THE SECURITIES ACT	)	Order No. 3371
	)	
Section 148	)	June 12, 2001

PENGROWTH CORPORATION

WHEREAS:

(A) Pengrowth Corporation (the "Issuer") is subject to the requirements of Part XII of The Securities Act (the "Act");

(B) The Issuer has a financial year end of December 31st;

(C) The Issuer has failed to file with The Manitoba Securities Commission (the "Commission") a copy of its Annual financial statements (the "Financial Statements") for the year ended December 31, 2000 as required by section 120(1)[annual] of the Act;

(D) On the basis of the foregoing, I am of the opinion that it is in the public interest that trading in the securities of the Issuer should cease forthwith for a period of fifteen days and I am further of the opinion that the holding of a hearing would cause a delay which would be prejudicial to the public interest.

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

1. THAT, pursuant to section 148(1) of the Act, trading in the securities of the Issuer shall cease forthwith for a period of fifteen days from June 12, 2001 to June 26, 2001, both dates inclusive, or until such earlier date as:

(a) the Issuer files a copy of the Financial Statements and pays all outstanding filing fees to the Commission; and

(b) the Issuer submits a written request to the Commission to have this order revoked.

DIRECTOR