

**VOTING INSTRUCTION FORM
CAPITAL POWER INCOME L.P.**

SEE VOTING INSTRUCTIONS ON REVERSE
WE NEED TO RECEIVE YOUR VOTING INSTRUCTIONS AT LEAST
ONE BUSINESS DAY BEFORE THE PROXY DEPOSIT DATE.

INTERNET VOTE: WWW.PROXYVOTE.COM
TELEPHONE VOTE: 1-800-474-7493

MEETING TYPE: SPECIAL MEETING
 MEETING DATE: TUESDAY, NOVEMBER 01, 2011 AT 9:00 A.M. MDT
 RECORD DATE: FOR HOLDERS AS OF SEPTEMBER 21, 2011
 PROXY DEPOSIT DATE: OCTOBER 28, 2011
 ACCOUNT NUMBER: HRT2SSSTA 01 OM
 CUSIP: 14042N100 CUID: T770 C81 Z56588 020 E **CONTROL NO. : 438513429169**

APPOINTEE(S) STUART A. LEE, ANTHONY SCOZZAFAVA
 IF YOU WISH TO ATTEND THE MEETING OR DESIGNATE ANOTHER PERSON TO ATTEND, VOTE AND ACT ON YOUR BEHALF AT THE MEETING, OR ANY ADJOURNMENT THEREOF, OTHER THAN THE PERSON(S) SPECIFIED ABOVE, PRINT YOUR NAME OR THE NAME OF THE PERSON ATTENDING THE MEETING ON THE APPOINTEE LINE BELOW.

PLEASE PRINT APPOINTEE NAME _____

ITEM(S) _____ **VOTING RECOMMENDATIONS**

1 - AN EXTRAORDINARY RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH -->>>> FOR --->>>>
 IN ANNEX G TO THE MANAGEMENT PROXY CIRCULAR AND JOINT PROXY STATEMENT OF THE PARTNERSHIP AND ATLANTIC POWER CORPORATION DATED SEPTEMBER 28, 2011 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT (THE "ARRANGEMENT") UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT (THE "CBCA"), ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR.

NOTE THIS FORM CONFERS DISCRETIONARY AUTHORITY TO VOTE ON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

NOTE THIS VOTING INSTRUCTION FORM SHOULD BE READ IN CONJUNCTION WITH THE ACCOMPANYING INFORMATION CIRCULAR.

NOTE ALL REFERENCES TO THE TERM 'DIRECTOR(S)' ON THIS VOTING INSTRUCTION FORM OR IN THE TELEPHONE/INTERNET VOTING SYSTEMS SHOULD BE REPLACED BY THE TERM 'TRUSTEE(S)'.
 FOLD IN HALF - DO NOT DETACH

THIS SPACE INTENTIONALLY LEFT BLANK.

ITEM(S) (FILL IN ONLY ONE BOX " " PER ITEM IN BLUE OR BLACK INK) 0000

FOR **56310** **01000000000000013**

AGAINST **CONTROL NO. : → 438513429169**



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AVENUE INVESTMENT MANAGEMENT
PAUL HARRIS
47 COLBORNE STREET, STE 300
TORONTO, ON M5E 1P8
CANADA

SIGNATURE(S) *[Signature]*
 DATE (DD/MM/YY) *Oct 31/11*
 * INVALID IF NOT SIGNED *

**TELEPHONE VOTE AT 1-800-474-7493 OR
 INTERNET VOTE AT WWW.PROXYVOTE.COM**