each of the directors individually.

Responsibilities of Board Members and Committees

The Committee shall annually review the Board of Directors Charter and the charters for each committee of the Board, together with the position descriptions of the Chair of the Board, the CEO, each director and each committee chair, and where necessary, recommend changes to the Board. The Committee shall review and recommend the appropriate structure, size, composition, mandate and members for the committees, and recommend for Board approval the appointment to Board committees. In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management. The Committee shall

unanimously approve the independence of members of other committees required to have independent members.

Review of Breaches of the Code of Business Conduct and Ethics

The Committee shall receive reports from the CEO regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

Compensation Matters

To fulfil its responsibilities and duties the Committee shall:

- (a) review and approve corporate goals and objectives relevant to executive compensation;
- (b) assist the Board in developing and evaluating potential candidates for executive officer positions and to oversee the development of executive succession plans;
- (c) evaluate, under the direction of, and in cooperation with, the Board, the performance of the NEOs, the Chief Financial Officer, and the Chief Investment Officer in light of those corporate goals and objectives, and make recommendations to the Board with respect to the CEO's and such other executive officers' compensation levels based on its evaluation;
- (d) review the recommendations made by the CEO with respect to the appointment and compensation of, and the employment agreements with, the NEOs (other than the CEO), the Chief Financial Officer, and Chief Investment Officer and such other personnel as may be agreed by the CEO in consultation with the Committee and, if advisable, approve and recommend such for Board approval;
- (e) review and discuss with management the Company's executive compensation disclosure (as required by SEC rules) before the Company publicly discloses this information and provide a recommendation to the Board regarding the inclusion of the compensation disclosure within the Company's proxy statement or Form 10-K, as applicable;
- (f) administer and make recommendations to the Board with respect to the Company's incentive compensation plans;
- (g) monitor the Company's performance in relation to the approved human resources policies of the Company and be kept informed of all major human resource issues;
- (h) prepare an annual report for inclusion in the Company's management information circular to shareholders and Annual Report on Form 10-K and parallel reports required by the Canadian Securities Administrators respecting the process

undertaken by the Committee in its review and preparing a recommendation in respect of CEO compensation; and

- (i) review and approve compensation (including equity-based compensation) for the Company's directors. In so reviewing and approving director compensation, the Committee shall act in accordance with the Corporate Governance Guidelines.

4. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By-laws, it is not intended to establish any legally binding obligations.

5. Charter Review

The Committee shall review and update this Charter at least annually to ensure compliance with any rules or regulations promulgated by any regulatory body and recommend to the Board for its approval any modifications to this Charter as considered.

Adopted: October 2, 2013

Revised: October 30, 2013, August 3, 2016, and August 3, 2017