

66 Wellington Street West
Suite 4200, Toronto Dominion Bank Tower
Box 20, Toronto-Dominion Centre
Toronto, Ontario, Canada M5K 1N6

416 366 8381 Telephone
416 364 7813 Facsimile



June 7, 2002
File No.: 1420468.0040

VIA SEDAR

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Saskatchewan Securities Commission
Manitoba Securities Commission
Commission des valeurs mobilières du Québec
Nova Scotia Securities Commission
Office of the Administrator of Securities, New Brunswick
Securities Commission of Newfoundland
Registrar of Securities, Prince Edward Island

Dear Sirs/Mesdames:

Re: Repadre Capital Corporation ("Repadre") Final Prospectus Filing

We refer to the final short form prospectus of the Repadre (the "Final Prospectus") dated June 7, 2002.

We hereby consent to the use of our name and the reference to us as counsel to the underwriters in the Final Prospectus. We specifically consent to the use of our name on the face page and under the heading "Legal Matters" 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 the Prospectus that is derived from our opinion or that is within our knowledge as a result of services we have performed in connection with such opinion.

Yours truly,

(signed) **FASKEN MARTINEAU DuMOULIN LLP**