

BRYAN W. KELL CORPORATE SERVICES LTD.

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December 6, 2010

FILED VIA SEDAR

British Columbia Securities Commission

701 West Georgia Street.

Vancouver, BC

V7Y 1L2

TSX - Canadian Venture Exchange

2700 - 650 West Georgia Street

Vancouver, BC

V6B 4N9

Alberta Securities Commission

20 Floor – 10025 Jasper Avenue

Edmonton, AB

T5J 3Z5

Ontario Securities Commission

Suite 1903, Box 5520 Queen St. West

Toronto, Ontario

M5H 3S8

Saskatchewan Financial Services Commission

6th Floor – 1919 Saskatchewan Drive

Regina, SK

S4P 3V7

To Whom it May Concern:

Re: Terra Firma Resources Inc.

On behalf of the above noted company and in reference to the News Release dated December 6, 2010, attached please find the appropriate documentation for Material Change Filing including the Form 51-102F3 and the Debt Settlement Agreement.

We trust the foregoing is satisfactory.

Yours truly,

BRYAN W. KELL CORPORATE SERVICES LTD.

"Dee L. Sauvé"

Deanna L. Sauvé

President

Enclosures