

SCHEDULE "A"

IN THE MATTER OF
THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2

AND

IN THE MATTER OF
ROLLS RACE GAMES INC.

AND

KEVIN ANDERSON

AGREEMENT AND UNDERTAKING

The following agreement has been reached between Kevin Anderson and the Director of the Saskatchewan Securities Commission (the "Commission").

Facts

As a basis for a permanent cessation in the trading of securities or commodity futures contracts and other matters as provided in the Order, attached hereto as Schedule "A" to this Agreement, Rolls Race Games Inc. ("Rolls Race") and Kevin Anderson ("Anderson") acknowledge and agree as follows:

1. Between March 1, 1988 and August 6, 1988 Anderson, at or near North Battleford, Saskatchewan, did trade with William Bradley Ford in the securities of Rolls Race Games Inc. ("Rolls Race");
2. Between June 1, 1988 and August 1, 1988, Anderson at or near North Battleford, Saskatchewan, did trade with Robert James Myo in the securities of Rolls Race;
3. Between June 1, 1988 and December 8, 1988, Anderson at or near North Battleford, Saskatchewan, did trade with John and Audrey Kopanski in the securities of Rolls Race;
4. Between November 1, 1988 and December 3, 1988, Anderson at or near North Battleford, Saskatchewan, did trade with Barry and Valerie Williams in the securities of Rolls Race;
5. Between September 1, 1988 and December 8, 1988, Anderson at or near North Battleford, Saskatchewan, did trade with Larry and Ramona Houle in the securities of Rolls Race;

6. Between November 1, 1988 and December 8, 1988, Anderson at or near North Battleford, Saskatchewan, did trade with Edward and Sharon Stadnyk in the securities of Rolls Race;
7. Between May 1, 1989 and July 1, 1989, Anderson at or near North Battleford and Wilke, Saskatchewan, did trade with Lester Matthew Cey in the securities of Rolls Race;
8. Between May 1, 1989 and July 1, 1989, Anderson at or near North Battleford and Wilke, Saskatchewan, did trade with Barry Archibald in the securities of Rolls Race;
9. During the relevant time periods, Anderson was not registered pursuant to section 6 of The Securities Act, 1978, S.S. 1978, c. S-42 (the "Old Act") to sell such securities nor had Rolls Race filed and received a receipt for a prospectus with respect to such securities as required pursuant to section 42 of the Old Act;
10. During the relevant time periods, Anderson was not registered pursuant to section 27 of the Act to sell securities nor had Rolls Race filed and received a receipt for a prospectus with respect to such securities as required pursuant to section 58 of the Act;
11. Anderson is the sole Director and President of Rolls Race;

Rolls Race's Undertakings

Rolls Race hereby undertakes, agrees and consents, effective the date of execution of this Agreement, as follows:

1. To permanently cease trading in any and all securities or commodity futures contracts in the Province of Saskatchewan or with any resident in the Province of Saskatchewan;
2. To the issuance of the Order of the Commission in substantially the form set out in Schedule "A" to this Agreement, and to hereby waive any right to a hearing and/or appeal with respect to this matter;

Anderson's Undertakings

Anderson hereby undertakes, agrees and consents, effective the date of his execution of this Agreement, as follows:

1. To permanently cease trading in any and all securities or commodity futures contracts in the Province of Saskatchewan or with any resident of the Province of Saskatchewan by any means including, but not limited to, by means of any company,

limited partnership, association or other entity of which he is a director, officer, promoter or control person as defined by the Act;

- 2. To not become, act, or continue to act as a director, officer, or promoter of a reporting issuer as defined by the Act;
- 3. To the issuance of the Order of the Commission in substantially the form set out in Schedule "A" to this agreement, and to hereby waive any right to a hearing and/or appeal with respect to this matter;

Director's Agreement

The Director of the Commission (the "Director") hereby agrees that this Agreement and Undertaking and the Order set out in Schedule "A" are the only sanctions to be imposed by the Commission upon Rolls Race and Anderson pursuant to the Act with respect to the matters set out in this agreement, provided however, that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in this Agreement or any new complaint brought to the Director's attention in respect of Rolls Race and Anderson.

IN WITNESS WHEREOF Rolls Race, Anderson and the Director have executed this Agreement and Undertaking, on this 15th day of April, 1991.

Rolls Race Games Inc.

(corporate seal)

Kevin Anderson

SIGNED, SEALED AND DELIVERED
in the presence of:

"Bonnie Sprinkling" _____
Bonnie Sprinkling

Kevin Anderson
Kevin Anderson

SIGNED, SEALED AND DELIVERED
in the presence of:

"J.M. Hall" _____
J.M. Hall

Barbara L. Shourounis
Barbara L. Shourounis,
Director