



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

PO Box 55, Suite 800 CP 55, Bureau 800
20 Queen Street West 20 rue Queen ouest
Toronto ON M5H 3S8 Toronto ON M5H 3S8

February 13, 2001

VIA SEDAR

ChitizPunditPathak&Sokoloff
Barristers & Solicitors
85 Richmond Street West, Suite 901
Toronto, ON M5H 2C9
Canada

Attention: S. Paul Pathak

Dear Sirs/Mesdames:

Re: PIFHER RESOURCES INC. - SEDAR Project No. 322397
Rights Offering Circular dated February 12, 2001

On behalf of the Director, I am pleased to advise you that acceptable material has been filed pursuant to paragraph 35(1)14 and clause 72(1)(h) of the *Securities Act* (Ontario) in connection with the above-captioned matter.

Yours very truly,

Iva Vranic

Iva Vranic
Manager, Corporate Finance

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