



MANDATE OF THE CORPORATE GOVERNANCE COMMITTEE

1. Mandate

The Corporate Governance Committee of Boralex Inc. ("**Boralex**") has the following duties:

- (a) the development, update and disclosure of Boralex's Corporate Governance practices;
- (b) the annual appraisal of the Board and its committees as well as the directors' contribution;
- (c) the recommendation to the Board regarding the appropriate compensation of the directors.