



THE MANITOBA
SECURITIES
COMMISSION

THE SECURITIES ACT

Section 147.1(1)

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Order No. 7410

May 3, 2017

Orbus Pharma Inc.

WHEREAS:

- (A) The securities of Orbus Pharma Inc. (the **Filer**) are subject to a cease trade order dated June 18, 2010 issued by the Director of The Manitoba Securities Commission (the **Commission**) pursuant to subsection 147.1(1) of The Securities Act, C.C.S.M. c.50 R.S.M. 1988, c. S50 (as amended) (the **Act**) (the **Manitoba Cease Trade Order**), directing that all trading in the securities of the Filer cease until further order by the Director;
- (B) The Manitoba Cease Trade Order was made on the basis that the Filer was in default of certain filing requirements under Manitoba securities law as described in the Manitoba Cease Trade Order and below;
- (C) The Filer has applied to the Commission for an order pursuant to section 147.1(1) of the Act for a full revocation of the Manitoba Cease Trade Order;
- (D) The Filer has represented to the Commission that:
1. The Filer is a corporation existing under the Business Corporations Act (Alberta) formed pursuant to an amalgamation on June 1, 2006.
 2. The Filer's head office is located at 3215-12th Street NE, Calgary, Alberta, T2E 7S9.
 3. The Filer is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec and Nova Scotia and is not a reporting issuer in any other jurisdiction in Canada. The Ontario Securities Commission is the principal regulator for the Filer.
 4. The authorized capital of the Filer consists of an unlimited number of Class A common voting shares (the **Common Shares**) and an unlimited number of Class B common non-voting shares (the **Class B Shares**), of which 22,547,508 Common Shares and 196,500,261 Class B Shares are currently issued and outstanding.
 5. Other than the Common Shares and Class B Shares, the Filer has no securities (including debt securities) issued and outstanding.
 6. The Manitoba Cease Trade Order was issued as a result of the Filer failing to file its audited annual financial statements and management's discussion and analysis (**MD&A**) for the year ended December 31, 2009 within the timeframe as required under National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**) (the **Annual Filings**).

Securities Division

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A DIVISION OF THE MANITOBA FINANCIAL SERVICES AGENCY

7. The Filer is also subject to cease trade orders issued by the securities regulators in the Provinces of British Columbia, Alberta, Ontario and Québec (together with the Commission, the **Jurisdictions**) for failing to file the Annual Filings (together with the Manitoba Cease Trade Order, the **Cease Trade Orders**).
8. The Filer subsequently failed to file other continuous disclosure documents with the Commission within the prescribed timeframe in accordance with the requirements of Manitoba securities law, including the following:
 - a) all audited annual financial statements, together with the corresponding MD&As, as required under NI 51-102 for the years ended December 31, 2010 to December 31, 2015; and
 - b) all unaudited interim financial statements, together with the corresponding MD&As, as required under NI 51-102 for the periods ended March 31, 2010 to September 30, 2016.
9. The Common Shares were suspended from trading on the TSX NEX Exchange on April 30, 2010 for failure to maintain minimum TSX NEX Exchange listing requirements. No securities of the Filer are listed or traded on any other stock exchange or market in Canada or elsewhere.
10. On September 7, 2010, the Filer filed a proposal (the **Proposal**) in accordance with the Bankruptcy and Insolvency Act (Canada) (the **BIA**) that included a reorganization of the Filer's share capital and trades of securities of the Filer. The Proposal was approved by the creditors of the Filer on September 28, 2010 and the Court on October 18, 2010 as required under the BIA.
11. To facilitate the trades contemplated by the Proposal, the Ontario Securities Commission and the Alberta Securities Commission each granted a partial revocation order of the cease trade orders issued by it dated January 13, 2011. The trades were completed on or about April 27, 2011 and a material change report, with a press release attached, was filed on SEDAR on April 29, 2011 (the **Closing**).
12. The Filer has not carried on business since the Closing and has been inactive. Aside from approximately \$140,000 cash on hand, it has no material assets or liabilities.
13. Since the issuance of the Manitoba Cease Trade Order, the Filer has filed the following continuous disclosure documents with the Jurisdictions:
 - a) audited annual financial statements for the years ended December 31, 2014, December 31, 2015, and December 31, 2016 together with the corresponding MD&As, as required under NI 51-102; and
 - b) the statement of executive compensation for the year ended December 31, 2016.
14. The Filer has not filed the following:
 - a) the audited annual financial statements, together with the corresponding MD&As, as required under NI 51-102 for the years ended December 31, 2009 to December 31, 2013;

- b) the unaudited interim financial statements, together with the corresponding MD&As, as required under NI 51-102 for the periods ended March 31, 2010 to September 30, 2016; and
- c) the statements of executive compensation for the years ended December 31, 2009 to December 31, 2015.

(collectively, the **Outstanding Filings**)

- 15. The Filer has requested that the Commission exercise its discretion in accordance with Section 6 of National Policy 12-202 *Revocation of a Compliance-related Cease Trade Order (NP 12-202)* and elect not to require the Filer to file the Outstanding Filings.
- 16. The Filer has filed with the Commission all continuous disclosure that it is required to file under the Act, except for the Outstanding Filings and any other continuous disclosure that the Commission elected not to require as contemplated in sections 3.1(2) and (3) of NP 12-202.
- 17. Except for the failure to file the Outstanding Filings, the Filer (i) is up-to-date with all of its other continuous disclosure obligations; (ii) is not in default of any of its obligations under the Cease Trade Orders; and (iii) is not in default of any requirements under the Act or the rules and regulations made pursuant thereto.
- 18. As of the date hereof, the Filer has paid all outstanding activity, participation and late filing fees that are required to be paid to the Commission and has filed all forms associated with such payments.
- 19. As of the date hereof, the Filer's profiles on the System for Electronic Document Analysis and Retrieval (SEDAR) and the System for Electronic Disclosure by Insiders (SEDI) are current and accurate.
- 20. Since the imposition of the Manitoba Cease Trade Order, there has been no change in the Filer's insiders or in the controlling shareholders of the Filer.
- 21. Since the imposition of the Manitoba Cease Trade Order, the Filer has been dormant and there have been no material changes to the Filer's business or operations.
- 22. The Filer is not considering nor, except as described in representation 23 herein, is it involved in any discussions related to a reverse take-over, merger, amalgamation or other form of combination or transaction similar to any of the foregoing.
- 23. Representatives of the two largest shareholders of the Filer have met with Gianni Kovacevic, President and CEO of CopperBank Resources Corp (**CopperBank**) and discussed a proposed transaction. Mr. Kovacevic has provided the Filer with a draft non-binding term sheet (**LOI**) proposing a business combination between the Filer and a subsidiary of CopperBank sometime in 2017 after all cease trade orders issued against the Filer have been revoked. As of the date hereof, the Filer has neither responded nor provided any formal comments to Mr. Kovacevic, CopperBank or their advisors on the LOI.
- 24. The Filer has given the Commission a written undertaking that:

- a) The Filer will hold an annual meeting of shareholders within three months after the date on which the Manitoba Cease Trade Order is revoked; and
- b) The Filer will not complete:
 - i. A restructuring transaction involving, directly or indirectly, an existing or proposed material underlying business which is not located in Canada,
 - ii. A reverse takeover with a reverse takeover acquirer that has a direct or indirect, existing or proposed, material underlying business which is not located in Canada, or
 - iii. A significant acquisition involving, directly or indirectly, an existing or proposed material underlying business which is not located in Canada,

including, in each such case, any such transaction contemplated under the LOI unless

- A) The Filer files a preliminary prospectus and a final prospectus with the Commission and obtains receipts for the preliminary prospectus and the final prospectus from the Director under the Act,
- B) The Filer files or delivers with the preliminary prospectus and the final prospectus the documents required by Part 9 of National Instrument 41-101 *General Prospectus Requirements (NI 41-101)*, including a completed personal information form and authorization in the form set out in Appendix A of NI 41-101 for each current and incoming director, executive officer and promoter of the Filer, and
- C) The preliminary prospectus and final prospectus contain the information required by applicable securities legislation, including the information required for a probable restructuring transaction, reverse takeover or significant acquisition (as applicable).

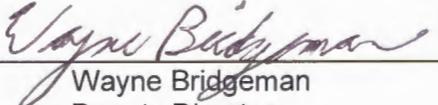
25. Upon the revocation of the Manitoba Cease Trade Order, the Filer will issue a news release and concurrently file a material change report on SEDAR announcing the revocation of the Manitoba Cease Trade Order and outlining the Filer's future plans.

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

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:

THAT, pursuant to subsection 147.1(1) of the Act, the Manitoba Cease Trade Order is revoked.

BY ORDER OF THE COMMISSION


Wayne Bridgeman
Deputy Director