

6. The Cease Trade Order was issued as a result of the Company's failure to file audited annual financial statements for the years ended December 31, 1992 and 1993, as well as its interim financial statements for the six month periods ended June 30, 1993 and 1994. Since the imposition of the Cease Trade Order, the Company has filed on the System for Electronic Document Analysis and Retrieval (SEDAR): (i) the audited annual financial statements for the year ended December 31, 2002 (filed on June 12, 2003); and (ii) interim unaudited financial statements for the periods ended March 31, 2003 (filed on June 12, 2003); June 30, 2003 (filed on August 29, 2003); and September 30, 2003 (filed on November 28, 2003) (the 2002 Financial Statements and 2003 Interim Financial Statements).

7. Prior to the issuance of the Cease Trade Order, the Common Shares of the Company were traded on the TSX Venture Exchange (TSXV). The Common Shares of the Company were de-listed from the TSXV on December 22, 2004. The Company has no securities, including debt securities, that are currently listed or quoted on any exchange or market in Canada or elsewhere.

8. The Company has been effectively inactive since 2002. The Company's business failed in 2002 as a result of financial distress caused by the Company's exhaustion of all of its resources in connection with a failed business combination.

9. In addition to the Cease Trade Order, the Company is subject to the following cease trade orders (collectively, the Other Cease Trade Orders):

(a) an order issued by the Ontario Securities Commission (the OSC) dated May 23, 2003, and extended by a further order dated June 24, 2003, for failure to file audited annual financial statements for the year ended December 31, 2002;

(b) an order issued by the British Columbia Securities Commission on June 3, 2003, as extended by a further order dated June 2, 2004, for failure to file audited annual financial statements for the year ended December 31, 2003 and unaudited first quarter interim financial statements for the period ended March 31, 2004;

(c) an order issued by the Alberta Securities Commission on June 17, 2004, as extended by a further order dated June 30, 2004, for failure to file audited annual financial statements for the year ended December 31, 2003 and unaudited first quarter interim financial statements for the period ended March 31, 2004; and

(d) an order issued by the Autorité des marchés financiers on May 26, 2003, for failure to file audited annual financial statements for the year ended December 31, 2002 and unaudited first quarter interim financial statements for the period ended March 31, 2003.

10. In addition to the Other Cease Trade Orders, the Predecessor is subject to a cease trade order (the Predecessor Cease Trade Order); issued by the Saskatchewan Financial Services Commission on February 21, 2002, for failure to file audited annual financial statements for the years ended December 31, 1999 and 2000, as well as its unaudited interim financial statements

for the three, six, and nine month periods ended March 31, June 30, and September 30, for each of the fiscal periods 1999 through 2001.

11. Since the imposition of the Predecessor Cease Trade Order, the Predecessor has subsequently filed the outstanding continuous disclosure documents referenced in paragraph 10.

12. The Company has applied to the Securities Regulators to have each of the Other Cease Trade Orders and the Predecessor Cease Trade Order concurrently revoked.

13. By partial revocation order dated December 7, 2007 (the Partial Revocation Order), the OSC varied its cease trade order to permit the Company to raise working capital for its reactivation through the completion of the following brokered private placements of the Company's Common Shares: (i) 75,000,000 Common Shares at a price of \$0.01 per share; and (ii) 10,000,000 Common Shares at a price of \$0.03 per share, in reliance on exemptions available pursuant to National Instrument 45-106 *Prospectus and Registration Exemptions*. The Partial Revocation Order terminated in February 2008.

14. In contravention of the Partial Revocation Order, the Company has completed (i) a private placement for 80,060,000 Common Shares at a price of \$0.01 per share on February 6, 2008; and (ii) a private placement for 9,733,333 Common Shares at a price of \$0.03 per share on May 21, 2008.

15. The Company engaged in further contraventions in connection with the Company's commitment to the issuance of its securities under certain agreements that were entered into during the time of the Cease Trade Order and the Other Cease Trade Orders. Such securities will be issued subsequent to the full revocation of the Cease Trade Order and the Other Cease Trade Orders.

16. The Company has filed the following continuous disclosure documents on SEDAR (collectively, the Continuous Disclosure Documents):

(a) audited annual financial statements for the fiscal years ended December 31, 2003, 2004, 2005, 2006 and 2007; Management's Discussion & Analysis (MD&A) as required under National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) for the fiscal years ended December 31, 2005, 2006 and 2007 and all related annual certificates as required under Multilateral Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* (MI 52-109);

(b) interim unaudited financial statements and interim MD&A for the fiscal quarters ended March 31, 2008, June 30, 2008 and September 30, 2008; and all related interim certificates as required under MI 52-109; and

(c) revised interim unaudited financial statements and interim MD&A for the fiscal quarters ended June 30, 2008 and September 30, 2008 and related interim certificates as required under MI 52-109.

17. Except for the filing of the 2002 Financial Statements and 2003 Interim Financial Statements and the Continuous Disclosure Documents, the Company has not filed on SEDAR: (i) its interim financial statements nor related interim MD&A's for the fiscal years 2004 - 2007; (ii) MD&A for the fiscal year 2004; and (iii) all related interim certificates in relation to such filings as required by MI 52-109 (collectively, the Unfiled Documents). The Company believes that the Unfiled Documents would not provide additional useful information concerning the present or future operations or financial circumstances of the Company as the Company was effectively inactive during this period and no significant transactions or litigation occurred during that time.

18. Except for the Unfiled Documents, the Company is not in default of any of its obligations as a reporting issuer under the Act or the rules and regulations made pursuant thereto.

19. The Company is now substantially up-to-date with its continuous disclosure obligations and has paid all required outstanding filing fees associated with those obligations owing to the Commission.

20. The Company's SEDAR and SEDI profiles are up-to-date.

21. The Company is not considering, nor is it involved in any discussions relating to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.

22. The Company did not hold annual general meetings of shareholders for the years 2003 through 2007. The Company's annual and special meeting of shareholders was held on October 10, 2008.

23. Upon the issuance of this revocation order, the Company will issue and file a news release and a material change report on SEDAR.

(E) In view of the foregoing, I am of the opinion that that it would not be prejudicial to the public interest to revoke the Cease Trade Order.

I HEREBY ORDER pursuant to a delegation to me by the Commission under subsection 4(1) of the Act of the powers in that regard:

1. **THAT** pursuant to section 148(1) of the Act, the Cease Trade Order is hereby revoked.

"R. B. Bouchard"

R.B. Bouchard

Director – Corporate Finance