



IN THE MATTER OF THE SECURITIES ACT,
S.B.C. 1985, c.83, AS AMENDED

AND

IN THE MATTER OF MARATHON MINERALS INC.

AND

IN THE MATTER OF EARL MacRAE,
J. KEITH JUDD, MICHAEL D. JUDD, NEIL W. HUMPHREY,
CATHRYN J. GARCIA, BJ ILLINGBY, MARVIN L. JUDD,
BUXTON PLACER EXPLORATION LTD., DOUGLAS R. G. HARRIS,
GEORGE KRUECKL, CORCORAN & COMPANY LIMITED PARTNERSHIP
AND PIERS VANZIFFLE

CONSENT SETTLEMENT AND ORDER

WHEREAS by Notice of Hearing dated March 9, 1988 under sections 144 and 145 of the Securities Act, S.B.C. 1985, c.83 ("Act") the Superintendent of Brokers ("Superintendent") initiated proceedings before the British Columbia Securities Commission ("Commission") against J. Keith Judd and others in connection with Marathon Minerals Inc;

AND WHEREAS the Superintendent and J. Keith Judd have agreed to a settlement of the proceedings before the Commission in accordance with the following terms and conditions;

NOW THEREFORE:

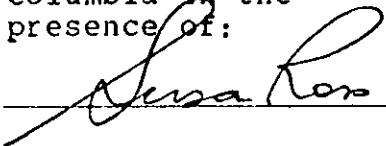
1. J. Keith Judd agrees and consents to an order under section 145(1) of the Act that the exemptions described in sections 30 to 32, 55 to 58, 81 or 82 of the Act do not apply to him for a period of 10 years from the date of this Consent Settlement and Order;
2. J. Keith Judd agrees and undertakes that he will not act as a director or officer of any reporting company for a period of 10 years from the date of this Consent Settlement and Order;
3. J. Keith Judd agrees and undertakes that before again acting as a director or officer

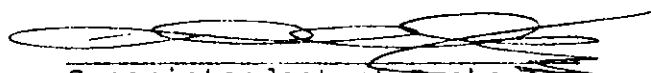
of any reporting company he will successfully complete the Justice Institute of British Columbia course on Duties and Responsibilities of Directors and Officers of Exchange Issuers;

- 4. J. Keith Judd agrees and undertakes to pay forthwith to the Consolidated Revenue Fund of the Province of British Columbia the sum of \$3,000.00 towards the costs of the investigation of his affairs by the staff of the Commission;
- 5. J. Keith Judd agrees to waive his rights to a hearing and review in this matter;
- 6. The Superintendent, being of the opinion that this Consent Settlement and Order is in the public interest, agrees to discontinue the proceedings before the Commission as against J. Keith Judd, providing that he will attend and testify as a witness as required from time to time with respect to the proceedings before the Commission and any related investigations by Commission staff.

DATED ~~July~~ *August* 2, 1988 at Vancouver, British Columbia.

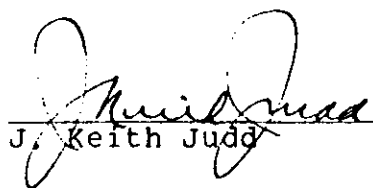
AGREED TO AND ORDERED)
by the Superintendent)
of Brokers for the)
Province of British)
Columbia in the)
presence of:)


_____)


Superintendent of Brokers

AGREED AND CONSENTED TO)
by J. Keith Judd)
in the presence of:)


_____)


J. Keith Judd