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February 25, 2011

**TRANSMITTED VIA SEDAR**

Ontario Securities Commission (*Principal Regulator*)  
British Columbia Securities Commission  
Alberta Securities Commission  
Saskatchewan Financial Services Commission  
The Manitoba Securities Commission  
New Brunswick Securities Commission  
Nova Scotia Securities Commission  
Toronto Stock Exchange

Dear Sirs/Mesdames:

RE: **NORTHERN FINANCIAL CORPORATION (the "Corporation")**

We refer to the (final) short form prospectus dated February 25, 2011 (the "**Prospectus**") of the Corporation relating to the offering of common shares of the Corporation.

We hereby consent to the use of our firm name and to the reference to our opinion under the heading "*Eligibility for Investment*" and to the use of our firm name on the face page of the Prospectus and under the heading "*Interest of Experts*".

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 are derived from our opinion referred to above or that is within our knowledge as a result of the services we performed in connection with such opinion.

This letter is solely for the information and use of the addressees named herein and is not to be used, quoted or referred to in whole or in part in any document, nor is it to be published, circulated or furnished in whole or in part to any other person or company, nor should it be relied upon by any other persons.

Yours very truly,

*Fogler, Rubinoff LLP*