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ORDER UNDER SECTION 119(2)(b) OF THE SECURITIES ACT, R.S.B.C. 1996, c. 418

BRANDERA INC.

Background

[para 1]

BrandEra applied for an exemption from the requirement in section 152 of the *Securities Rules*, B.C. Reg. 194/97 to prepare and file quarterly reports;

Representations

[para 2]

BrandEra represents that:

1. it is incorporated under the laws of Ontario and is a reporting issuer in British Columbia, Alberta, Ontario and Nova Scotia;
2. its head office is in Toronto, Ontario;
3. its authorized capital consists of an unlimited number of common shares, of which 3,783,152 common shares are currently outstanding;
4. the common shares were quoted on the Canadian Dealing Network until October 2, 2000, when they became listed on the Canadian Venture Exchange;
5. it became a reporting issuer in British Columbia by virtue of becoming listed on the CDNX;
6. the common shares were traded on the NASDAQ Small Cap stock exchange until April, 2001 when BrandEra was delisted and now trade on the OTC Bulletin Board in the United States where the vast majority of trading in its common shares takes place;
7. it has 17 registered and beneficial shareholders resident in British Columbia holding a total of 137 common shares having an aggregate market value of approximately \$77; the largest single shareholder resident in British Columbia holds 30 common shares;
8. it will file annually, via SEDAR, a copy of its Form 20F prescribed by the United States Securities and Exchange Commission; and
9. without this relief, it would be required to file a quarterly report with each of its financial statements;

Order

[para 3]

Because it is not prejudicial to the public interest, the Executive Director orders under section 91(1)(b) of the Act that BrandEra is exempt from the requirement to prepare and file a quarterly report, provided that:

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- (a) it has no more than 50 registered and beneficial shareholders resident in British Columbia,
- (b) the number of outstanding common shares held by registered and beneficial BC shareholders is less than 1% of its total outstanding common shares, and
- (c) in each fiscal quarter, the volume of common shares traded on the CDNX is less than 25% of the volume of common shares traded on the OTC BB.

[para 4]

DATED February 1, 2002.

Derek E. Patterson
Manager