

DEFINITY FINANCIAL CORPORATION

May 30, 2022

VIA SEDAR

Ontario Securities Commission, as Principal Regulator

Dear Sirs/Mesdames:

RE: Definity Financial Corporation
Re: Preliminary Short Form Base Shelf Prospectus
re: Qualification Certificate

In connection with the filing of a preliminary short form base shelf prospectus of Definity Financial Corporation (the “**Filer**”) dated May 30, 2022, and in accordance with clause 4.1(1)(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”) and Section 2.2(1) of National Instrument 44-102 – *Shelf Distributions* (“**NI 44-102**”), the Filer hereby:

- (A) advises that it is qualified to file a prospectus in the form of a short form base shelf prospectus pursuant to Section 2.2 of NI 44-101 and Section 2.2(1) of NI 44-102; and
- (B) certifies that:
 - (I) all of the qualification criteria in Section 2.2 of NI 44-101 and Section 2.2(1) of NI 44-102 have been satisfied; and
 - (II) all of the material incorporated by reference in the preliminary short form base shelf prospectus and not previously filed is being filed with the preliminary short form base shelf prospectus.

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Yours truly,

DEFINITY FINANCIAL CORPORATION

By: (signed) "Michael Padfield"
Name: Michael Padfield
Title: General Counsel and Corporate
Secretary