

THE SECURITIES ACT

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Order No. 6642

)

Section 148(1)

)

February 13, 2013

MPVC Inc.

WHEREAS:

(A) The Director – Corporate Finance of The Manitoba Securities Commission (the "Commission") issued a cease trade order dated May 12, 2009, pursuant to section 147.1(1) of The Securities Act (Manitoba) (the "Act") (the "Cease Trade Order") for failure to file required continuous disclosure and provided that all trading in the securities of MPVC Inc. (the "Applicant") shall cease until further order by the Director.

(B) The Applicant has made application to the Commission under National Policy 12-202 *Revocation of a Compliance-Related Cease Trade Order* ("NP 12 – 202") for an order pursuant to section 148(1) of the Act revoking the Cease Trade Order.

(C) The Applicant has represented to the Commission that:

1. The Applicant was formed by articles of incorporation under the Canada Business Corporations Act on July 19, 2005. The Corporation was extra-provincially registered in the Province of Manitoba on September 22, 2005.
2. The Applicant's registered office is located at 3 Hardy Bay, Winnipeg, MB R2M 5M5, and the head office is currently located at 112 Palmfield Way, Jupiter FL 33458 U.S.A.
3. The Applicant became a reporting issuer on November 21, 2005, with the filing of a final prospectus as a capital pool company pursuant to the policies of the TSX Venture Exchange (the "TSX-V"). The common shares of the Applicant were initially listed for trading on the TSX-V on November 25, 2005. The Applicant completed a Qualifying Transaction (as defined in the policies of the TSX-V) on May 12, 2006. The business of the Applicant following completion of the Qualifying Transaction was negatively impacted by the general economic downturn of 2007-2008 and in December 2008, the shareholders approved a special resolution to sell all of the assets of the Applicant.
4. The Applicant is a reporting issuer or the equivalent under the securities legislation of the Provinces of British Columbia, Alberta, Saskatchewan and Manitoba. The Applicant is not a reporting issuer in any other jurisdiction in Canada.

5. The Applicant's authorized share capital consists of an unlimited number of common shares (the "Common Shares"). The Applicant currently has 14,105,843 Common Shares issued and outstanding.

6. The Cease Trade Order was issued as a result of the Applicant's failure to file audited annual financial statements and Management's Discussion and Analysis ("MD&A") for the year ended December 31, 2008 as required by National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102").

7. Prior to the issuance of the Cease Trade Order, the Common Shares of the Applicant were listed and traded on the TSX-V. The listing of the Common Shares of the Applicant was transferred to the NEX exchange on December 29, 2008, following the approval of the sale of the assets of the Applicant by the shareholders. The Common Shares remain listed on the NEX exchange, but are not traded due to the Cease Trade Order. The Applicant has been effectively inactive since December 2008.

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

(a) an order issued by the British Columbia Securities Commission (the "BCSC") on May 13, 2009, for failure to file audited annual financial statements and MD&A for the year ended December 31, 2008; and

(b) an order issued by the Alberta Securities Commission (the "ASC") on August 12, 2009, for failure to file audited annual financial statements and MD&A for the year ended December 31, 2008, and unaudited first quarter interim financial statements and interim MD&A for the period ended March 31, 2009.

9. The Applicant has applied to the BCSC and the ASC to have each of the Other Cease Trade Orders revoked.

10. The Applicant has now filed on the System for Electronic Document Analysis and Retrieval (SEDAR):

- Audited annual financial statements and related MD&A for the years ended December 31, 2008, 2009, 2010 and 2011 as required by NI 51-102,
- Interim financial reports and related MD&A for the interim periods ended March 31, June 30 and September 30, 2012 as required by NI 51-102, and
- Certificates in relation to the above noted filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.

11. The Applicant requested the Director – Corporate Finance of the Commission exercise the discretion provided for in 3.1(2) of NP 12 - 202 and the Director has elected not to require the Applicant to file outstanding interim financial statements or reports, interim MD&A and interim certificates for 2009, 2010 and 2011 on the basis the Applicant has complied with 3.1(2) (a), (b) and (c) of NP 12-202.
12. The Applicant is not in default of any of its obligations as a reporting issuer under the Act or the rules and regulations made pursuant thereto.
13. The Applicant has paid all required filing fees to the Commission.
14. The Applicant's SEDAR and SEDI profiles are up-to-date.
15. The Applicant is planning a change of business to a Tier 2 mining exploration company in accordance with TSX-V policies and intends to make application to the TSX-V for approval of such change of business in conjunction with a transfer of the Applicant's listing of Common Shares to the TSX-V.
16. The Applicant did not hold annual general meetings of shareholders for the years 2008 through 2012. The Applicant will call an annual and special meeting of shareholders to consider and approve the proposed change of business to a junior mining exploration and other related corporate changes. The meeting will be held within three months after the date of this order.
17. Upon the issuance of this order, the Applicant will issue and file a news release and a material change report on SEDAR.

(D) In view of the forgoing, I am of the opinion 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
Director – Corporate Finance