

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

AND

IN THE MATTER OF  
MANTRAX RESOURCE CORPORATION  
WES HANSON  
JONATHAN EDWARD PRANGLEY  
AND  
ANDRE GARNEAU

Agreement and Undertaking

The following agreement has been reached between Mantrax Resource Corporation ("Mantrax"), Wes Hanson ("Hanson"), Jonathan Edward Prangley ("Prangley"), Andre Garneau ("Garneau") and the Director of the Saskatchewan Securities Commission ("the Director").

As a basis for a permanent cessation in the trading of securities and other matters set for in the Order (as hereinafter defined), Mantrax, Hanson, Prangley and Garneau each acknowledge the following:

A. Mantrax Resource Corporation of Vancouver, British Columbia, Wes Hanson of Regina, Saskatchewan and Jonathan Edward Prangley of Vancouver, British Columbia:

(1) between the 15th day of November, A.D. 1986 and the 1st day of January, A.D. 1987 at or near Regina and Gull Lake, Saskatchewan did unlawfully trade in securities, to wit: trades involving Brian Legaarden, Alice Robson, Ward Investments Ltd. and Wilf McBain with respect to securities in Mantrax Resource Corporation without;

a) being registered pursuant to contrary to Section 6(1)(a) and contrary to Sections 6(1)(a) and 144 of The Securities Act, R.S.S. 1978, c. S-42; and

b) there having been filed with the Saskatchewan Securities Commission both the Preliminary Prospectus and the Prospectus in respect to the offering of the security and without obtaining receipts therefore from the Registrar of the Saskatchewan Securities Commission contrary to sections 42(1) and 144 of The Securities Act, R.S.S. 1978, c.S-42.

B. Andre Garneau of Richmond, British Columbia:

(1) between the 15th day of November, A.D. 1986 and the 1st day of January, A.D. 1987 at or near Regina and Gull Lake, Saskatchewan did unlawfully trade in a security, to wit: A trade involving Wilf McBain with respect to securities in Mantrax Resource Corporation without:

- a) being registered pursuant to Section 6(1)(a) and contrary to Sections 6(1)(a) and 144 of The Securities Act, R.S.S. 1978, c. S-42; and
- b) there having been filed with the Saskatchewan Securities Commission both the Preliminary Prospectus and the Prospectus in respect to the offering of the security and without obtaining receipts therefore from the Registrar of the Saskatchewan Securities Commission contrary to Sections 42(1) and 144 of The Securities Act, R.S.S. 1978, c. S-42.

Mantrax, Hanson, Prangley and Garneau each hereby undertake, agree and consent, effective the date of the witnessing of their respective signatures to this agreement, as follows:

- A. to permanently cease in the trading in any securities and commodity futures contracts in Saskatchewan or with any Saskatchewan resident, including permanently ceasing to act as an adviser, underwriter, or promoter within the meaning of The Securities Act, 1988, S.S. 1988, c.S-42.2 (the "Act");
- B. to permanently cease in the trading in any securities and commodity futures contracts in Saskatchewan or with any Saskatchewan resident by means of any company, limited partnership, association or other entity of which they are a director, officer, promoter, or control person within the meaning of the Act;
- C. to never become, act, or continue to act as a director or officer of a reporting issuer in Saskatchewan;
- D. to make restitution of \$37,500.00 payable in trust to David MacKay, of the City of Regina, in the Province of Saskatchewan, solicitor, at the time of execution of these presents, for unconditional distribution to:

- (1) Brian Legaarden in the amount of \$12,500.00;

- (2) Ward Investments Limited in the amount of \$12,500.00;
- (3) Alice Doreen Robson and Ken Robson in the amount of \$12,500.00;

E. To the issuance of an Order of the Saskatchewan Securities Commission in the form and substance set out in Schedule A to this agreement, and upon issuance of such Order to waive any right to a hearing and/or appeal with respect to this matter.

The Director hereby agrees that this Agreement and Undertaking and the Order are the only sanctions to be imposed upon Mantrax, Hanson, Prangley and Garneau under the Act with respect to the matters set out in the Agreement, provided however, that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in the Agreement or any new complaint brought to the Director's attention in respect of Mantrax, Hanson, Prangley or Garneau.

IN WITNESS WHEREOF Wes Hanson, Jonathan Edward Prangley and Andre Garneau have hereunto signed their names and affixed their seals, on this the 8 day of November, 1989.

SIGNED, SEALED AND DELIVERED

In the presence of:

"Thomas G. A."  
Thomas G. A.

\_\_\_\_\_  
WES HANSON

\_\_\_\_\_  
JONATHAN EDWARD PRANGLEY

\_\_\_\_\_  
ANDRE GARNEAU

IN WITNESS WHEREOF Mantrax Resource Corporation has affixed its corporate seal duly attested to by the signatures of its proper officers authorized in that behalf, on this the \_\_\_\_\_ day of \_\_\_\_\_, 1989.

MANTRAX RESOURCE CORPORATION

Per: \_\_\_\_\_

Per: \_\_\_\_\_

IN WITNESS WHEREOF Barbara L. Shourounis, Director of the Saskatchewan Securities Commission has signed her name on this the 18 day of January, 1989.

  
Barbara L. Shourounis

Director of the Saskatchewan  
Securities Commission

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

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IN THE MATTER OF  
MANTRAX RESOURCE CORPORATION  
WES HANSON

JONATHAN EDWARD PRANGLEY

AND

ANDRE GARNEAU

Agreement and Undertaking

The following agreement has been reached between Mantrax Resource Corporation ("Mantrax"), Wes Hanson ("Hanson"), Jonathan Edward Prangley ("Prangley"), Andre Garneau ("Garneau") and the Director of the Saskatchewan Securities Commission (the "Director").

As a basis for a permanent cessation in the trading of securities and other matters set for in the Order (as hereinafter defined), Mantrax, Hanson, Prangley and Garneau each acknowledge the following:

A. Mantrax Resource Corporation of Vancouver, British Columbia, Wes Hanson of Regina, Saskatchewan and Jonathan Edward Prangley of Vancouver, British Columbia:

(1) between the 15th day of November, A.D. 1986 and the 1st day of January, A.D. 1987 at or near Regina and Gull Lake, Saskatchewan did unlawfully trade in securities, to wit: trades involving Brian Legaarden, Alice Robson, Ward Investments Ltd. and Wilf McBain with respect to securities in Mantrax Resource Corporation without:

- a) being registered pursuant to Section 6(1)(a) and contrary to Sections 6(1)(a) and 144 of The Securities Act, R.S.S. 1978, c. S-42; and
- b) there having been filed with the Saskatchewan Securities Commission both the Preliminary Prospectus and the Prospectus in respect to the offering of the security and without obtaining receipts therefore from the Registrar of the Saskatchewan Securities Commission contrary to sections 42(1) and 144 of The Securities Act, R.S.S. 1978, c-S-42.

B. Andre Garneau of Richmond, British Columbia:

(1) between the 15th day of November, A.D. 1986 and the 1st day of January, A.D. 1987 at or near Regina and Gull Lake, Saskatchewan did unlawfully trade in a security, to wit: A trade involving Wilf McBain with respect to securities in Mantrax Resource Corporation without:

- a) being registered pursuant to Section 6(1)(a) and contrary to Sections 6(1)(a) and 144 of The Securities Act, R.S.S. 1978, c. S-42; and
- b) there having been filed with the Saskatchewan Securities Commission both the Preliminary Prospectus and the Prospectus in respect to the offering of the security and without obtaining receipts therefore from the Registrar of the Saskatchewan Securities Commission contrary to Sections 42(1) and 144 of The Securities Act, R.S.S. 1978, c. S-42.

Mantrax, Hanson, Prangley and Garneau each hereby undertake, agree and consent, effective the date of the witnessing of their respective signatures to this agreement, as follows:

- A. to permanently cease in the trading in any securities and commodity futures contracts in Saskatchewan or with any Saskatchewan resident, including permanently ceasing to act as an adviser, underwriter, or promoter within the meaning of The Securities Act, 1988, S.S. 1988, c.S-42.2 (the "Act");
- B. to permanently cease in the trading in any securities and commodity futures contracts in Saskatchewan or with any Saskatchewan resident by means of any company, limited partnership, association or other entity of which they are a director, officer, promoter, or control person within the meaning of the Act;
- C. to never become, act, or continue to act as a director or officer of a reporting issuer in Saskatchewan;
- D. to make restitution of \$37,500.00 payable in trust to David MacKay, of the City of Regina, in the Province of Saskatchewan, solicitor, at the time of execution of these presents, for unconditional distribution to:

- (1) Brian Legaarden in the amount of \$12,500.00;

- (2) Ward Investments Limited in the amount of \$12,500.00;
- (3) Alice Doreen Robson and Ken Robson in the amount of \$12,500.00;

E. To the issuance of an Order of the Saskatchewan Securities Commission in the form and substance set out in Schedule A to this agreement, and upon issuance of such Order to waive any right to a hearing and/or appeal with respect to this matter.

The Director hereby agrees that this Agreement and Undertaking and the Order are the only sanctions to be imposed upon Mantrax, Hanson, Prangley and Garneau under the Act with respect to the matters set out in the Agreement, provided however, that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in the Agreement or any new complaint brought to the Director's attention in respect of Mantrax, Hanson, Prangley or Garneau.

IN WITNESS WHEREOF Wes Hanson, Jonathan Edward Prangley and Andre Garneau have hereunto signed their names and affixed their seals, on this the \_\_\_\_\_ day of \_\_\_\_\_, 1989.

SIGNED, SEALED AND DELIVERED  
In the presence of:

"Wes Hanson"  
WES HANSON

BERT KING  
Commissioner in the  
Province of British Columbia

\_\_\_\_\_  
JONATHAN EDWARD PRANGLEY  
\_\_\_\_\_  
ANDRE GARNEAU

IN WITNESS WHEREOF Mantrax Resource Corporation has affixed its corporate seal duly attested to by the signatures of its proper officers authorized in that behalf, on this the \_\_\_\_\_ day of \_\_\_\_\_, 1989.

MANTRAX RESOURCE CORPORATION

(Seal)

Per: \_\_\_\_\_

Per: \_\_\_\_\_

IN WITNESS WHEREOF Barbara L. Shourounis, Director of the Saskatchewan Securities Commission has signed her name on this the 15th day of January, 1989.

  
Barbara L. Shourounis

Director of the Saskatchewan  
Securities Commission