



Ernst & Young LLP
evolv1
420 Wes Graham Way, Suite 300
Waterloo, ON N2L 0J6

Tel: +1 519 744 1171
Fax: +1 519 744 9604
ey.com

To:

November 17, 2021

Alberta Securities Commission

British Columbia Securities Commission

The Manitoba Securities Commission

Financial and Consumer Services Commission, New Brunswick

Office of the Superintendent of Securities, Service Newfoundland & Labrador

Office of the Superintendent of Securities, Northwest Territories

Nova Scotia Securities Commission

Office of the Superintendent of Securities, Nunavut

Ontario Securities Commission

The Office of the Superintendent of Securities, Consumer, Corporate and Insurance Services Division, Prince Edward Island

Autorité des marchés financiers

Financial and Consumer Affairs Authority of Saskatchewan

Office of the Yukon Superintendent of Securities

Re: **Definity Financial Corporation**

We refer to the final base PREP prospectus of Definity Financial Corporation (the "Company") dated November 17, 2021 relating to the sale and issue of common shares of the Company (the "Prospectus").

We consent to being named and to the use, in the Prospectus, of our report dated November 4, 2021 with respect to Definity Financial Corporation to its shareholder on the following financial statements:

- Statement of Financial Position as at September 30, 2021; and
- Statements of changes in equity and cash flows for the 93-day period then ended, and a summary of significant accounting policies and other explanatory information.

We report that we have read the Prospectus and all information therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from the financial statements upon which we have reported or that are within our knowledge as a result of our audit of such financial statements. We have complied with Canadian generally accepted standards for an auditors' consent to the use of a report of the auditor included in an offering document, which does not constitute an audit or review of the Prospectus as these terms are described in the CPA Canada Handbook – Assurance.



Ernst + Young LLP

Chartered Professional Accountants
Licensed Public Accountants

Waterloo, Canada

November 17, 2021