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Headnote

Mutual Reliance Review System for Exemptive Relief Applications – Relief granted from the requirement to be a U.S. issuer, as defined in NI 71-101 *The Multijurisdictional Disclosure System*, to allow the issuer to benefit from Parts 14-18 and 20 of NI 71-101, subject to certain conditions – issuer is not technically a U.S. issuer, as more than 50% of its registered shareholders are resident in Canada and more than 50% of the issuer's board members are both Canadian residents and citizens – less than 50% of the issuer's beneficial shareholders are resident in Canada.

Applicable British Columbia Provisions

National Instrument 71-101 *The Multijurisdictional Disclosure System*

IN THE MATTER OF SECURITIES LEGISLATION OF BRITISH COLUMBIA AND ONTARIO

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF GENETRONICS BIOMEDICAL CORPORATION

[para 1]

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia and Ontario (the "Jurisdictions") has received an application from Genetronics Biomedical Corporation (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement to be a U.S. issuer, as defined in National Instrument 71-101 *The Multijurisdictional Disclosure System* ("NI 71-101"), shall not apply to the Filer, so that it is eligible to rely on Parts 14-18 and 20 of NI 71-101;

[para 2]

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the British Columbia Securities Commission is the principal regulator for this application;

[para 3]

AND WHEREAS the Filer has represented to the Decision Makers that:

1. the Filer is a Delaware corporation and has its head office in San Diego, California;
2. the Filer is a reporting issuer in the Jurisdictions, has been a reporting company under the *United States Securities Exchange Act* (the "1934 Act") since 1999, and is not in default of any requirements of the Legislation or the securities legislation of the United States of America;
3. under the Legislation, the Filer is required to make certain continuous disclosure filings in the Jurisdictions;
4. under section 12 or 15(d) of the 1934 Act, the Filer is required to make certain continuous disclosure filings with the United States Securities and Exchange Commission (the "SEC");
5. as of March 15, 2002, the authorized capital of the Filer is 100,000,000 common shares and 10,000,000 preferred shares, of which 34,860,167 common shares have been issued;
6. the common shares are listed for trading on The Toronto Stock Exchange and the American Stock Exchange;

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7. Parts 14-18 and 20 of NI 71-101 generally allow a U.S. issuer (as defined in NI 71-101), that has a class of securities registered under section 12 of the 1934 Act, to meet the continuous disclosure requirements of the Legislation of the Jurisdictions by complying with the continuous disclosure requirements of U.S. federal securities law and by filing with the Jurisdictions, and sending to each securityholder, the same continuous disclosure documents that it has filed with the SEC (collectively, the "NI 71-101 Filings");

8. an issuer, such as the Filer, would qualify as a U.S. issuer under the definition at section 1.1 in NI 71-101 if it is incorporated or organized under the laws of the United States or any state or territory of the United States or the District of Columbia, unless:

(a) voting securities carrying more than 50% of the votes for the election of directors are held by persons or companies whose last address as shown on the books of the issuer is in Canada; and

(b) any one or more of :

(i) the majority of the senior officers or directors of the Filer are citizens or residents of Canada (the "Citizenship and Residency Test");

(ii) more than 50% of the assets of the issuer are located in Canada; or

(iii) the business of the issuer is administered principally in Canada;

9. all five of the Filer's senior officers and two of its five directors reside in the United States of America;

10. the Filer's remaining three directors reside in British Columbia and four of the directors are Canadian citizens;

11. substantially all of the Filer's assets are located in the United States, with the exception of certain choses in action, such as intellectual property rights that the Filer is securing in other jurisdictions;

12. as of February 7, 2002, the registered shareholder list shows that 50.3% of the common shares are held by persons resident in Canada, however, further investigations conducted by the Filer's transfer agent have concluded that approximately 30.3% of the common shares are held beneficially by Canadian residents;

(a) but for the fact that three of the Filer's five directors are Canadian residents, and four of its directors are Canadian citizens, the Filer would be considered a U.S. issuer under section 1.1 of NI 71-101, even though the registered shareholder list shows that 50.3% of the Filer's common shares are held by persons resident in Canada; and

14. the Filer would like to be able to make use of Parts 14-18 and 20 of NI 71-101 in order to reduce its continuous disclosure costs by satisfying the continuous disclosure requirements of the Legislation of the Jurisdictions with its U.S. filings;

[para 4]

AND WHEREAS under the System this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

[para 5]

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides each Decision Maker with the jurisdiction to make the Decision has been met;

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[para 6]

THE DECISION of the Decision Makers under the Legislation is that the requirement in Parts 14-18 and 20 of NI 71-101 that the Filer be a U.S. issuer, as defined in NI 71-101, shall not apply to the Filer in connection with the NI 71-101 Filings, provided that at the time of making the NI 71-101 Filings:

- (a) the Filer has a class of securities registered under section 12 of the 1934 Act;
- (b) the Filer complies with U.S. securities laws with respect to its NI 71-101 Filings;
- (c) the Filer meets all the conditions of the definition of a U.S. issuer, except for the Citizenship and Residency Test; and
- (d) no more than 60% of the Filer's directors are Canadian residents and no more than 80% of the Filer's directors are Canadian citizens.

[para 7]

DATED March 28, 2002.

Brent Aitken