

August 10, 2022

By SEDAR

To: Ontario Securities Commission, as Principal Regulator under the
Passport System

And to: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Office of the Superintendent of Securities (Yukon Territory)
Northwest Territories Securities Office
Office of the Superintendent of Securities of Nunavut

Dear Sirs/Mesdames:

**Re: Prospectus Supplement dated August 10, 2022 to a Short Form Base Shelf
Prospectus dated April 28, 2022 of Sustainable Power & Infrastructure Split
Corp. (the “Issuer”)**

We refer you to the prospectus supplement dated August 10, 2022 (the “**Supplement**”) to a short form base shelf prospectus dated April 28, 2022 of the Issuer relating to the issuance of Preferred Shares and Class A Shares of the Issuer.

We consent to being named in the Supplement on the face page of the Supplement and under the heading “Interest of Experts” in the Supplement and consent to the use of our legal opinion set out under the headings “Eligibility for Investment” and “Canadian Federal Income Tax Considerations” in the Supplement, which opinion is provided as of the date of the Supplement.

We have read the Supplement and have no reason to believe that there are any misrepresentations in the information contained in the Supplement that are (i) derived from our legal opinions provided in the Supplement, or (ii) within our knowledge as a result of the services performed by us in connection with such opinions.

Yours truly,

(signed) “Stikeman Elliott LLP”

Stikeman Elliott LLP