



**British Columbia
Securities Commission**

Corporate Finance
SEDAR Electronic Correspondence

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March 23, 2015

SEDAR Project Number: 2306405

Attention: Alice Davidson
Stikeman Elliott LLP
Vancouver, BC

Dear Ms. Davidson,

**Burcon NutraScience Corporation
Final Rights Offering Circular dated March 23, 2015**

The information delivered pursuant to section 2.1 of National Instrument 45-106 *Prospectus and Registration Exemptions* has been accepted.

Yours truly,

Sabina Chow, CPA, CGA, CA
Senior Securities Analyst
Corporate Finance Branch