

IN THE MATTER OF  
*THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2*

AND

IN THE MATTER OF  
INTERNATIONAL PROSOYA CORPORATION

ORDER  
(Section 158)

WHEREAS an application has been received by the Saskatchewan Securities Commission (the “Commission”) from McClocklin Group of Companies (“McClocklin Group”) on behalf of Thomas C. McClocklin (“McClocklin”) and J. Lynn Shepherd (“Shepherd”) for an order pursuant to subsection 158(3) of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the “Act”) varying the cease trade order of the Director of the Commission dated June 12, 2000 (the “Cease Trade Order”) to allow trades in securities (the “ProSoya Shares”) of International ProSoya Corporation (“ProSoya”) for the purpose of transferring McClocklin’s ProSoya Shares from B2B Trust (“B2B”) to McClocklin and transferring Shepherd’s ProSoya Shares from B2B to Shepherd;

AND WHEREAS the Commission has assigned to the Director the power to make exemption orders and rulings under the provisions of the Act;

AND WHEREAS it has been represented to the Director that:

1. The Cease Trade Order provides that all trading in ProSoya Shares cease;
2. The Cease Trade Order remains in effect;
3. McClocklin’s registered savings plan account (the “RSP Account”) at B2B holds 62,500 ProSoya Shares;
4. Shepherd’s RSP Account at B2B holds 37,500 ProSoya Shares;
5. McClocklin and Shepherd are charged fees by B2B for administering the self-administered RSP Account and additional fees for holding their investment in ProSoya;
6. To avoid incurring further charges on a cease traded company, the ProSoya Shares could be transferred to McClocklin and Shepherd directly; and

7. If the transfer occurs McClocklin Group, McClocklin, Shepherd and B2B may be in contravention of the Cease Trade Order;

AND WHEREAS the Director is of the opinion that it would not be prejudicial to the public interest to make the Order;

IT IS HEREBY ORDERED pursuant to subsection 158(3) of the Act that the Cease Trade Order be varied so as to allow the trades described above.

DATED May 22, 2002.

*“Barbara Shourounis”*

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Barbara Shourounis  
Director