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February 7, 2000

Ms Samatha Horn
Stikeman, Elliott
Barristers & Solicitors
Toronto, Ontario

Dear Ms Horn:

**Re: COM DEV International Ltd.
- Rights Offering dated February 4, 2000 (the "Offering")**

I confirm based on the information provided that the information relating to the issuance of the rights under the Offering has been received that is satisfactory to and accepted by the Director pursuant to clause 41(1)(o) and 77(1)(h) of the Securities Act (Nova Scotia).

Yours very truly,

"J. William Slattery"

J. William Slattery, C.A.
Deputy Director, Corporate Finance

Project #227308