IN THE MATTER OF THE SECURITIES ACT R.S.N.W.T. 1988. c. S-5

- and -

IN THE MATTER OF STARFIELD RESOURCES INC.

EXEMPTION ORDER

UPON the application of Starfield Resources Inc. (the "Applicant") to the Registrar of Securities (the "Registrar") for an order pursuant to paragraphs 4(b) and 27(2)(b) of the *Securities Act* R.S.N.W.T. 1988, c. S-5, as amended (the "Act") exempting the Applicant from the provisions of the Act requiring the Applicant to register and to file a prospectus or statement of material facts in connection with the issuance of 3,879,000 units consisting of one flow through common share and one purchase warrant (the "Issue");

AND UPON the applicant representing to the Registrar that:

1. The following residents of the Northwest Territories (the "Purchasers") purchased units under the Issue:

Stefan Simek 50,000 units

4910 - 53rd Street

Yellowknife NT X1A 2P4

Lori Maddigan 30,000 units

Box 2879

Yellowknife NT X1A 2R2

Bob Maddigan 20,000 units

Box 2879

Yellowknife NT X1A 2R2;

2. The applicant has complied with prospectus and registration exemptions under the *Securities Act* (Alberta), *Securities Act* (British Columbia) and *Securities Act* (Ontario) with respect to the Issue.

AND UPON the Registrar being of the opinion that it would not be prejudicial to the public interest to do so;

IT IS HEREBY ORDERED that:

1. Pursuant to paragraphs 4(b) and 27(2)(b) the applicant is exempt from the provisions of the

Act requiring the applicant to register and file a prospectus or statement of material facts under the Act in connection with the Issue provided that:

- (a) the Purchasers each complete an acknowledgement in Form 2 under Blanket Order No. 1 of the Registrar (the "Blanket Order") which acknowledgement shall be retained by the issuer for a period of 6 years after the distribution and shall be made available to the Registrar on request;
- (b) the applicant files a report with the Registrar in accordance with Form 1 under the Blanket Order within 10 days of issuance of this order; and
- (c) the applicant provides a copy of this order to each of the Purchasers.
- 2. The first trade in the units acquired pursuant to the Issue shall be a distribution unless the trade is made in accordance with section 2.1 of Alberta Securities Commission Rule 45-501 (the "Rule") and the Executive Director of the Alberta Securities Commission has not advised the Applicant that pursuant to section 4.1 of the Rule it is no longer entitled to rely on the exemption in section 2.1 of the Rule.

DATED at the City of Yellowknife, in the Northwest Territories, this 24th day of July, 2001.

"Katharine Tummon"

Katharine Tummon Registrar of Securities