

THE SECURITIES ACT)
)
Section 147.1(1))

Order No. 7439

December 22, 2017

SGX Resources Inc.

WHEREAS:

(A) The Director of The Manitoba Securities Commission (the "**Commission**") issued a cease trade order dated on May 9, 2016, (Order No. 7340) under section 147.1 of *The Securities Act* (Manitoba) (the "**Act**") (the "**Cease Trade Order**") for failure to file required continuous disclosure in accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") and provided that all trading in the securities of SGX Resources Inc. (the "**Filer**") shall cease until further order by the Director.

(B) The Filer has made application to the Commission under Part 4 of National Policy 12-202 *Revocation of Certain Cease Trade Orders* for an order pursuant to section 147.1(1) of the Act revoking the Cease Trade Order.

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

1. The Filer is a corporation existing under the Business Corporations Act (Canada) formed pursuant to articles of incorporation dated December 5, 2008;
2. The Filer's head office is located at 401 Bay St., Suite 2702, Toronto, Ontario M5H 2Y4;
3. The Filer is a reporting issuer in British Columbia, Alberta and Manitoba and is not a reporting issuer in any other jurisdiction in Canada. The Commission is the Filer's principal regulator;
4. The authorized capital of the Filer consists of an unlimited number of common shares (the "**Common Shares**"), of which 135,194,169 Common Shares are currently issued and outstanding. The Filer has no securities (including debt securities) issued and outstanding, other than the Common Shares;
5. The Filer is also subject to a cease trade order issued by the British Columbia Securities Commission and has made an application to have such order revoked;
6. The Filer has filed with the Commission and with the securities regulatory authorities in each jurisdiction where it is a reporting issuer via the System for Electronic Document Analysis and Retrieval ("**SEDAR**"):
 - a) audited annual financial statements for the years ended December 31, 2015, and December 31, 2016, together with the corresponding MD&A, as required under NI 51-102;
 - b) unaudited interim financial statements for the interim periods ended March 2016, June 2016, September 2016, March 2017, June 2017 and September 2017, together with the corresponding MD&A, as required under NI 51-102; and

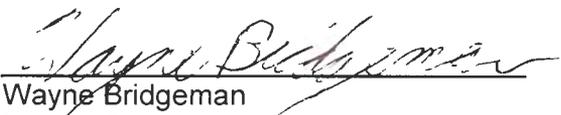
- c) CEO and CFO certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*.
7. The Filer is not in default of any of its obligations as a reporting issuer under the Act or the rules and regulations made pursuant thereto;
 8. The Filer has paid all outstanding activity, participation and late filing fees that are required to be paid in each jurisdiction where it is a reporting issuer;
 9. The Filer's profiles on SEDAR and the System for Electronic Disclosure by Insiders (SEDI) are current and accurate;
 10. The Filer will call and hold an annual meeting of securityholders within six months after the date of this order; and
 11. The Filer, on issuance of this order, will issue a news release and file a material change report on SEDAR with respect to the revocation of the cease trade orders in Manitoba and British Columbia.

(D) 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 section 147.1(1) of the Act, the Cease Trade Order is hereby revoked.

BY ORDER OF THE COMMISSION


Wayne Bridgeman
Deputy Director
The Manitoba Securities Commission