

November 17, 2021

BY SEDAR

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

Dear Sirs/Mesdames:

Definity Financial Corporation

We refer to the base PREP prospectus of Definity Financial Corporation dated November 17, 2021 (the "**Prospectus**").

We hereby consent to the use of our firm name on the inside cover page of the Prospectus and under the heading "Legal Matters and Experts" in the Prospectus and consent to the use of our firm name and the reference to our legal opinions under the headings "Eligibility for Investment" and "Certain Canadian Federal Income Tax Considerations" in the Prospectus, which legal opinions are provided as of the date of the Prospectus.

We confirm that we have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in the Prospectus that is derived from our legal opinions referred to above or that is within our knowledge as a result of the services we performed in connection with such legal opinions.

Yours very truly,

"Davies Ward Phillips & Vineberg LLP"