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VIA MAIL AND FACSIMILE

Securities Registry

June 12, 2002

Duncan & Craig LLP
Suite 1010
530 – 8th Avenue S.W.
Calgary, AB T2P 3S8

ATTENTION: Debra J. Poon

Dear Madam:

Re: Shear Minerals Ltd. (“Shear”) – Acquisition of Mineral Property

Further to your letter dated May 31, 2002, we confirm that the Registrar will not require an escrow or pooling agreement to be entered into in respect of the issuance of 198,000 common shares of Shear (the “Common Shares”) to 4763 NWT Limited (“4763”). Based on the information contained in your letter, the accuracy of which we are relying upon, we hereby grant our consent to the issuance.

Please be advised that subsection 3(1) of Blanket Order No. 2 of the *Securities Act* provides a registration exemption to match the prospectus exemption found in subsection 3(1) of Blanket Order No. 1.

We trust the foregoing is what you require. Should you have any questions, please do not hesitate to contact the undersigned.

Yours truly,

“Tony Wong”

Tony S.K. Wong
Registrar, Securities & Corporate Registries