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SEDAR FILING

AUTORITÉ DES MARCHÉS FINANCIERS (QUÉBEC)
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NORTHWEST TERRITORIES REGISTRAR OF SECURITIES
NUNAVUT REGISTRAR OF SECURITIES
YUKON REGISTRAR OF SECURITIES

Dear Sirs/Madames:

Re: YPG Holdings Inc.

We refer to the (final) short form base shelf prospectus dated June 20, 2008 (the “**Prospectus**”) of YPG Holdings Inc. (“**Holdings**”) relating to the public offering by Holdings, as the case may be, of debt securities which may consist of debentures, notes or other types of debt securities, securities convertible or exchangeable into trust units, and unsecured medium term notes.

We hereby consent to the use of our firm’s name on the second page of the Prospectus and under the heading “Experts” and reference to our opinions under the heading “Eligibility for Investment” in the Prospectus.

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 is derived from our opinions referred to above or that is within our knowledge as a result of the services we performed to render such opinions.

This letter is solely for the information of the securities commission and is not to be referred to in whole or in part in the Prospectus or any other similar document and should not be relied on by any other person.

Yours truly,

(signed) *Fasken Martineau DuMoulin LLP*