

JUST ENERGY GROUP INC.

EXECUTIVE COMMITTEE CHARTER

This Charter of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of Just Energy Group Inc. (the "Corporation") was adopted on May 16, 2013.

I. Mandate

The primary function of the Committee is to assist the Board by acting in the Board's place and stead when the full Board is not in session or cannot reasonably be called in session. The Committee will fulfill this mandate primarily by carrying out the responsibilities and duties set forth in Section IV of this Charter.

II. Composition

The Committee shall be comprised of 5 directors appointed by the Board annually whom shall be the Executive Chair, the CEO and the Chair of each of the Risk, Audit and Nominating and Governance Committees.. A majority of the directors comprising the Committee shall meet the independence requirements under applicable laws. Each member shall serve until the next annual general meeting of shareholders of the Corporation or until his or her earlier resignation or removal by the Board. The Executive Chair shall act as the Chair of the Committee and shall carry out the responsibilities and duties set forth in Section V of this Charter.

The Committee shall appoint a Secretary of the Committee. The Secretary shall keep minutes and records of all meetings of the Committee. In the event that the Secretary is absent from any meeting, the chair of such meeting shall designate any Director, officer or employee of the Corporation to act as Secretary.

The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

III. Meetings

The Committee shall meet on an "as needed" basis, as circumstances require or as requested by the Board, a member of the Committee or a senior officer of the Corporation. The Corporate Secretary shall, with the assistance of the Executive Chair and Lead Director, develop an agenda of meeting dates, times and venues. The Executive Chair with input from the CEO and Lead Director shall settle upon the agenda items for each meeting.

Notice of each meeting of the Committee shall be given to each member of the Committee as far in advance of the time for the meeting as practicable, but in any event, not later than 48 hours preceding the time of the meeting (unless otherwise waived by all members of the Committee); provided that meetings of the Committee may be held without formal notice if all of the members are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting. Each notice of meeting shall state the nature of the business to be transacted at the meeting in reasonable detail and to the extent practicable, be accompanied by copies of documentation to be considered at the meeting.

A quorum for the transaction of business at a meeting shall consist of not less than **a majority** of the members of the Committee. Members of the Committee may participate in any meeting by means of such telephonic, electronic or other communication facilities as permit all persons participating in the meeting

to communicate adequately with each other, and a member participating by any such means shall be deemed to be present at that meeting.

Senior management of the Corporation and other parties may attend meetings of the Committee as deemed appropriate by the Committee.

Minutes shall be kept of all meetings of the Committee (other than in camera sessions) and shall be signed by the Chair and Secretary of the meeting.

Any matter to be voted upon by the Committee shall be decided by a majority of the votes cast on the question; and in the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote. A resolution in writing, signed by all the members of the Committee entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee. A copy of any such resolution in writing shall be kept with the minutes of the proceedings of the Committee.

IV. Responsibilities and Duties of the Committee

To fulfill its responsibilities and duties, the Committee shall:

- Posses and may exercise all the powers, authorities and discretions vested in or exercisable by the Board, except those powers that only the full Board may exercise at law or which the Board has specifically reserved for the full Board including:
 - (a) The submission of items to shareholders for their approval;
 - (b) The filling of a vacancy among the directors or in the office of auditors;
 - (c) The appointment of additional directors;
 - (d) The issue of securities;
 - (e) The declaration of dividends;
 - (f) The purchase, redemption or other acquisition of the Corporation's own shares;
 - (g) The payment of certain commissions prescribed by the Corporation's governing statute
 - (h) The approval of the management proxy circular;
 - (i) The approval of annual financial statements;
 - (j) The adoption, amendment or repeal of by-laws; and
 - (k) The approval of the annual budget of the Corporation
- Refer back to the full Board for ratification, confirmation and approval, all such matters as the Committee may deem appropriate; provided that all actions by the Committee shall be reported to the Board at each Board meeting next succeeding such action. In addition, copies of the minutes of each meeting of the Committee, following approval by the Chair of the Committee, shall be distributed to all the Directors of the Corporation.

- Perform any other activities consistent with this Charter, the Corporation's constating documents and governing law, as the Committee or the Board deems necessary or appropriate.
- Have the resources and authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Corporation, outside auditors, counsel and other experts of consultants.

The Executive Committee may invite such officers, Directors and employees of the Corporation as it may see fit from time to time to attend meetings of the Executive Committee and assist thereat in the discussion and consideration of the affairs of the Corporation.

Any approval given by the Committee within its authority shall be binding upon the Corporation as though approved by the Board. No alteration to the responsibilities and duties of the Committee shall be effective without the approval of the Board.

V. Responsibilities and Duties of the Executive Chair of the Committee

To fulfill his or her responsibilities and duties, the Executive Chair of the Committee shall:

- Facilitate the effective operation and management of, and provide leadership to, the Committee.
- Act as Chair of meetings of the Committee. In the event that the Executive Chair is absent from any meeting, the members present shall designate any Director present to act as Chair of the meeting.
- Assist in setting the agenda for each meeting of the Committee and in otherwise bringing forward for consideration matters within the mandate of the Committee.
- Facilitate the Committee's interaction with management of the Corporation, the Board and other committees of the Board.
- Act as a resource and mentor for other members of the Committee.
- Perform such other duties and responsibilities as may be delegated to the Executive Chair by the Committee from time to time.