

UNDERTAKING

TO: Ontario Securities Commission, as Principal Regulator

RE: Intact Financial Corporation (the “Issuer”) – Short Form Base Shelf Prospectus dated December 13, 2019 (the “Prospectus”)

In accordance with Section 4.2(a)(x) of National Instrument 44-101 – *Short Form Prospectus Distributions*, the Issuer hereby undertakes to file with the Ontario Securities Commission, a copy of any applicable:

- (a) trust indenture or supplemental indenture and any instalment receipt and pledge agreement entered into in connection with an offering of Debt Securities (as defined in the Prospectus) pursuant to the Prospectus;
- (b) warrant agreement entered into in connection with an offering of Warrants (as defined in the Prospectus) pursuant to the Prospectus;
- (c) subscription receipt agreement entered into in connection with an offering of Subscription Receipts (as defined in the Prospectus) pursuant to the Prospectus;
- (d) material contract required to be filed under section 12.2 of National Instrument 51-102 Continuous Disclosure Obligations (“**NI 51-102**”); and
- (e) agreement or contract affecting the rights of securityholders that relates to securities being distributed under the Prospectus required to be filed under subsection 12.1(1) of NI 51-102,

that has not been previously filed, and has not been executed before the filing of the Prospectus but will be executed on or before the completion of a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the execution of the agreement or contract.

In accordance with Section 4.2(a)(x.1) of National Instrument 44-101 – *Short Form Prospectus Distributions*, the Issuer hereby undertakes to file with the Ontario Securities Commission, any document affecting the rights of securityholders that relates to securities being distributed under the Prospectus required to be filed under subsection 12.1(1) of NI 51-102 that has not been previously filed, and does not need to be executed in order to become effective and has not become effective before the filing of the Prospectus, but will become effective on or before the completion of a distribution of securities under the Prospectus, promptly and in any event no later than seven days after the document becomes effective.

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DATED this 13th day of December, 2019.

INTACT FINANCIAL CORPORATION

By: (signed) “Louis Marcotte”

Name: Louis Marcotte

Title: Chief Financial Officer