THE SECURITIES ACT)	Order No. 2873
)	
Section 20)	April 10, 2000

MOMENTUM HEALTH INFORMATION SYSTEMS, INC.

WHEREAS:

(A) Momentum Health Information Systems, Inc. ("Momentum") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act* R.S.M. 1988, Chapter S.50, as amended (the "Act"), that certain trades of shares (the "Shares") in the common stock of Momentum made pursuant to Momentum's 2000 Incentive Stock Option Plan (the "Plan") are not subject to Sections 6 and 37 of the Act.

(B) Momentum has represented to the Commission as follows:

1. Momentum was incorporated under the laws of the Province of Manitoba. Momentum is not subject to the continuous disclosure requirements of the Act.

2. The issued and outstanding share capital of Momentum as at February 29, 2000, consisted of 369,566 common shares and 24,817 preferred shares.

3. The purpose of the Plan is to provide motivation and incentive to selected employees, directors and consultants of Momentum ("Qualifying Persons") to put forth maximum efforts towards the continued growth, profitability and success of Momentum through ownership of common share stock options ("Options").

4. The aggregate maximum number of Shares which may be reserved and set aside for issue under the Plan shall be the lesser of 50,000, and the number of Shares which is 10 percent of the number of Shares that are issued and outstanding immediately prior to the issuance of any Options in question excluding Options issued pursuant to the Plan during the immediately proceeding one year period plus any other securities convertible into Shares on an as converted basis other than Shares issuable upon the exercise of Options. The Board of Directors of Momentum (the "Board") shall have the right, from time to time, to increase such numbers subject to compliance with all applicable regulatory authorities and legislation and the applicable provisions of any unanimous shareholders agreement to which the corporation and its shareholders are bound.

5. Participation in the Plan is voluntary and Qualifying Persons will not be induced to participate in the Plan by expectation of employment, continued employment, consulting contracts or future consulting contracts.

6. Any Qualifying Persons who acquire Shares under the Plan ("Option Holders") will be provided with a copy of the Plan.

7. The Board, which is responsible for the operation of the Plan, will be responsible for determining whether a consultant may be considered a Qualifying Person pursuant to the definition of "consultant" as described in the Plan. For the purposes of the Plan a consultant must be engaged on an ongoing basis to provide ongoing *bona fide* consulting, technical management or other services to the corporation or to Momentum or a subsidiary of Momentum under a written contract with the individual or a company or partnership controlled by the individual. The consultant must, in the reasonable opinion of Momentum have spent, spend or will spend a significant amount of time and attention to the affairs and business of Momentum or a subsidiary and has a relationship with Momentum that permits the consultant to be knowledgeable in respect of the business affairs of Momentum.

8. Sections 19(1)(1) and 58(1)(b) of the Act would apply to exempt the issuance of Options under the Plan to eligible Canadian employees and directors resident in Manitoba from, respectively, the registration and prospectus requirements of the Act; however, no similar exemptions exist with respect to the issuance of Options to consultants of Momentum.

9. Ontario Securities Commission Rule 45-503 provides an exemption to the prospectus and registration requirements of the *Ontario Securities Act* for consultants, as defined therein, which definition is substantially the same as that contained in the Plan.

(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, the granting by Momentum of Options pursuant to the Plan to consultants who are determined to be Qualifying Persons under the Plan is exempt from sections 6 and 37 of the Act.

2. THAT, the fee for this order shall be \$650.00.

BY ORDER OF the COMMISSION

Director – Legal