

Pattern Energy Group Inc.

Conflicts Committee Charter

As of February 24, 2017

1. Purpose And Scope

The Conflicts Committee (the “**Committee**”) of **Pattern Energy Group Inc.** (the “**Company**”) is a committee of the Board of Directors (the “**Board**”). The Committee shall review any material transactions or agreements (“**Covered Transactions**”) proposed to be entered into by the Company and/or its controlled affiliates with Pattern Energy Group LP (“**PEG LP 1**”), Pattern Energy Group 2 LP (“**PEG LP 2**,” and together with PEG LP 1, “**PEG LP**”) or any of their respective affiliates (other than the Company and its controlled affiliates) and provide a recommendation and, where appropriate, an approval to the Board relating to such matters. No Covered Transaction may be entered into without the prior recommendation and approval of the Committee.

2. Composition of Committee

Number of Members

The size of the Committee will be determined from time to time by the Board, but will at all times consist of at least three members.

Independence of Members

Each member of the Committee will be “independent” of the Company and PEG LP, within the meaning of the provisions of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and NASDAQ Section 5605(a)(2), in each case subject to any applicable transition rules, as unanimously determined by the Nominating, Governance and Compensation Committee. The members of the Conflicts Committee may not be officers or employees of PEG LP or its affiliates, including Riverstone. As part of evaluating any Covered Transaction, the Committee will affirmatively determine whether each member of the Committee is independent under applicable law with respect to such Covered Transaction.

Appointment

Following each annual meeting of shareholders of the Company at which directors are elected, the Board, having considered the recommendations of the Nominating, Governance and Compensation Committee, will appoint the members of the Committee and a chair (the “**Chair**”). The Board may appoint a member of the Committee if a vacancy arises between annual elections of directors (and will do so if necessary to ensure that the Committee consists of at least three members) and may increase the number of members of the Committee as it deems appropriate. The Board may remove any member of the Committee or replace the Chair at any time.

Chair

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.

3. Meetings

Frequency of Meetings

The Committee will meet as frequently as is necessary to carry out its responsibilities. Meetings may be called by the Company's Chief Executive Officer, the Chair or any two members of the Committee. The Board may request that the Committee convene a meeting if the Board reasonably believes that a matter that is within the charter and functions of the Committee should be considered.

Quorum and Transaction of Business

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. The Committee may from time to time delegate authority to one or more of its members to finalize documentation for or confirm matters with respect to transactions or other matters that have otherwise been approved or recommended by the Committee.

Minutes and Other Records

The Committee will maintain appropriate records, including minutes of its meetings and copies of written reports provided to it or prepared by it. Minutes of meetings will be sent to the Corporate Secretary.

Attendance of Non-Members

The Committee may invite to a meeting any other directors 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.

Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee will be the same as those applicable to meetings of the Board. The Committee may from time to time establish procedures that are consistent with this Charter for the review, negotiation and/or approval of transactions and other matters as the Committee determines are reasonably necessary or desirable.

4. Authority and Responsibilities

The Committee will have the authority and responsibilities set out below, as well as any other authority and responsibilities that are specifically and properly delegated to the Committee by the Board.

Review of Material Transactions with Pattern Energy Group LP and Pattern Energy Group 2 LP

The Committee will review the proposed terms and conditions of any proposed material transactions or agreements (including proposed amendments thereto) between the Company and its controlled affiliates, on the one hand, and PEG LP or any of its affiliates (other than the Company and its controlled affiliates), on the other hand (including the sale of a project from PEG LP to the Company and any amendments to the Management Services Agreement between PEG LP and the Company), and other matters that the Board believes may involve conflicts of interest. If it determines that such a proposed transaction or other matter referred to it by the Board is fair to and in the best interests of the Company and its stockholders (other than PEG LP), the Committee shall make a recommendation to the Board as to what action should be taken with respect to such proposed transaction, agreement or other matter.

Compliance with Securities Laws

The Committee will take measures to confirm that any transactions between the Company and PEG LP that are related party transactions for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”) are in compliance with MI 61-101 and applicable securities laws.

Access to Company Personnel

The Committee may request from the Company and its representatives information and assistance that the Committee considers useful to carry out its duties. The Committee shall have unrestricted access to the Company’s management and employees and the books and records of the Company. The Committee may consult with executive officers and operating personnel of PEG LP if necessary or useful to the Committee in carrying out its duties.

Retention of Advisors

If the Committee determines that it is useful for the Committee to carry out its duties, the Committee may engage, or seek advice from, at the expense of the Company, independent counsel or other advisors. The Committee has the authority to set reasonable compensation and provide for reimbursement of expenses for any advisors engaged by the Committee. The Committee will retain independent advisors selectively, and only to assist, not replace, Committee decision making. Promptly following retaining an independent advisor, the Chair of the Committee will provide notice to the Board.

Regular Assessment

At least annually, the Committee will review and assess its effectiveness as a committee, as well as the effectiveness and contribution of each of its members. The review of the Committee will include an assessment of:

- (i) the competencies and knowledge each member is expected to bring to the Committee;
- (ii) the level of complexity of the issues reasonably expected to be raised by members in connection with the matters under review by the Committee;
- (iii) the ability of each member to contribute the necessary time required to serve effectively on the Committee;
- (iv) the attendance record of each member of the Committee and his or her participation in meetings;
- (v) continuing education activities and industry knowledge of each member of the Committee; and
- (vi) its structural effectiveness, including a consideration of the frequency of meetings, the substance of meeting agendas, the policies and procedures that the Board has established to refer matters to the Committee and the usefulness of the materials provided to members of the Committee.

Orientation and Continuing Education

The Committee will provide orientation that may consist of educational or informational programs that enable a new Committee member to understand the role of the Committee and its members collectively, and the role of the individual member, including the commitment of time that is expected from the member. The Committee may arrange for or request that management arrange for continuing educational or informational programs for its existing members.

5. 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 Committee operates. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Certificate and By-laws of Pattern Energy Group Inc., it is not intended to establish any legally binding obligations.

6. Charter Review

The Committee shall review and update this Charter annually and present it to the Board for approval.

Adopted: October 2, 2013

Revised: October 30, 2013, August 3, 2016, and February 24, 2017