

THE SECURITIES ACT)
)
Sections 148, 19(5) and 148.3)

Order No. 6543

June 20, 2012

DONALD VERNE DYER

WHEREAS:

(A) On April 3, 2012, the British Columbia Securities Commission ("BCSC") issued a Decision ("BCSC Decision") against Pacific Ocean Resources Corporation ("PACIFIC OCEAN") and Donald Verne Dyer ("DYER");

(B) On May 4, 2012, The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("Notice") giving notice of its intention to hold a hearing to consider whether or not it was in the public interest to grant orders pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act") with respect to PACIFIC OCEAN and/or DYER;

(C) DYER for himself has consented to the issuance of this Order and has waived his right to a full hearing;

(D) The Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. **THAT**, pursuant to section 148 of the Act, DYER cease trading in securities until and including April 3, 2022.

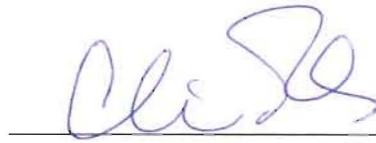
2. **THAT**, pursuant to subsection 19(5) of the Act, subsection 19(1) of the Act, with respect to such of the trades referred to in that subsection, and subsection 19(2) of the Act, with respect to such of the securities referred to in that subsection, do not apply to DYER until and including April 3, 2022.

3. **THAT**, pursuant to section 148.3 of the Act, DYER resign any position he holds as a director or officer of any issuer and be prohibited from becoming or acting as a director or officer of any issuer until and including April 3, 2022.

4. **THAT**, notwithstanding the above, the administrative orders referred to in paragraphs 1, 2, and 3 of this Order will remain outstanding until the later of April

3, 2022 or until such time as the administrative penalty ordered by the BCSC against DYER is paid to the BCSC as provided for in the BCSC Decision.

BY ORDER OF THE COMMISSION

A handwritten signature in blue ink, appearing to be "A. S. J.", written over a horizontal line.

Deputy Director