

December 5, 2017

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

Dear Sirs/Mesdames:

**Re: IGM Financial Inc.
Prospectus Supplement dated December 5, 2017 (the “Prospectus Supplement”) to the Short Form Base Shelf Prospectus dated November 29, 2016**

We hereby consent to the reference to our name on the inside cover page and under the heading “Legal Matters” and to the reference to our name and to the use of our opinions under the headings “Eligibility for Investment” and “Certain Canadian Federal Income Tax Considerations” in the Prospectus Supplement relating to the offering of \$250 million principal amount of 4.115% Debentures due December 9, 2047 of IGM Financial Inc.

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 or that are within our knowledge as a result of services we performed in connection with such opinions.

Yours truly,

“Torys LLP”