



Bennett Jones

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October 10, 2019

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, Newfoundland and Labrador  
Office of the Superintendent of Securities, Prince Edward Island

Dear Sirs/Mesdames:

**Re: Algonquin Power & Utilities Corp. (the "Corporation") – prospectus supplement dated October 10, 2019 to a short form base shelf prospectus dated September 18, 2018**

We refer to the prospectus supplement dated October 10, 2019 (the "**Prospectus Supplement**") to the short form base shelf prospectus of the Corporation dated September 18, 2018, relating to a distribution of common shares in the capital of the Corporation.

We hereby consent to the reference to our firm name on the cover pages and under the heading "Interests of Experts" and to the reference to our firm name and to our opinions under the headings "Certain Canadian Federal Income Tax Considerations" and "Eligibility for Investment" in the Prospectus Supplement.

We confirm that we have read the Prospectus Supplement and all information specifically incorporated by reference therein and have no reason to believe that there are any misrepresentations in the information contained therein that are derived from our opinions referred to therein or that are within our knowledge as a result of the services we performed in connection with the preparation of such opinions.

Yours very truly,

**BENNETT JONES LLP**

*"Bennett Jones LLP"*