

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
MANITOBA, NEW BRUNSWICK
THE NORTHWEST TERRITORIES, Yukon and NUNAVUT

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM FOR
EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF
OPTIMAL ROBOTICS CORP.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of the Provinces of Manitoba and New Brunswick as well as the Northwest Territories, Nunavut and Yukon (collectively, the "Jurisdictions") has received an application from Optimal Robotics Corp. ("Optimal") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that the registration and prospectus requirements contained in the Legislation (the "Registration and Prospectus Requirements") shall not apply to certain trades of securities to be made in connection with a "three cornered amalgamation" under *The Canada Business Corporations Act* involving Optimal, Optimal Payments Inc. ("Optimal Subco"), Terra Payments Inc. ("Terra"), Amalco and the securityholders of Terra;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Manitoba Securities Commission is the principal regulator for this application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 - Definitions;

AND WHEREAS Optimal has represented to the Decision Makers that:

Optimal

1. Optimal is a corporation continued under the Act. Its head office is located at 4700 de la Savane, Suite 101, Montréal, Québec, Canada, H4P 1T7.
2. Optimal is, and has been for the last 12 months, a reporting issuer in Ontario and is not on the list of reporting issuers in default in that jurisdiction. Optimal is also subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, of the United States (the

"1934 Act") and, to the best of its knowledge, is not in default of any requirement of the federal securities laws of the United States.

3. The authorized capital of Optimal consists of an unlimited number of Class "A" Shares ("Optimal Shares"), an unlimited number of Class "B" shares and an unlimited number of Class "C" shares. As of the close of business on February 6, 2004, there were 14,936,235 Optimal Shares and no Class "B" or Class "C" shares issued and outstanding.

4. The Optimal Shares are quoted for trading on The NASDAQ Stock Market ("NASDAQ") under the symbol "OPMR", but are not listed and posted for trading on any stock exchange in Canada.

Optimal Subco

5. Optimal Subco is a corporation existing under the Act and was formed exclusively for the purpose of participating in, and giving effect to, the Amalgamation.

6. The head office of Optimal Subco is located at 4700 de la Savane, Suite 101, Montréal, Québec, Canada, H4P 1T7.

7. The authorized capital of Optimal Subco consists of an unlimited number of common shares and an unlimited number of preference shares, of which one common share is issued and outstanding as of the date hereof. Such issued and outstanding common share of Optimal Subco is held by Optimal.

Terra

8. Terra is a corporation existing under the Act. Its registered office and principal place of business is located at 2 Place Alexis Nihon, 3500 de Maisonneuve Blvd. West, Suite 700, Montréal, Québec, Canada, H3Z 3C1.

9. Terra is, and has been for the last 12 months, a reporting issuer (or equivalent) in British Columbia, Alberta, Ontario and Québec, and is not on the list of reporting issuers in default in any of those jurisdictions.

10. The authorized capital of Terra consists of an unlimited number of common shares ("Terra Shares") and an unlimited number of preferred shares. As of the close of business on February 6, 2004, there were, to the best of Optimal's knowledge, 15,979,382 Terra Shares and no preferred shares issued and outstanding.

11. As of the close of business on February 6, 2004, up to 1,722,702 Terra Shares may be issued by Terra upon the exercise of the following share purchase warrants:

- (a) 1,333,334 share purchase warrants to purchase an aggregate of 1,333,334 Terra Shares at an exercise price of \$4.50 per share at any time on or prior to December 19, 2005 (collectively, the "Terra Warrants");

(b) 186,667 broker warrants to purchase an aggregate of 186,667 units at an exercise price of \$3.90 per unit at any time on or prior to December 19, 2005, each unit comprised of one Terra Share and one-half of one common share purchase warrant, each whole common share purchase warrant exercisable for one Terra Share at an exercise price of \$4.50 per share at any time on or prior to December 19, 2005, for an aggregate of 280,000 Terra Shares (collectively, the "Broker Warrants");

(c) a warrant agreement dated April 1, 2003 between Terra and EBS Holding AG ("EBS") pursuant to which EBS has the non-transferable option to receive 0.21 of a Terra Share for each Terra Share issued by Terra pursuant to the exercise of Terra Options granted prior to April 1, 2003, at an exercise price of \$0.01 per 0.21 of a Terra Share so issued (the "EBS Warrant"). A maximum of 59,368 Terra Shares may be issued to EBS pursuant to the EBS Warrant; and

(d) a share purchase warrant issued by Terra to AOL Canada Inc. entitling the holder thereof to purchase an aggregate of 50,000 Terra Shares at an exercise price of \$61.50 per share from the vesting date of such warrant until October 13, 2005 (the "AOL Warrant").

12. The Terra Shares are listed and posted for trading on the Toronto Stock Exchange under the symbol "TPI".

The Amalgamation

13. On January 20, 2004, Terra and Optimal jointly announced the execution of a combination agreement (the "Combination Agreement") to form a strategic business combination that will add parallel business opportunities to each company and provide a superior platform for enhanced growth and profitability.

14. Pursuant to the terms of the Combination Agreement: (a) Optimal Subco will amalgamate with Terra; (b) each Terra Share issued and outstanding immediately prior to the Effective Time will be exchanged for 0.4532 Optimal Shares (the "Exchange Ratio"); and (c) each common share in the capital of Optimal Subco issued and outstanding immediately prior to the Effective Time will be converted into a common share in Amalco which will result in Amalco becoming a wholly-owned subsidiary of Optimal.

15. The Amalgamation will be effected pursuant to section 181 of the Act and will become effective on the date on which the certificate of amalgamation is issued following the endorsement and filing of the articles of amalgamation of Amalco. The requirements of the securities legislation, regulations made thereunder and the rules of the securities commissions and registrars of all Canadian provinces and territories will be complied with to the extent that they apply to the trades to be effected in connection with the Amalgamation.

16. The Amalgamation is subject to the approval of not less than 66 2/3% of votes cast by holders of Terra Shares who are represented (in person or by proxy) at a special meeting of

shareholders (the "Terra Meeting"). The issue of Optimal Shares in connection with the Amalgamation is subject to the approval of holders of Optimal Shares by a simple majority of votes cast by holders of Optimal Shares who are represented (in person or by proxy) at a meeting of shareholders (the "Optimal Meeting"). To this end, the Terra Meeting and the Optimal Meeting will be held on or about April 6, 2004.

17. The proxy materials prepared by Optimal and Terra in connection with the Amalgamation will be provided to the holders of Terra Shares and Optimal Shares and filed with securities regulatory authorities in each of the provinces and territories of Canada, and will contain disclosure concerning the business of Optimal, historical and pro forma financial information of Optimal and a detailed description of the Amalgamation.

18. From and after the Effective Time, the Terra Warrants, the Broker Warrants, the EBS Warrant and the AOL Warrant will cease to represent a right to acquire Terra Shares and shall represent a warrant to acquire, on the same terms and conditions as were applicable under such warrants, that number of Optimal Shares determined by multiplying the number of Terra Shares subject to the Terra Warrants, the Broker Warrants, the EBS Warrant and the AOL Warrant, as the case may be, by the Exchange Ratio at a price per Optimal Share equal to the applicable warrant per share exercise price divided by the Exchange Ratio.

19. The Optimal Shares issued in connection with the Amalgamation will be quoted for trading on NASDAQ. As soon as practicable following the Effective Time, it is the intention of Optimal to delist the Terra Shares from the Toronto Stock Exchange.

20. The steps in connection with the Amalgamation and the terms of the Terra Warrants, Broker Warrants, AOL Warrant, EBS Warrant and the exercise of certain rights provided in connection with the Amalgamation involve a number of trades or potential trades of securities including Terra Shares, Optimal Shares, common shares of Optimal Subco, common shares of Amalco, Terra Warrants, Broker Warrants, the EBS Warrant and AOL Warrant and rights to make a trade in a security that was derived from the Amalgamation (collectively the "Trades").

21. There are no exemptions from the Registration and Prospectus Requirements available under the Legislation for certain of the Trades.

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers under the Legislation is that the Registration and Prospectus Requirements shall not apply to the Trades provided that the first trade in Optimal Shares acquired under this Decision shall be deemed to be a distribution or primary distribution to the public unless the conditions in subsection (3) of section 2.6 of Multilateral Instrument 45-102, Resale of Securities, are satisfied.

DATED April 2, 2004.

"Doug Brown"
Director - Legal