

THE SECURITIES ACT

)

Order No. 4735

)

Section 20(1)

)

April 13, 2005

NORANDA INC.

WHEREAS:

(A) Noranda, Inc. (the "**Corporation**") has applied to the Manitoba Securities Commission (the "Commission") for an Order pursuant to subsections 20(1) of The Securities Act, R.S.M. 1988 c.S50 (the "**Act**"), that the issuance by the Corporation of new preferred shares to holders of its common shares ("**Common Shares**") in connection with a proposed issuer bid by the Corporation to repurchase a certain number of such Common Shares, shall be exempt from Sections 6 and 37 of the Act.

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

The Corporation is a corporation amalgamated under the Business Corporations Act (Ontario).

(a) The Corporation's registered and head office is located at 181 Bay Street, Suite 200, BCE Place, Toronto, Ontario.

(b) The Corporation is a reporting issuer, or the equivalent, in each of the province and territories of Canada.

(c) To the best of its knowledge, the Corporation is not in default of any material applicable requirement of the Act.

(d) The authorized capital of the Corporation currently consists of an unlimited number of Common Shares, an unlimited number of preferred shares, issuable in series (the "**Existing Preferred Shares**") and an unlimited number of participating shares. 297,094,967 Common Shares, 3,240,000 Preferred Shares, Series F, 8,754,000 Preferred Shares, Series G and 6,000,000 Preferred Shares, Series H were outstanding as at March 8, 2005.

(e) The Common Shares are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") and on the New York Stock Exchange (the "**NYSE**"), in each case under the symbol "NRD".

(f) On March 9, 2005, the Corporation announced its intention to make the issuer bid (the "**Issuer Bid**"), pursuant to which the Corporation proposes to offer to repurchase up to 63,377,140 Common Shares in exchange for an aggregate of up to 50,000,000 Junior Preference Shares of the Corporation, comprised of U.S.\$500 million Series 1 Junior Preference Shares (the "**Series 1 Shares**"), U.S.\$500 million Series 2 Junior Preference Shares (the "**Series 2 Shares**") and

U.S.\$250 million Series 3 Junior Preference Shares (the "**Series 3 Shares**") on the basis of 0.316 Series 1 Share, 0.316 Series 2 Share and 0.158 Series 3 Share per Common Share.

(g) The Issuer Bid is being made in compliance with the requirements of the Act applicable to formal bids made by issuers, except to the extent exemptive relief is granted by the Commission in accordance with a separate application made by the Corporation in respect of certain valuation and related disclosure requirements.

(h) In accordance with Item 22 of Form 30 of the Act, the Circular will include prospectus level disclosure in respect of the Corporation and the Junior Preference Shares to be issued in connection with the Issuer Bid.

(C) The Commission is satisfied in the circumstances of this particular case that it would not be prejudicial to the public to grant the relief requested.

IT IS ORDERED:

1. THAT pursuant to subsections 20(1) of the Act that the distribution by the Corporation of Junior Preference Shares or Preferred Shares, as applicable, to holders of its Common Shares pursuant to the Issuer Bid be exempt from sections 6 and 37 of the Act.

2. THAT the fee for this Order is \$1,000.00.

BY ORDER OF THE COMMISSION

Director – Legal