



GARDINER ROBERTS LLP
L a w y e r s

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Dear Sirs/Mesdames:

RE: Com Dev International Ltd. ("Com Dev" or the "Corporation")
Issuer Profile No.: 3673
SEDAR Project No. 1373823
- Final Short Form Prospectus dated February 19, 2009
File No. 90614

We refer to the final short form prospectus (the "Prospectus") of Com Dev dated February 19, 2009 relating to the distribution of 6,780,000 common shares of the Corporation priced at \$2.95 per share.

We hereby consent to the references to our firm name on page (ii) of the Prospectus and under the headings "Legal Matters" and "Interests of Experts", and to the reference to our opinion under the heading "Eligibility for Investment".

We have read the Prospectus and have no reason to believe that there are any misrepresentations in the information contained in it that are derived from our opinion or within our knowledge as a result of our services performed in connection with the opinion.

This letter is solely for the private information of the securities commission to which this letter is addressed and is not to be used, quoted from or referred to in whole or 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 related on by any other person.

Yours very truly,

GARDINER ROBERTS LLP

"Gardiner Roberts LLP"