



**Building a better
working world**

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November 18, 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 and Labrador
Nova Scotia Securities Commission
Ontario Securities Commission
Office of the Superintendent of Securities (Prince Edward Island)
Autorité des marchés financiers
Financial and Consumer Affairs Authority of Saskatchewan
Office of the Superintendent of Securities, Northwest Territories
Office of the Yukon Superintendent of Securities
Nunavut Securities Office

Dear Sirs / Mesdames:

Re: Algonquin Power & Utilities Corp. (the “Company”)

We refer to the Short Form Base Shelf Prospectus of the Company dated November 18, 2021 relating to the sale and issue of Debt Securities, Subscription Receipts, Preferred Shares, Common Shares, Warrants, Share Purchase Contracts, Share Purchase or Equity Units, and Units comprised of some or all of the other securities described above, or any combination thereof at the initial offer price up to U.S. \$4,000,000,000 in the aggregate (the “Prospectus”).

We consent to being named and to the use, through incorporation by reference in the Prospectus, of our report dated March 4, 2021 to the shareholders and directors of the Company on the following financial statements:

- Consolidated Balance Sheets as of December 31, 2020 and 2019; and
- Consolidated Statements of Operations, Comprehensive Income, Equity and Cash Flows for the years ended December 31, 2020 and 2019, and the related notes.

We also consent to the use, through the incorporation by reference, in the Prospectus, of our report dated March 4, 2021 to the shareholders and directors of the Company with respect to the effectiveness of internal control over financial reporting of the Company as of December 31, 2020.

We report that we have read the Prospectus 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 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 auditor's 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.

/s/ Ernst & Young LLP
Chartered Professional Accountants
Licensed Public Accountants
Toronto, Canada