

**Osler, Hoskin & Harcourt LLP**  
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**OSLER**

December 5, 2022

Toronto

TO: Ontario Securities Commission, as Principal Regulator

Montréal

AND: British Columbia Securities Commission

Calgary

Alberta Securities Commission

Ottawa

Financial and Consumer Affairs Authority of Saskatchewan

The Manitoba Securities Commission

Vancouver

Autorité des marchés financiers

Financial and Consumer Services Commission, New Brunswick

New York

Nova Scotia Securities Commission

Office of the Superintendent of Securities, Prince Edward Island

Office of the Superintendent of Securities Service, Newfoundland and Labrador

Dear Sirs/Mesdames:

**Canadian Banc Corp. (the “Issuer”)**

**Prospectus Supplement dated December 5, 2022 to the Short Form Base Shelf Prospectus dated June 22, 2021, as amended (the “Prospectus Supplement”)**

In the Prospectus Supplement, reference is made to the name of this firm under the heading “Interest of Experts” and to the opinions of this firm under the headings “Certain Canadian Federal Income Tax Considerations” and “Eligibility for Investment”. We hereby consent to being named in the Prospectus Supplement and to the use of our opinions.

We have read the Prospectus Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus Supplement that are derived from our opinions referred to above or that are within our knowledge as a result of the services we have performed in connection with such opinions.

Yours very truly,

***“Osler, Hoskin & Harcourt LLP”***

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