

May 5, 2011

NOTICE OF CHANGE OF AUDITOR

Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Autorité des marchés financiers
New Brunswick Securities Commission
Nova Scotia Securities Commission

Dear Sirs / Mesdames:

At the request of Northern Financial Corporation (the “**Company**”), Deloitte & Touche LLP, Chartered Accountants, (“**Deloitte & Touche**”) resigned as the Company’s auditor effective April 7, 2011 (the “**Resignation**”). Pursuant to section 149 of the *Business Corporations Act* (Ontario), the Directors of the Company are entitled to fill any casual vacancy in the office of auditor and have appointed Grant Thornton LLP, Chartered Accountants, (“**Grant Thornton**”) as the Company’s auditors in the place and stead of Deloitte & Touche until the close of the next annual general meeting of the Company.

Pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), we confirm that:

- a. Deloitte & Touche was asked to resign as auditor of the Company to facilitate the appointment of Grant Thornton of Toronto, Ontario;
- b. Deloitte & Touche has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Deloitte & Touche issued an audit report in respect of the Company and the date of this Notice;
- c. The resignation of Deloitte & Touche as auditor of the Company and the appointment of Grant Thornton as auditor of the Company were considered and approved by the Board of Directors of the Company;
- d. In the opinion of the Company, no “reportable event” (as such term is defined in NI 51-102) has occurred in connection with the audits of the Company’s two most recently completed fiscal years, nor any period from the most recently completed

period for which Deloitte & Touche issued an audit report in respect of the Company and the date of this Notice; and

- e. This Notice, the attached resignation of Deloitte & Touche and consent of Grant Thornton have been reviewed by the Board of Directors of the Company.

NORTHERN FINANCIAL CORPORATION

Per:



Doug Chornoboy
Chief Financial Officer