

THE SECURITIES ACT) Order No. 4031
)
Section 20) January 29, 2003

INVIRO MEDICAL DEVICES, INC.

WHEREAS:

(A) Inviro Medical Devices, Inc. ("Inviro") has applied to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act*, R.S.M. 1988, c. S50 (the "Act"), exempting from sections 6 and 37 of the Act, trades in securities in connection with Inviro's proposed offering (the "Offering") of up to 1,250,000 Preferred Series A Shares (the "Shares") in the capital stock of Inviro for an aggregate subscription price of up to USD\$2,500,000;

(B) Inviro has represented to the Commission that:

1. The Offering is being made pursuant to an offering memorandum (the "OM") to be completed in accordance with the form requirements of the existing Multilateral Instrument 45-103 – Capital Raising Exemptions ("MI 45-103") and the proposed amendments to Multilateral Instrument 45-103 – Capital Raising Exemptions (the "Proposed New MI 45-103") published pursuant to MSC Notice 2002-38 (the "MSC Notice").

2. It is anticipated that the Offering will be completed on an exempt basis in the Provinces of British Columbia and Alberta in reliance upon the "offering memorandum exemption" provided for in section 4.1 of MI 45-103 and in Ontario in reliance upon the "accredited investor exemption" provided for in section 2.3 of Ontario Securities Commission Rule 45-501 – Exempt Distributions ("Rule 45-501").

3. Inviro is a corporation incorporated under the laws of the State of Nevada and has its head office in Vancouver, British Columbia. It is not a reporting issuer (or the equivalent thereof) in any Province or Territory of Canada or the U.S. and to the best knowledge of Inviro, it is not in default of any of the requirements of the Act.

3. Inviro's authorized share capital consists of 100,000,000 shares with a par value of \$0.001 per share. Of the authorized capital of Inviro, 8,054,424 shares are issued and outstanding as of this date. In addition, there are 665,000 incentive stock options outstanding and \$500,000 aggregate principal amount of debentures outstanding (convertible into 250,000 shares and share purchase warrants).

4. Prior to the closing of the Offering, Inviro's constating documents will be amended to create 100,000,000 blank cheque preferred shares, of which 10,000,000 will be designated as Series A Preferred Shares.
5. Inviro is engaged in the business of the design, manufacture and sale of safety medical products. Specifically, Inviro has designed, engineered and patented a proprietary safety syringe for which it has also completed market-testing and received approval from the U.S. Federal Food and Drug Agency.
6. Unless the subscriber is an "eligible investor", the maximum subscription for the Offering for persons resident in or otherwise subject to the securities legislation of the Province of Manitoba will be \$10,000.
7. The Shares will be offered to persons resident in or otherwise subject to the securities legislation of, the Provinces of British Columbia and Alberta in reliance upon the exemption from the registration and prospectus requirements of the securities legislation of such Provinces afforded to Inviro under the "offering memorandum exemption" provided for in section 4.1 of MI 45-103 (the "OM Exemption").
8. The Shares will be offered to persons resident in or otherwise subject to the securities legislation of the Province of Ontario in reliance upon the exemption from the registration and prospectus requirements of the securities legislation of Ontario afforded Inviro under the "accredited investor exemption" provided for in section 2.3 of Rule 45-501.
9. The Shares may also be offered to persons resident in or otherwise subject to the securities legislation applicable within the United States of America in reliance upon applicable "accredited investor" private placement exemptions.
10. In order to rely on the OM Exemption, Inviro is required to prepare and distribute to potential purchasers of the Shares in the Provinces of British Columbia and Alberta an offering memorandum in accordance with the requirements of MI 45-103.
11. As MI 45-103 has been adopted as a rule only in the Provinces of British Columbia and Alberta, the exemptions available thereunder are not available to Inviro in the Province of Manitoba.
12. Pursuant to the Offering, Inviro wishes to issue Shares to resident of Manitoba.

(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 subsection 20(1) of the Act, trades in the Shares under the Offering are exempt from sections 6 and 37 of the Act, provided that:

(a) Inviro shall prepare and file the OM with the Commission on or before the 10th day after each distribution under the OM or update of the OM.

(b) The OM shall contain a statement to the effect that the Offering is being conducted in the Province of Manitoba pursuant to this Order and as such the protections normally available under the Act are not available in this instance.

(c) The OM shall contain contractual rights of action as described in s. 4.3 of Proposed New MI 45-103.

(d) The purchaser purchases the security as principal and at the same time or before the purchaser signs the agreement to purchase the security:

(i) Inviro delivers to the purchaser a copy of the OM and a copy of the Order;

(ii) Inviro obtains a signed risk acknowledgement from the purchaser in compliance with section 4.5(1) of Proposed New MI 45-103; and

(iii) unless the purchaser is an eligible investor (as that term is defined in Proposed New MI 45-103), the maximum subscription for purchasers resident in or otherwise subject to the securities legislation of the Province of Manitoba will be \$10,000.

(e) Inviro retains the signed risk acknowledgement referred to in clause 1(d)(ii) above for eight years after the completion of the Offering.

(f) All consideration received from the purchaser in connection with a trade in the Shares is held in trust until midnight on the 2nd business day after the purchaser signs the agreement to purchase the securities.

(g) Inviro returns all consideration to a purchaser promptly if that purchaser exercises the right to cancel the agreement to purchase the security by delivering a notice to Inviro not later than midnight on the 2nd business day after the purchaser signs the agreement to purchase the security.

(h) The Offering is completed within 180 days from the date of this Order.

(i) Inviro files a Form 45-103F4 report as contemplated by Proposed New MI 45-103 with the Commission on or before the 10th day after the completion of the Offering.

2. **THAT** the fee for this Order shall be \$1,000.00

BY ORDER OF THE COMMISSION

Director – Legal