| THE SECURITIES ACT | ) | Order No. 3301 |
|--------------------|---|----------------|
|                    | ) |                |
| Section 20         | ) | April 6, 2001  |

## GOLDEN POCKET RESOURCES LTD.

## WHEREAS:

(A) Golden Pocket Resources Ltd. (the "Corporation") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to subsection 20(1) of *The Securities Act* (Manitoba) (the "Act") amending order no. 2823 of the Commission dated March 3, 2000 (the "Order") as further described herein;

(B) The Corporation has represented to the Commission that:

1. The Corporation was incorporated as 3238793 Manitoba Ltd. under the laws of the Province of Manitoba on October 19, 1994. The name of the Corporation was changed to Golden Pocket Resources Ltd. on January 31, 1996. The principal business of the Corporation is the mining of natural resources;

2. The authorized capital of the Corporation consists of an unlimited number of Class A Common Shares without par value;

3. Subsequent to the granting of the Order, the Corporation was informed that the transfer of Class A Common Shares ("Shares") from David Bennell to Robert Syme as detailed in paragraph (B)10(b) on page 2 of the Order (the "Bennell-Syme Transfer") could be disputed and the transfer of Shares from Robert Syme to 3264794 Manitoba Ltd. as detailed in paragraph (B)10(c) on page 2 of the Order (the "Syme-3264794 Transfer") was being disputed.

4. The Bennell-Syme Transfer could still potentially be disputed.

5. The parties to the Syme-3264794 Transfer have resolved their dispute and have agreed that the Syme-3264794 Transfer did not take place.

(C) In view of the foregoing, I am of the opinion that it would not be prejudicial to the public interest to issue this 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 behalf:

1. THAT, the Order is hereby amended by deleting:

- (a) paragraph (B)(10)(b) & (B)(10)(c); and
- (b) the phrase "paragraphs (a) through (c) of" in (C)(2) of the Order.
- 2. THAT, paragraph (C)(2) of the Order is further amended by deleting the reference to "(B)

19" in the final line and inserting "(B) 10".

- 3. THAT, each of paragraphs (B)(11), (B)(12) and (B)(13) are amended by deleting the phrase
  - "(a) through (c) of".
- 4. THAT the fee for this order shall be \$1000.00.

BY ORDER OF THE COMMISSION

Director - Legal and Enforcement