

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

AND

IN THE MATTER OF

Gandalf Technologies Inc.

CEASE TRADE ORDER
(Subsection 134.1 (1))

WHEREAS Gandalf Technologies Inc., (the "Issuer") being a reporting issuer other than a mutual fund, within the meaning of *The Securities Act, 1988, S.S. 1988, c. S-42.2* (the "Act"), has failed to file:

1. comparative annual audited financial statements and related filing fees for the fiscal periods ending March 31, 1999, March 31, 2000 and March 31, 2001 as required by Section 87 of the Act, and Sections 125 and 126 of the Regulations.
2. comparative interim financial statements for the three, six and nine month quarters ending June 30, 1998 to September 30, 2000 inclusive, as required by Section 86 of the Act, and Sections 122 and 123 of the Regulations.
3. confirmations of delivery of the above financial statements as required by Section 88 of the Act, and Section 138.1 of the Regulations.

(The "Required Records");

NOW THEREFORE it is ordered under Subsection 134.1(2) of the Act, that all trading in the securities of the Issuer cease until the Issuer files the Required Records.

DATED at the City of Regina, in the Province of Saskatchewan, this 21st day of February, 2002.

"Ian McIntosh"

Ian McIntosh C.A.

Deputy Director - Corporate Finance

SASKATCHEWAN SECURITIES COMMISSION