THE SECURITIES ACT)	Order No. 3022
)	
Section 20)	August 2, 2000

REDSTAR RESOURCES CORPORATION

WHEREAS:

- (A) Redstar Resources Corporation (the "Issuer") has made application to The Manitoba Securities Commission (the "Commission") for an order pursuant to Subsection 20(1) of the Securities Act, R.S.M. 1988, c. s50 (the "Act") exempting the Issuer from the requirement to wait 180 days from the filing of a Form 27 before commencing a further offering pursuant to Section 91(b) of the Regulation;
- **(B)** It has been represented to the Commission by the Issuer that:
 - 1. The Issuer is incorporated under the *British Columbia Company Act* with its head office in Vancouver, British Columbia. The authorized capital of the Issuer is 50,000,000 common shares without par value of which 17,643,653 common shares are presently issued and outstanding. The common shares are listed for trading on the Canadian Venture Exchange.
 - 2. The Issuer is a reporting issuer in the Province of British Columbia, but it is not subject to the requirements of Parts X, XI and XII of the Act.
 - 3. On October 15, 1999, the Issuer filed a Form 23 of a Notice of Intention to Trade in a Security pursuant to Section 91(b) of the *Securities Regulation* to the Act (the "91(b) Offering"). Subsequently a Form 27, Report of Termination of Trades dated February 15, 2000 was filed with the Commission on February 23, 2000.
 - 4. A further Form 23 was filed with the Commission on February 16, 2000, for an offering pursuant to Section 91(a) of the *Securities Regulation* to the Act (the "91(a) Offering"). A Form 27, Report of Termination of Trades for the 91(a) Offering dated April 26, 2000 was filed with the Commission on May 2, 2000.
 - 5. The Issuer is planning to issue a further \$350,000.00 in securities and intend to rely on the registration and prospectus exemption contained in section 91(b) of the *Securities Regulation* to the Act in Manitoba (the "New Offering"). The proceeds of the offering will be used to complete an exploration program on a Canadian exploration property in the Yukon and work is scheduled to commence on August 16, 2000. Given the climate conditions, there is a very short working season and as such the exploration program cannot be delayed until after August 16, 2000.

- 6. Pursuant to Section 91(b)(v)(i) of the Regulation, a period of at least 180 days must elapse since the date of the filing of a Form 27 before a further Section 91(b) offering can be commenced by an Issuer.
- (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 Issuer is exempt from the requirement of clause 91(b)(v)(i) of the Securities Regulation to the Act and may commence the New Offering as of the date of this order provided that the Issuer otherwise comply with all the requirements of Part XIII of the Securities Regulation in connection with the New Offering.
- **2. THAT**, the fee for this order is \$1,000.00.

BY ORDER OF THE COMMISSION

Director - Legal