



**DESJARDINS DUCHARME STEIN MONAST**

GENERAL PARTNERSHIP  
BARRISTERS & SOLICITORS

Montreal, May 14, 1997

ONTARIO SECURITIES COMMISSION  
P.O. Box 55, Suite 800  
20 Queen Street West  
Toronto, Ontario  
M5H 3S8

RE: Unibroue Inc.

Sirs:

We have acted as counsel to the Underwriters, Lévesque Beaubien Geoffrion Inc., Capital Midland Walwyn Inc., CIBC Wood Gundy Securities Inc. and Desjardins Securities Inc. in connection with the preparation of the prospectus of Unibroue Inc. dated May 14, 1997 (the "Prospectus") relating to the issue of 2,000,000 Subordinate Voting Shares of the share capital of Unibroue Inc. at a price of \$6.00 per share.

We consent to the reference to our name in the Prospectus under the heading "Eligibility for Investment" and to the inclusion of and reference to our opinion set out in said heading.

Yours very truly,

**(signed) Desjardins Ducharme Stein Monast  
(general partnership)**

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MEMBER: LEX MUNDI  
A GLOBAL ASSOCIATION  
OF MORE THAN 120  
INDEPENDENT LAW FIRMS