

6. Any Qualifying Persons who acquire Shares under the Plan ("Option Holders") will be provided with a copy of the Plan.

7. The Board, which is responsible for the operation of the Plan, will be responsible for determining whether a consultant may be considered a Qualifying Person pursuant to the definition of "consultant" as described in the Plan. For the purposes of the Plan a consultant must be engaged on an ongoing basis to provide ongoing *bona fide* consulting, technical management or other services to the corporation or to Momentum or a subsidiary of Momentum under a written contract with the individual or a company or partnership controlled by the individual. The consultant must, in the reasonable opinion of Momentum have spent, spend or will spend a significant amount of time and attention to the affairs and business of Momentum or a subsidiary and has a relationship with Momentum that permits the consultant to be knowledgeable in respect of the business affairs of Momentum.

8. Sections 19(1)(l) and 58(1)(b) of the Act would apply to exempt the issuance of Options under the Plan to eligible Canadian employees and directors resident in Manitoba from, respectively, the registration and prospectus requirements of the Act; however, no similar exemptions exist with respect to the issuance of Options to consultants of Momentum.

9. Ontario Securities Commission Rule 45-503 provides an exemption to the prospectus and registration requirements of the *Ontario Securities Act* for consultants, as defined therein, which definition is substantially the same as that contained in the Plan.

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

IT IS ORDERED:

1. THAT, pursuant to subsection 20(1) of the Act, the granting by Momentum of Options pursuant to the Plan to consultants who are determined to be Qualifying Persons under the Plan is exempt from sections 6 and 37 of the Act.

2. THAT, the fee for this order shall be \$650.00.

BY ORDER OF the COMMISSION

Director – Legal