

**Section 145 of The
Corporations Act**

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Order No. 5322

March 14, 2007

WHEREAS:

(A) Yes Forex Limited and Shlomo Prizant (the “Applicants”), have applied to The Manitoba Securities Commission (the “Commission”) under Section 145 of *The Corporations Act*, C.C.S.M. c. 225 (“MCA”) for an order of the Commission exempting the Applicants from the proxy solicitation requirements of subsection 144(1) of the MCA in connection with the special meeting of the shareholders of Wildcat Exploration Ltd.

(B) The Applicants have represented to the Commission that:

1. Wildcat is a corporation existing under the MCA and is a reporting issuer in the Provinces of Alberta, British Columbia, Manitoba, Ontario and Quebec.
2. Wildcat’s common shares (the “Shares”) are listed on the TSX Venture Exchange.
3. The Applicants beneficially own or exercise control or direction over 6,748,078 Shares, representing approximately 18.9% of the outstanding Shares.
4. Wildcat has called a special meeting of its shareholders to be held on April 12, 2007 (the “Meeting”).
5. The Applicants wish to make a solicitation for proxies from not more than 15 holders of Shares in connection with matters to be voted on at the Meeting (the “Proposed Solicitation”) prior to delivery of a dissident’s proxy circular in prescribed form stating the purpose of the solicitation.
6. Section 9.2 of National Instrument 51-102 *Continuous Disclosure Obligations* provides an exemption from the requirement to provide a proxy information circular if the person soliciting the proxy is not the management of the reporting issuer and they do not solicit proxies from more than 15 security holders (with joint holders of a security being counted as a single security holder).
7. The MCA has proxy solicitation requirements which are similar to those in *The Securities Act* and in NI 51-102. The MCA does not provide a similar exemption in the statute, but empowers the commission to grant an exemption from the requirements on such terms as it thinks fit.

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

IT IS ORDERED:

1. THAT, under section 145 of the MCA, the Applicants shall be exempt from requirements of subsection 144(1) of the MCA with respect to the Meeting, provided that:

(a) the Proposed Solicitation is made to not more than 15 holders of Shares, with two or more persons or companies who are joint registered owners of one or more Shares being considered to be one securityholder; and

(b) the Applicants do not otherwise solicit proxies in respect of the Meeting, except in accordance with subsection 144(1) of the MCA.

BY ORDER OF THE COMMISSION.

Deputy Director - Legal