

IN THE MATTER OF THE BUSINESS CORPORATIONS ACT
R.S.Y. 2002, Chapter 20, AS AMENDED

and

IN THE MATTER OF
GABRIEL RESOURCES LTD.

SUPERINTENDENT ORDER 2009/07YBCA

ORDER EXEMPTING COMPLIANCE WITH SECTIONS 151 and 152(1)
ISSUED PURSUANT TO SECTION 153

PREAMBLE

WHEREAS Gabriel Resources Ltd. (the "Corporation") is a Yukon corporation having continued into the Yukon from the Province of British Columbia on April 11, 1997.

AND WHEREAS the Corporation has applied to the Yukon Superintendent of Securities pursuant to section 153 of the *Business Corporations Act* (Yukon) (the "Act") for an order exempting the Corporation from compliance with the requirements of sections 151 and 152(1) of the Act;

AND WHEREAS the following representations have been made to the Yukon Superintendent of Securities:

1. the Corporation has one registered shareholder and no creditors in the Yukon Territory;
2. the Corporation's primary place of business is in Ontario and the Corporation does not conduct business or own assets in the Yukon Territory, with the exception of its corporate records;
3. the Corporation's shares are listed on the Toronto Stock Exchange;
4. the Corporation will be holding an annual meeting of its shareholders (the "Annual Meeting") in Toronto, Ontario, on or about June 24, 2009;
5. in conjunction with the Annual Meeting, the Corporation will be forwarding to its shareholders of record and certain other persons, a notice of annual meeting, information circular, proxy form and related materials;
6. the Corporation is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Quebec, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and under National Policy 12-2011 MRRS for ERA has selected Ontario as the principal regulator in connection with all filings made thereunder.

Accordingly, the Corporation will comply with all the requirements of the Ontario Securities Commission and The Toronto Stock Exchange with respect to the information circular and proxy in relation to the Annual Meeting of the shareholders of the Corporation;

7. the Corporation undertakes to file with the Yukon Superintendent of Securities copies of the notice of annual meeting, information circular, proxy and any related materials filed with the Ontario Securities Commission in relation to the Annual Meeting.

EXEMPTION

1. If Gabriel Resources Ltd. complies with the conditions set out in section 2, Gabriel Resources Ltd. is exempt from the application of section 151 and subsection 152(1) of the Act in respect of the Annual Meeting.

2(1). Gabriel Resources Ltd. shall comply with the requirements of the Ontario Securities Commission and The Toronto Stock Exchange with respect to the management proxy circular and proxy in relation to the Annual Meeting.

2(2). After Gabriel Resources Ltd. files the management proxy circular, proxy and any related materials for the Annual Meeting with the Ontario Securities Commission and The Toronto Stock Exchange, Gabriel Resources Ltd. shall promptly file a copy of the same management proxy circular, proxy and any related materials with the Yukon Superintendent of Securities.

DATED at the City of Whitehorse in the Yukon Territory this 22 day of June, 2009.

"Signature on File"

Superintendent of Securities