

PIFHER RESOURCES INC.

150 York Street, Suite 302, Toronto, Ontario, M5H 3S5
Tel. (416) 360-4031 * Fax. (416) 360-4034

July 31, 2001

Ontario Securities Commission
Suite 800
20 Queen Street West
Toronto, Ontario
M5H 3S8

Attention: Continuous Disclosure

Alberta Securities Commission
4th Floor
300 – 5th Avenue S. W.
Calgary, Alberta
T2P 3C4

Attention: Continuous Disclosure

British Columbia Securities Commission
Suite 200
865 Hornby St.
Vancouver, British Columbia
V6Z 2H4

Attention: Continuous Disclosure

Dear Sirs:

Re: Material Change Report Under Section 75(2) of the Act

Item 1. Reporting Issuer

The name of the reporting issuer is Pifher Resources Inc. (the "Issuer"). Its registered head office is located at 150 York Street, Suite 302, Toronto, Ontario, M5H 3S5.

Item 2. Date of Material Change

The material change occurred on July 23, 2001.

Item 3. **Press Release**

A press release was issued through BCE Emergis in Toronto. A copy of the press release as issued is annexed hereto as Schedule "A".

Item 4. **Summary of Material Change**

The material change is summarized in the press release annexed hereto as Schedule "A".

Item 5. **Full Description of Material Change**

A full description of the material change is provided in Item 4 herein.

Items 6 and 7. **Omitted Information and Reliance on Section 75(3)**

The Issuer is not relying on section 75(3) of the Act for the filing of this report nor is any information being omitted in reliance thereon.

Item 8. **Senior Officers**

For further information, please contact Gary Conn, President and Director of the Issuer, at (519) 455-8127.

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario this 31st day of July, 2001.

Pifher Resources Inc.

Per: "Gary Conn"
Gary Conn, President and Director

ONTEX RESOURCES LIMITED

PIFHER RESOURCES INC.

PRESS RELEASE

July 26, 2001

ONTEX EXCHANGES SHARES IN ECHO ENERGY FOR ADDITIONAL SHARES IN PIFHER

Pifher Resources Inc.

Listing: CDNX, symbol "YFP"

Issued Capital: 3,716,307 Common Shares

Ontex Resources Limited

Listing: TSE, symbol "ONT"

Issued Capital: 39,036,506 Common Shares

Toronto, Ontario: Pifher Resources Inc. and Ontex Resources Limited today announced that they have now received all necessary regulatory approvals and completed the transaction originally announced on May 17, 2001 whereby Ontex has increased its share position in Pifher in exchange for the transfer of a 17% interest in Echo Energy Inc. to Pifher. Echo, which was previously owned 50/50 by Pifher and Ontex, has the right to acquire from Southern Ontario Natural Gas Limited certain gas and oil leases covering approximately 2,000 acres situated in Bayham Township, Ontario through the payment of \$200,000, 50% in shares of Pifher and 50% in cash (of which \$133,333 of consideration has been paid) and the fulfillment of certain work commitments on the property. Echo is in the process of securing additional acreage in Bayham from other landowners.

Ontex has transferred to Pifher 375,000 common shares of Echo in exchange for common shares of Pifher. Pifher has issued to Ontex initially 13,387 common shares at \$1.66 per share and will issue an additional number of Pifher common shares based on the initial public offering price of Echo's common shares (the "IPO Price Per Share") if such an offering is completed within 18 months of the date of the agreement. The number of additional common shares shall be equal to the number that is the product obtained by the multiplication of 375,000 by the IPO Price Per Share, divided by 1.66, and less 13,387, up to a maximum amount of 212,516 additional common shares.

Ontex now owns 1,330,054 shares of Pifher, representing a 36% equity interest in Pifher.

Further information can be obtained by contacting Gary Conn, President and Director of Pifher and Executive Vice-President and Director of Ontex, in Toronto at Tel: (416) 360-4034, and in London, Ontario at: Tel. (519) 455-8127, or by E-mail contact info@ontexresources.com.

Neither the Canadian Venture Exchange, the Toronto Stock Exchange nor any securities Regulatory Authority has approved or disapproved of the contents of this news release.