

THE SECURITIES ACT) Order No. 2848
)
Section 20) March 23, 2000

INVEST MANITOBA

WHEREAS:

(A) Application has been made to The Manitoba Securities Commission (the "Commission") on behalf of the Manitoba Economic Innovation & Technology Council ("EITC") and the Department of Industry, Trade & Mines ("ITM") and certain other persons, in connection with Invest Manitoba ("Invest" or the "Invest Manitoba Program") for an order pursuant to section 20 of The Securities Act (Manitoba) (the "Act") exempting from sections 6 and 37 of the Act, EITC, ITM and certain other persons involved in the Invest Manitoba Program.

(B) It has been represented by EITC and ITM to the Commission that:

1. Invest is a forum organized by EITC and ITM to provide an opportunity for selected Manitoba firms and organizations to deliver presentations to prospective investors and others outlining their investment plans, financing needs and investment opportunities;
2. Invest is anticipated to be a learning experience to help educate the Potential Issuers regarding financing alternatives and investment options and, as well, is expected to present an opportunity to encourage communication and possible involvement between Potential Issuers and investors;
3. Invest is scheduled to take place on April 4th, 2000 in Winnipeg;
4. The Steering Committee of Invest (the "Committee") is comprised of those persons listed on the attached Schedule "A";
5. The Invest Manitoba Program and the participation therein by the Potential Issuers will be subject to the supervision and guidance of EITC and ITM;
6. Invest will not encourage the exchange of funds during the forum or the actual sale of securities of Potential Issuers during that time;
7. EITC, ITM and their respective employees, agents, advisors and servants (collectively the "Promoters"), Aikins, MacAulay & Thorvaldson, BDC, KPMG Corporate Finance Inc., Pitblado Buchwald Asper, Royal Bank of Canada, Wellington West Capital Inc., Manitoba Chamber of Commerce, and the Winnipeg Chamber of Commerce and each of their respective officers, directors, employees, agents, advisors and servants (collectively the "Sponsors"), Potential

Issuers, their respective officers, directors, employees, agents, advisors and servants and the Committee (collectively the "Participants") may, during the course of the Invest Manitoba Program, engage directly or indirectly in trading or furtherance of trading in securities of the Potential Issuers.

(C) The Commission is of the opinion that it would not be prejudicial to the public interest to grant the Order requested.

IT IS ORDERED:

1. THAT, pursuant to Section 20 of the Act:

(1) The Promoters, the Sponsors and the Participants shall be exempt from sections 6 and 37 of the Act in respect of any activities directly or indirectly constituting a trade or an action in furtherance of a trade in securities of the Potential Issuers, which may be engaged in by such persons during the course of the Invest Manitoba Program to be held in Winnipeg on April 4th, 2000, provided that EITC shall provide a written notice to the Potential Issuers to the following effect:

"Participants in the Invest Manitoba Program are reminded that the issuance of securities and any acts in furtherance of a sale of securities are subject to, among other things, the provisions of The Securities Act (Manitoba). The promoters, sponsors and members of the Steering Committee of Invest Manitoba assume no responsibility for compliance with applicable statutory requirements and participants are urged to consult with their legal advisors to ensure that their activities are conducted in accordance with the applicable statutory requirements."

(2) The provisions of sub-section 92(1) of the Regulations made under the Act shall not apply to any activities conducted during the Invest Manitoba Program on April 4th, 2000 by Potential Issuers, the Promoters, the Sponsors or Participants on behalf of Potential Issuers, which directly or indirectly may be considered to be acts in furtherance of a trade in securities of a Potential Issuer provided that the said sub-section 92(1) of the Regulations shall continue to apply to any actual sale or disposition of securities by Potential Issuers conducted during the Invest Manitoba Program on April 4th, 2000.

2. THAT there shall be no fee payable in respect of this order.

BY ORDER OF THE COMMISSION

Director – Legal

STEERING COMMITTEE

Arthur Fast (Co-Chair)
Edge Networks Corporation

Lee Jeff (Co-Chair)
Brandon Chamber of Commerce

Kevin Hooke
Wellington West Capital Inc.

Chuck LaFolse
Momentum Health Information Systems

Duncan D. Jessiman
Aikins, MacAulay & Thorvaldson

Doug McLean
Royal Bank

Peter A. Miller
KPMG Corporate Finance Inc.

Jack Peterson
Strategic Innovations

Gord Peters
Cando Contracting Ltd.

Ian Robertson
Industry, Trade and Mines

Philip Sheps
Winnipeg Chamber of Commerce

Steven Stang
Manitoba Chamber of Commerce

Len Trotter
Business Development Bank of Canada

Thomas Waitt
Nesbitt Burns

Robert Warren
Asper Centre for Entrepreneurship