

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

and

**IN THE MATTER OF
GEOINFORMATICS EXPLORATION INC.**

SUPERINTENDENT ORDER 2009 / 10 YBCA

**ORDER DISPENSING WITH COMPLIANCE WITH SUBSECTION 157(b)
ISSUED PURSUANT TO SECTION 158**

PREAMBLE

WHEREAS Geoinformatics Exploration Inc. (the "Corporation") is a Yukon corporation having continued into the Yukon from the Province of British Columbia on October 10, 1996;

AND WHEREAS the Corporation has applied to the Yukon Superintendent of Securities (the "Superintendent") pursuant to section 158 of the *Business Corporations Act* (Yukon) (the "Act") for an order authorizing the Corporation to dispense with the application of the audit requirements pursuant to subsection 157(b) of the Act in respect of the interim financial statements required under subsection 157(a)(iv) of the Act;

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

1. the Corporation has no registered shareholders and no creditors in the Yukon Territory;
2. the Corporation's primary place of business is in British Columbia 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 TSX Venture Exchange and the Corporation is a distributing corporation as defined in the Act;
4. the Corporation will be holding an annual and special meeting of its shareholders (the "Annual Meeting") in Vancouver, British Columbia on or about July 30, 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 and special meeting, information circular, proxy form, audited consolidated financial statements for the twelve month period ending December 31, 2008 and unaudited consolidated financial statements for the three month period ending March 31, 2009 (the "Interim Financial Statements");

6. pursuant to subsection 157(b) of the Act, the Interim Financial Statements must be accompanied by the report of the auditor of the Corporation;
7. the Corporation is a reporting issuer in the Provinces of British Columbia and Alberta and the Yukon Territory and the Corporation has selected British Columbia as the principal regulator in connection with all filings made thereunder. Accordingly, the Corporation will comply with all the requirements of the applicable securities laws governing the Interim Financial Statements including the British Columbia Securities Commission and the TSX Venture Exchange. The applicable securities laws do not require that audited interim financial statements be placed before the shareholders at the Annual Meeting;
8. the Interim Financial Statements have been prepared in accordance with generally accepted accounting principles;
9. the Corporation would have held its annual meeting of shareholders before June 30, 2009, thereby negating the requirement for audited Interim Financial Statements pursuant to the Act. However, the Corporation has been in lengthy and intense negotiations regarding the acquisition of Rimfire Minerals Corporation;
10. the Corporation has therefore delayed the holding of its annual meeting of shareholders as it was prudent to hold this meeting concurrently with the special meeting of shareholders approving the acquisition and related matters including a post-acquisition Board of Directors, name change and share consolidation;
11. the combined meetings will enable the Corporation to deal with the necessary and intertwined shareholder approvals at one meeting thereby:
 - (a) saving substantial costs; and
 - (b) ensuring certainty in that the required votes, or failure thereof, would occur and be ascertained at one time;
12. Geologic Resources Partners LLC, which controls approximately 85% of the shares of the Corporation, has committed to vote in favor of the acquisition and related resolutions pursuant to a voting agreement. Further, Geologic Resources Partners LLC is in support of this application;
13. the shareholders of the Corporation are provided with regular and complete financial disclosure pursuant to the continuous disclosure requirements that the Corporation is bound by as a reporting issuer under the applicable securities laws;
14. the shareholders of the Corporation will not be approving the Interim Financial Statements. Pursuant to section 157 of the Act, these statements will merely be placed before the shareholders at the Annual Meeting;
15. the timing of the acquisition transaction schedule will not accommodate the time required to audit the Interim Financial Statements;

16. the cost of an audit and the potential loss of the acquisition transaction due to the auditing of the Interim Financial Statements will be detrimental to the Corporation;

AND WHEREAS the Superintendent reasonably believes that the requirement to audit the Interim Financial Statements would be detrimental to the Corporation.

ORDER

1. If the Corporation complies with the conditions set out in section 2, the Corporation is authorized to dispense with the application of the audit requirements pursuant to subsection 157(b) of the Act in respect of the Interim Financial Statements required under subsection 157(a)(iv) of the Act.
2. The Corporation shall comply with the requirements of the British Columbia Securities Commission and the TSX Venture Exchange with respect to the Interim Financial Statements in relation to the Annual Meeting.

DATED at the City of Whitehorse, in the Yukon Territory, this 2 day of ^{JULY}~~JUNE~~, 2009. *RP.*

"Signature on File"

Superintendent of Securities