

IN THE MATTER OF SECTION 151
OF THE SECURITIES ACT
AND
COLRAY RESOURCES INC.

ORDER

Whereas:

1. Colray Resources Inc. (the Company) intends to offer for sale to the public up to 700,000 common shares from treasury;
2. In connection with the proposed offering the Company has filed with The Saskatchewan Securities Commission (the Commission) a preliminary prospectus dated November 1, 1985 and will soon be filing a final prospectus;
3. The Company has previously issued 1,337,501 shares (the Pooled Shares) which are subject to a Pooling Agreement filed with the Commission;
4. The terms of the aforesaid Pooling Agreement are unacceptable to the Commission and a new Pooling Agreement has been requested in the form attached as Schedule A to this Order;
5. Due to time constraints the owners of the 1,337,501 Pooled Shares will be unable to execute the new Agreement until after the final prospectus has been filed;

6. To avoid any delay in the issuance of a receipt for the final prospectus the Company has requested that the Commission cease trade the 1,337,501 Pooled Shares pending filing of an executed copy of the new Pooling Agreement;
7. The Company has agreed to waive its right to a hearing in connection with the issuance of the requested Cease Trade Order; and
8. To issue the requested Order would in the opinion of the Commission be in the public interest;

NOW THEREFORE THE COMMISSION HEREBY ORDERS pursuant to Section 151 of **The Securities Act** that until there has been filed with the Commission a copy of the new Pooling Agreement duly executed by Canada Trust as trustee and by all of the owners of the Pooled Shares, there shall be no trading in any of the 1,337,501 Pooled Shares except in accordance with the terms of the new Agreement and then only with the written consent of the Commission.

DATED AT THE CITY OF REGINA,
IN THE PROVINCE OF SASKATCHEWAN
THIS 5th DAY OF DECEMBER, A.D. 1985.



S. KUJAWA, CHAIRMAN
SASKATCHEWAN SECURITIES COMMISSION