

WHISTLEBLOWER POLICY

1. INTRODUCTION

Alterra Power Corp. and its subsidiaries (collectively the “Company”) is committed to maintaining the highest standards of business conduct and ethics, as well as full compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matters relating to fraud against shareholders (collectively “**Concerns**”).

Pursuant to its charter, the audit committee (the “**Committee**”) of the board of directors of the Company (the “**board**”) is responsible for ensuring that a confidential and anonymous process exists whereby persons can report any Concerns relating to the Company and its subsidiaries. In order to carry out its responsibilities under its charter, the Committee has adopted this Whistleblower Policy (the “**Policy**”).

For the purposes of this Policy, the “Concerns” are intended to be broad and comprehensive and to include any matter, which in the view of the complainant, is illegal, unethical, contrary to the policies of the Company or in some other manner not right or proper. Examples would include:

- (a) violation of any applicable law, rule or regulation that relates to corporate reporting and disclosure;
- (b) violation of the Company’s Code of Business Conduct;
- (c) fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company or any of its subsidiaries;
- (d) fraud or deliberate error in the recording and maintaining of financial records of the Company or any of its subsidiaries;
- (e) deficiencies in or non-compliance with the Company or any of its subsidiaries’ internal policies and controls;
- (f) misrepresentation or a false statement by or to a director, officer, employee or accountant of the Company or any of its subsidiaries respecting a matter contained in the financial records, reports or audit reports;
- (g) instances of fraudulent influence, coercion, manipulation or misleading of the Company’s auditors; and
- (h) deviation from full and fair reporting of the Company’s consolidated financial condition.

2. COMMUNICATION OF THE POLICY

To ensure that all directors, officers, employees, consultants and contractors of the Company are aware of the Policy, a copy of the Policy will be distributed to all directors, officers and employees. All directors, officers and employees will be informed whenever significant changes are made. New directors, officers and employees will be provided with a copy of this Policy and will be educated about its importance.

3. REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

3.1 Reporting Concerns

Any person with a Concern relating to the Company or any subsidiary of the Company may submit their concern to the chairman of the Committee (the “**Chairman**”) by telephone, email or in writing addressed to Alterra Power Corp., 600 – 888 Dunsmuir Street, Vancouver, British Columbia, V6C 3K4, Canada. It should be marked “Private and Strictly Confidential – Attention: Chair of the Audit Committee,” and it will be delivered unopened to the Chairman.

The email address of the chairman is “chairauditcommittee@alterrapower.ca”.

3.2 Anonymity and Confidentiality

All submissions to the Chairman of the Committee may be made and will be treated on a confidential and anonymous basis, save and except that all submissions regarding Concerns referred to in Sections 1(a) and (b) must identify the person making the submission.

4. NO ADVERSE CONSEQUENCES

A submission regarding a Concern may be made by an officer or employee of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Concern or provides assistance to the Committee, management, the Company’s auditors, or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Concern. However, persons who make accusations without a reasonable good faith belief in the truth and accuracy of the information or who knowingly provide or make false information or accusations, will be disciplined. “Good faith” does not mean that the person submitting the concern has to be right, but it does mean that the person believes he is providing truthful information.

5. TREATMENT OF ACCOUNTING CONCERN SUBMISSIONS

5.1 The following steps will be taken with respect to each Concern submitted:

- the question, report or concern will be taken seriously;
- each concern will be reviewed by the Committee, the Company’s general legal counsel, or such other person as the Committee determines to be appropriate;
- confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review; and
- prompt and appropriate corrective action will be taken when and as warranted.

5.2 Persons against whom a complaint or concern has been made, will be presumed innocent unless or until the investigation reveals a violation has occurred.

6. RETENTION OF RECORDS

The Committee shall retain all records relating to any Concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

7. REVIEW AND WAIVER OF POLICY

7.1 The Committee will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing a confidential and anonymous procedure to report violations or complaints regarding Concerns.

7.2 Waivers of this Policy may be made by the Committee, however any waiver pertaining to a director or officer of the Company may only be made by the Company's board.

8. QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact any member of the Committee.