



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

PO Box 55, Suite 800
20 Queen Street West
Toronto ON M5H 3S8

CP 55, Bureau 800
20 rue Queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE SECURITIES ACT,
R.S.O. 1990, CHAPTER S.5 AS AMENDED**

AND

IN THE MATTER OF

Prize Energy Inc.

Receipt for preliminary prospectus dated **September 20th, 1999**, filed pursuant to subsection 2 of section 53 is hereby issued pursuant to section 55 of the Act.

DATED at Toronto this **22nd** day of **September, 1999**.

Kathryn Soden

Kathryn Soden
DIRECTOR, Corporate Finance

Note:

The issuance of this receipt is not to be construed as meaning that the adequacy of the preliminary prospectus and supporting material has been established. These are being reviewed by the Corporate Finance Staff and any comments will be furnished to you by letter as soon as possible.

McCarthy Tetrault
Barristers and Solicitors

Attention: Michael Bennett

Project No: 207677