

5. The Commitment Letter states that the Corporation will make 5% of its Common shares available for incentives to WBSI and JCT in exchange for WBSI's mentorship services which it will provide to the Corporation;

6. WBSI, JCT and the Corporation have entered into an agreement dated as of April 27, 2001 (the "WBSI and JCT Agreement"). The WBSI and JCT Agreement provides that WBSI and JCT shall provide certain mentorship services to the Corporation. As consideration for the provision of mentorship services pursuant to the WBSI and JCT Agreement, WBSI is to receive cash consideration from the Corporation and upon closing of the ENSIS Investment, the Corporation shall issue to WBSI and JCT, in equal amounts, an amount of Common shares of the Corporation (the "WBSI and JCT Shares") such that immediately following the closing of the ENSIS Investment, the WBSI and JCT Shares, shall comprise five (5%) per cent of all issued and outstanding Common shares of the Corporation which shall be placed in escrow and released in accordance with the following schedule set out in an escrow agreement to be entered into between the Corporation, WBSI and JCT:

(i) forty (40%) per cent of the WBSI and JCT Shares on the last day of the twelve (12) month period following the Effective Date (as such term is defined in the WBSI and JCT Agreement);

(ii) forty (40%) per cent of the WBSI and JCT Shares on the last day of the twenty-four (24) month period following the Effective Date; and

(iii) twenty (20%) per cent of the WBSI and JCT Shares on the last day of the thirty-six (36) month period following the Effective Date.

7. The Corporation, JCT and WBSI were not previously known to one another and were introduced to one another by ENSIS.

8. The Shares may not be released from escrow except as described in paragraph 6 above.

9. Upon the closing of the subscription to be made by ENSIS, ENSIS, WBSI, JCT and the existing shareholders will all become parties to a unanimous shareholders agreement (the "USA"). Under the USA, WBSI and JCT may jointly elect one of the five directors of the Corporation's Board of Directors. The USA will also impose restrictions on the transferability of Shares including rights of first refusal, tag along rights, drag along rights and pre-emptive rights.

(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 issuance by the Corporation, of the WBSI and JCT Shares to WBSI and JCT in accordance with the WBSI and JCT Agreement are exempt from sections 6 and 37 of the Act.

2. THAT, the fee for this order shall be \$1,000.00.

BY ORDER OF THE COMMISSION

Director - Legal and Enforcement