



Blake, Cassels & Graydon LLP
Barristers & Solicitors
Patent & Trade-mark Agents
199 Bay Street
Suite 4000, Commerce Court West
Toronto ON M5L 1A9 Canada
Tel: 416-863-2400 Fax: 416-863-2653

May 27, 2019

VIA SEDAR

Ontario Securities Commission, as Principal Regulator
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Autorité des marchés financiers
Financial and Consumer Services Commission, New Brunswick
Nova Scotia Securities Commission
Office of the Superintendent of Securities, Prince Edward Island
Office of the Superintendent of Securities, Service Newfoundland & Labrador

Dear Sirs/Mesdames:

RE: Element Fleet Management Corp. (the “Corporation”)
Re: Final Short Form Base Shelf Prospectus dated May 27, 2019

We refer to the final short form base shelf prospectus dated May 27, 2019 (the “**Prospectus**”) of the Corporation, qualifying the issuance of up to C\$3,750,000,000 aggregate principal amount of debt securities, preferred shares, common shares, subscription receipts, warrants and units of the Corporation.

We hereby consent to the reference to our name on the face page of the Prospectus and under the headings “Legal Matters” and “Interest of Experts” in the Prospectus.

Yours very truly,

“Blake, Cassels & Graydon LLP”