

The Ontario Securities Commission

# OSC Bulletin

March 16, 2012

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The Ontario Securities Commission administers the *Securities Act* of Ontario (R.S.O. 1990, c. S.5) and the *Commodity Futures Act* of Ontario (R.S.O. 1990, c. C.20)

**The Ontario Securities Commission**

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# Chapter 1

## Notices / News Releases

### 1.1 Notices

### SCHEDULED OSC HEARINGS

#### 1.1.1 Current Proceedings Before The Ontario Securities Commission

March 16, 2012

#### CURRENT PROCEEDINGS

BEFORE

#### ONTARIO SECURITIES COMMISSION

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Unless otherwise indicated in the date column, all hearings will take place at the following location:

The Harry S. Bray Hearing Room  
Ontario Securities Commission  
Cadillac Fairview Tower  
Suite 1700, Box 55  
20 Queen Street West  
Toronto, Ontario  
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Kevin J. Kelly	—	KJK
Paulette L. Kennedy	—	PLK
Edward P. Kerwin	—	EPK
Vern Krishna	—	VK
Christopher Portner	—	CP
Judith N. Robertson	—	JNR
Charles Wesley Moore (Wes) Scott	—	CWMS

March 21,  
2012

10:00 a.m.

**Eda Marie Agueci, Dennis Wing, Santo Iacono, Josephine Raponi, Kimberley Stephany, Henry Fiorillo, Giuseppe (Joseph) Fiorini, John Serpa, Ian Telfer, Jacob Gornitzki and Pollen Services Limited**

s. 127

J. Waechter/U. Sheikh in attendance for Staff

Panel: JEAT

March 22,  
2012

9:00 a.m.

**Empire Consulting Inc. and Desmond Chambers**

s. 127

D. Ferris in attendance for Staff

Panel: EPK

March 23,  
2012

10:00 a.m.

**American Heritage Stock Transfer Inc., American Heritage Stock Transfer, Inc., BFM Industries Inc., Denver Gardner Inc., Sandy Winick, Andrea Lee McCarthy, Kolt Curry and Laura Mateyak**

s. 127

J. Feasby in attendance for Staff

Panel: CP

March 26,  
2012

11:00 a.m.

**Shaun Gerard McErlean, Securus Capital Inc., and Acquiesce Investments**

s. 127

March 28 and  
March 30 –  
April 3, 2012

10:00 a.m.

M. Britton in attendance for Staff

Panel: VK/JDC

March 27, 2012 9:00 a.m.	<b>Shallow Oil &amp; Gas Inc., Eric O'Brien, Abel Da Silva, Gurdip Singh Gahunia aka Michael Gahunia and Abraham Herbert Grossman aka Allen Grossman</b>	April 4-5, April 11 and April 13-16, 2012 10:00 a.m.	<b>Juniper Fund Management Corporation, Juniper Income Fund, Juniper Equity Growth Fund and Roy Brown (a.k.a. Roy Brown-Rodrigues)</b>
June 18 and June 20-22, 2012 10:00 a.m.	s. 127(7) and 127(8) H. Craig in attendance for Staff Panel: PLK	April 12, 2012 9:00 a.m.	s. 127 and 127.1 D. Ferris in attendance for Staff Panel: VK/MCH
March 28, 2012 10:00 a.m.	<b>Lyndz Pharmaceuticals Inc., James Marketing Ltd., Michael Eatch and Rickey McKenzie</b>	April 11, 2012 10:00 a.m.	<b>Global Consulting and Financial Services, Crown Capital Management Corporation, Canadian Private Audit Service, Executive Asset Management, Michael Chomica, Peter Siklos (Also Known As Peter Kuti), Jan Chomica, and Lorne Banks</b>
	s. 127(1) and (5) J. Feasby in attendance for Staff Panel: MGC/SOA		s. 127 H. Craig/C. Rossi in attendance for Staff Panel: CP
March 29, 2012 11:00 a.m.	<b>North American Financial Group Inc., North American Capital Inc., Alexander Flavio Arconti, and Luigino Arconti</b>		
April 10, 2012 2:30 p.m.	s. 127 M. Vaillancourt in attendance for Staff Panel: MGC	April 11, 2012 11:00 a.m.	<b>Energy Syndications Inc., Green Syndications Inc., Syndications Canada Inc., Land Syndications Inc. and Douglas Chaddock</b>
			s. 127 C. Johnson in attendance for Staff Panel: CP
April 3, 2012 10:00 a.m.	<b>International Strategic Investments, International Strategic Investments Inc., Somin Holdings Inc., Nazim Gillani and Ryan J. Driscoll.</b>	April 17, 2012 10:00 a.m.	<b>Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Vadim Tsatskin, Michael Schaumer, Elliot Feder, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff</b>
	s. 127 C. Watson in attendance for Staff Panel: MGC		s. 37, 127 and 127.1 C. Watson in attendance for Staff Panel: PLK/JNR
April 4, 2012 10:00 a.m.	<b>Moncasa Capital Corporation and John Frederick Collins</b>		
	s. 127 T. Center in attendance for Staff Panel: JEAT		

<p>April 18, 2012 10:00 a.m.</p>	<p><b>Sextant Capital Management Inc., Sextant Capital GP Inc., Otto Spork, Robert Levack and Natalie Spork</b></p> <p>s. 127</p> <p>T. Center in attendance for Staff</p> <p>Panel: JDC</p>	<p>May 1, 2012 10:00 a.m.</p>	<p><b>Merax Resource Management Ltd. carrying on business as Crown Capital Partners, Richard Mellon and Alex Elin</b></p> <p>s. 127</p> <p>T. Center in attendance for Staff</p> <p>Panel: MGC/SOA</p>
<p>April 23, 2012 10:00 a.m.</p>	<p><b>Lehman Brothers &amp; Associates Corp., Greg Marks, Kent Emerson Lounds and Gregory William Higgins</b></p> <p>s. 127</p> <p>C. Rossi in attendance for Staff</p> <p>Panel: CP/CWMS</p>	<p>May 3, 2012 10:00 a.m.</p>	<p><b>Cicccone Group, Medra Corp. (a.k.a. Medra Corporation), 990509 Ontario Inc., Tadd Financial Inc., Cachet Wealth Management Inc., Vincent Cicccone (a.k.a. Vince Cicccone), Darryl Brubacher, Andrew J Martin, Steve Haney, Klaudiusz Malinowski, and Ben Giangrosso</b></p> <p>s. 127</p> <p>M. Vaillancourt in attendance for Staff</p> <p>Panel: JEAT</p>
<p>April 25, April 27, May 3-7, May 11, May 17-18, June 4 and June 7, 2012 10:00 a.m.</p>	<p><b>Irwin Boock, Stanton Defreitas, Jason Wong, Saudia Allie, Alena Dubinsky, Alex Khodjaiants Select American Transfer Co., Leasesmart, Inc., Advanced Growing Systems, Inc., International Energy Ltd., Nutrione Corporation, Pocketop Corporation, Asia Telecom Ltd., Pharm Control Ltd., Cambridge Resources Corporation, Compushare Transfer Corporation, Federated Purchaser, Inc., TCC Industries, Inc., First National Entertainment Corporation, WGI Holdings, Inc. and Enerbrite Technologies Group</b></p> <p>s. 127 and 127.1</p> <p>D. Campbell in attendance for Staff</p> <p>Panel: VK</p>	<p>May 9-18 and May 23-25, 2012 10:00 a.m.</p>	<p><b>Crown Hill Capital Corporation and Wayne Lawrence Pushka</b></p> <p>s. 127</p> <p>A. Perschy in attendance for Staff</p> <p>Panel: EPK</p>
<p>April 30, 2012 11:00 a.m.</p> <p>May 1-7, May 9-18 and May 23-25, 2012 10:00 a.m.</p>	<p><b>Rezwealth Financial Services Inc., Pamela Ramoutar, Justin Ramoutar, Tiffin Financial Corporation, Daniel Tiffin, 2150129 Ontario Inc., Sylvan Blackett, 1778445 Ontario Inc. and Willoughby Smith</b></p> <p>s. 127(1) and (5)</p> <p>A. Heydon in attendance for Staff</p> <p>Panel: CP</p>	<p>May 16-18, May 23-25, June 4 and June 6, 2012 10:00 a.m.</p>	<p><b>Nest Acquisitions and Mergers, IMG International Inc., Caroline Myriam Frayssignes, David Pelcowitz, Michael Smith, and Robert Patrick Zuk</b></p> <p>s. 37, 127 and 127.1</p> <p>C. Price in attendance for Staff</p> <p>Panel: JDC/MCH</p>

May 29 – June 1, 2012 10:00 a.m.	<b>Peter Beck, Swift Trade Inc. (continued as 7722656 Canada Inc.), Biremis, Corp., Opal Stone Financial Services S.A., Barka Co. Limited, Trieme Corporation and a limited partnership referred to as “Anguilla LP”</b>  s. 127  B. Shulman in attendance for Staff  Panel: JEAT	September 4-10, September 12-14, September 19-24, and September 26 – October 5, 2012  10:00 a.m.	<b>Portus Alternative Asset Management Inc., Portus Asset Management Inc., Boaz Manor, Michael Mendelson, Michael Labanowich and John Ogg</b>  s. 127  H Craig in attendance for Staff  Panel: TBA
June 4, June 6-18, and June 20-26, 2012  10:00 a.m.	<b>Peter Sbaraglia</b>  s. 127  J. Lynch in attendance for Staff  Panel: TBA	September 5-10, September 12-14 and September 19-21, 2012  10:00 a.m.	<b>Vincent Ciccone and Medra Corp.</b>  s. 127  M. Vaillancourt in attendance for Staff  Panel: TBA
June 7, 2012 11:30 a.m.	<b>Systematech Solutions Inc., April Vuong and Hao Quach</b>  s. 127  J. Feasby in attendance for Staff  Panel: JEAT	September 21, 2012  10:00 a.m.	<b>Oversea Chinese Fund Limited Partnership, Weizhen Tang and Associates Inc., Weizhen Tang Corp., and Weizhen Tang</b>  s. 127 and 127.1  H. Craig in attendance for Staff  Panel: TBA
June 21, 2012 10:00 a.m.	<b>M P Global Financial Ltd., and Joe Feng Deng</b>  s. 127 (1)  M. Britton in attendance for Staff  Panel: MCH	September 24, September 26 – October 5 and October 10-19, 2012  10:00 a.m.	<b>New Found Freedom Financial, Ron Deonarine Singh, Wayne Gerard Martinez, Pauline Levy, David Whidden, Paul Swaby and Zompas Consulting</b>  s. 127  A. Heydon in attendance for Staff  Panel: TBA
June 22, 2012 10:00 a.m.	<b>New Hudson Television Corporation, New Hudson Television L.L.C. &amp; James Dmitry Salganov</b>  s. 127  C. Watson in attendance for Staff  Panel: TBA		

<p>October 19, 2012 10:00 a.m.</p>	<p><b>Global Energy Group, Ltd., New Gold Limited Partnerships, Christina Harper, Howard Rash, Michael Schaumer, Elliot Feder, Vadim Tsatskin, Oded Pasternak, Alan Silverstein, Herbert Groberman, Allan Walker, Peter Robinson, Vyacheslav Brikman, Nikola Bajovski, Bruce Cohen and Andrew Shiff</b></p>	<p>TBA</p>	<p><b>Microsourceonline Inc., Michael Peter Anzelmo, Vito Curalli, Jaime S. Lobo, Sumit Majumdar and Jeffrey David Mandell</b></p> <p>s. 127</p> <p>J. Waechter in attendance for Staff</p> <p>Panel: TBA</p>
<p></p>	<p>s. 127</p> <p>C. Watson in attendance for Staff</p> <p>Panel: PLK</p>	<p>TBA</p>	<p><b>Frank Dunn, Douglas Beatty, Michael Gollogly</b></p> <p>s. 127</p> <p>K. Daniels in attendance for Staff</p> <p>Panel: TBA</p>
<p>October 22 and October 24 – November 5, 2012 10:00 a.m.</p>	<p><b>MBS Group (Canada) Ltd., Balbir Ahluwalia and Mohinder Ahluwalia</b></p> <p>s. 37, 127 and 127.1</p> <p>C. Rossi in attendance for staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p><b>MRS Sciences Inc. (formerly Morningside Capital Corp.), Americo DeRosa, Ronald Sherman, Edward Emmons and Ivan Cavric</b></p> <p>s. 127 and 127(1)</p> <p>D. Ferris in attendance for Staff</p> <p>Panel: TBA</p>
<p>November 21 – December 3 and December 5-14, 2012 10:00 a.m.</p>	<p><b>Bernard Boily</b></p> <p>s. 127 and 127.1</p> <p>M. Vaillancourt/U. Sheikh in attendance for Staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p><b>Gold-Quest International, 1725587 Ontario Inc. carrying on business as Health and Harmony, Harmony Club Inc., Donald Iain Buchanan, Lisa Buchanan and Sandra Gale</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>
<p>January 7 – February 5, 2013 10:00 a.m.</p>	<p><b>Jowdat Waheed and Bruce Walter</b></p> <p>s. 127</p> <p>J. Lynch in attendance for Staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p><b>Shane Suman and Monie Rahman</b></p> <p>s. 127 and 127(1)</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>
<p>TBA</p>	<p><b>Yama Abdullah Yaqeen</b></p> <p>s. 8(2)</p> <p>J. Superina in attendance for Staff</p> <p>Panel: TBA</p>	<p>TBA</p>	<p><b>Shane Suman and Monie Rahman</b></p> <p>s. 127 and 127(1)</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>

TBA	<p><b>Gold-Quest International, Health and Harmoney, Iain Buchanan and Lisa Buchanan</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Uranium308 Resources Inc., Michael Friedman, George Schwartz, Peter Robinson, and Shafi Khan</b></p> <p>s. 127</p> <p>H. Craig/C.Rossi in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Brilliante Brasilcan Resources Corp., York Rio Resources Inc., Brian W. Aidelman, Jason Georgiadis, Richard Taylor and Victor York</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Paul Donald</b></p> <p>s. 127</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Abel Da Silva</b></p> <p>s. 127</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Access Automation LLC, Access Fund Management, LLC, Access Fund, L.P., Gordon Alan Driver, David Rutledge, 6845941 Canada Inc. carrying on business as Anesis Investments, Steven M. Taylor, Berkshire Management Services Inc. carrying on business as International Communication Strategies, 1303066 Ontario Ltd. Carrying on business as ACG Graphic Communications, Montecassino Management Corporation, Reynold Mainse, World Class Communications Inc. and Ronald Mainse</b></p> <p>s. 127</p> <p>Y. Chisholm in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Paul Azeff, Korin Bobrow, Mitchell Finkelstein, Howard Jeffrey Miller and Man Kin Cheng (a.k.a. Francis Cheng)</b></p> <p>s. 127</p> <p>T. Center/D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Goldpoint Resources Corporation, Pasqualino Novielli also known as Lee or Lino Novielli, Brian Patrick Moloney also known as Brian Caldwell, and Zaida Pimentel also known as Zaida Novielli</b></p> <p>s. 127(1) and 127(5)</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Alexander Christ Doulis (aka Alexander Christos Doulis, aka Alexandros Christodoulidis) and Liberty Consulting Ltd.</b></p> <p>s. 127</p> <p>S. Horgan in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Goldpoint Resources Corporation, Pasqualino Novielli also known as Lee or Lino Novielli, Brian Patrick Moloney also known as Brian Caldwell, and Zaida Pimentel also known as Zaida Novielli</b></p> <p>s. 127(1) and 127(5)</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>

TBA	<p><b>Normand Gauthier, Gentree Asset Management Inc., R.E.A.L. Group Fund III (Canada) LP, and CanPro Income Fund I, LP</b></p> <p>s. 127</p> <p>B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Marlon Gary Hibbert, Ashanti Corporate Services Inc., Dominion International Resource Management Inc., Kabash Resource Management, Power to Create Wealth Inc. and Power to Create Wealth Inc. (Panama)</b></p> <p>s. 127</p> <p>J. Lynch/S. Chandra in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>FactorCorp Inc., FactorCorp Financial Inc. and Mark Twerdun</b></p> <p>s. 127</p> <p>C. Price in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Richvale Resource Corp., Marvin Winick, Howard Blumenfeld, John Colonna, Pasquale Schiavone, and Shafi Khan</b></p> <p>s. 127(7) and 127(8)</p> <p>J. Feasby in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>2196768 Ontario Ltd carrying on business as Rare Investments, Ramadhar Dookhie, Adil Sunderji and Evgueni Todorov</b></p> <p>s. 127</p> <p>D. Campbell in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Simply Wealth Financial Group Inc., Naida Allarde, Bernardo Giangrosso, K&amp;S Global Wealth Creative Strategies Inc., Kevin Persaud, Maxine Lobban and Wayne Lobban</b></p> <p>s. 127 and 127.1</p> <p>C. Johnson in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>York Rio Resources Inc., Brilliante Brasilcan Resources Corp., Victor York, Robert Runic, George Schwartz, Peter Robinson, Adam Sherman, Ryan Demchuk, Matthew Oliver, Gordon Valde and Scott Bassingdale</b></p> <p>s. 127</p> <p>H. Craig/C. Watson in attendance for Staff</p> <p>Panel: TBA</p>		
TBA	<p><b>Innovative Gifting Inc., Terence Lushington, Z2A Corp., and Christine Hewitt</b></p> <p>s. 127</p> <p>M. Vaillancourt in attendance for Staff</p> <p>Panel: TBA</p>		

TBA	<p><b>L. Jeffrey Pogachar, Paola Lombardi, Alan S. Price, New Life Capital Corp., New Life Capital Investments Inc., New Life Capital Advantage Inc., New Life Capital Strategies Inc., 1660690 Ontario Ltd., 2126375 Ontario Inc., 2108375 Ontario Inc., 2126533 Ontario Inc., 2152042 Ontario Inc., 2100228 Ontario Inc., and 2173817 Ontario Inc.</b></p> <p>s. 127</p> <p>M. Britton in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Heir Home Equity Investment Rewards Inc.; FFI First Fruit Investments Inc.; Wealth Building Mortgages Inc.; Archibald Robertson; Eric Deschamps; Canyon Acquisitions, LLC; Canyon Acquisitions International, LLC; Brent Borland; Wayne D. Robbins; Marco Caruso; Placencia Estates Development, Ltd.; Copal Resort Development Group, LLC; Rendezvous Island, Ltd.; The Placencia Marina, Ltd.; and The Placencia Hotel and Residences Ltd.</b></p> <p>s. 127</p> <p>B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Sino-Forest Corporation, Allen Chan, Albert Ip, Alfred C.T. Hung, George Ho and Simon Yeung</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Ground Wealth Inc., Armadillo Energy Inc., Paul Schuett, Doug DeBoer, James Linde, Susan Lawson, Michelle Dunk, Adrion Smith, Bianca Soto and Terry Reichert</b></p> <p>s. 127</p> <p>S. Schumacher in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Firestar Capital Management Corp., Kamposse Financial Corp., Firestar Investment Management Group, Michael Ciavarella and Michael Mitton</b></p> <p>s. 127</p> <p>H. Craig in attendance for Staff</p> <p>Panel: TBA</p>	TBA	<p><b>Sage Investment Group, C.A.D.E Resources Group Inc., Greenstone Financial Group, Fidelity Financial Group, Antonio Carlos Neto David Oliveira, and Anne Marie Ridley</b></p> <p>s. 127</p> <p>C. Watson in attendance for Staff</p> <p>Panel: TBA</p>
TBA	<p><b>Zungui Haixi Corporation, Yanda Cai and Fengyi Cai</b></p> <p>s. 127</p> <p>J. Superina in attendance for Staff</p> <p>Panel: TBA</p>		
TBA	<p><b>David M. O'Brien</b></p> <p>s. 37, 127 and 127.1</p> <p>B. Shulman in attendance for Staff</p> <p>Panel: TBA</p>		

TBA                    **Maitland Capital Ltd., Allen Grossman, Hanoch Ulfan, Leonard Waddingham, Ron Garner, Gord Valde, Marianne Hyacinthe, Dianna Cassidy, Ron Catone, Steven Lanys, Roger McKenzie, Tom Mezinski, William Rouse and Jason Snow**

s. 127 and 127.1

D. Ferris in attendance for Staff

Panel: TBA

TBA                    **Majestic Supply Co. Inc., Suncastle Developments Corporation, Herbert Adams, Steve Bishop, Mary Kricfalusi, Kevin Loman and CBK Enterprises Inc.**

s. 37, 127 and 127.1

D. Ferris in attendance for Staff

Panel: TBA

**ADJOURNED SINE DIE**

TBA                    **Sandy Winick, Andrea Lee Mccarthy, Kolt Curry, Laura Mateyak, Gregory J. Curry, American Heritage Stock Transfer Inc., American Heritage Stock Transfer, Inc., BFM Industries Inc., Liquid Gold International Inc., and Nanotech Industries Inc.**

s. 127

J. Feasby in attendance for Staff

Panel: TBA

**Global Privacy Management Trust and Robert Cranston**

**Livent Inc., Garth H. Drabinsky, Myron I. Gottlieb, Gordon Eckstein, Robert Topol**

**LandBankers International MX, S.A. De C.V.; Sierra Madre Holdings MX, S.A. De C.V.; L&B LandBanking Trust S.A. De C.V.; Brian J. Wolf Zacarias; Roger Fernando Ayuso Loyo, Alan Hemingway, Kelly Friesen, Sonja A. McAdam, Ed Moore, Kim Moore, Jason Rogers and Dave Urrutia**

**Hollinger Inc., Conrad M. Black, F. David Radler, John A. Boulton and Peter Y. Atkinson**

**1.1.2 Notice of Memorandum of Understanding on the Cooperation of Competent Authorities for the Supervision of Credit Rating Agencies**

**NOTICE OF MEMORANDUM OF UNDERSTANDING  
ON THE COOPERATION OF COMPETENT AUTHORITIES  
FOR THE SUPERVISION OF CREDIT RATING AGENCIES**

On March 7, 2012, the Ontario Securities Commission, together with the Québec Autorité des marchés financiers and the British Columbia Securities Commission, entered into a Supervisory Memorandum of Understanding (the "Supervisory MOU") with the European Security Markets Authority ("ESMA") concerning the regulatory cooperation related to the supervision of credit rating agencies that operate in both the European Union and Canada.

The purpose of the Supervisory MOU is to recognise, in light of the cross-border activities of certain credit rating agencies and the global nature of credit ratings generally, the importance of ongoing supervisory and enforcement-related cooperation in this area. The Supervisory MOU sets forth the terms and conditions and a framework for consultation, cooperation and information-sharing related to the day-to-day supervision and oversight of credit rating agencies which operate across our jurisdictions.

The Supervisory MOU is subject to the approval of the Minister of Finance. It was delivered to the Minister of Finance on March 13, 2012. The Minister has a 60-day statutory period within which he may approve or reject the MOU. We requested that the Minister consider an expedited decision on the Supervisory MOU by April 20, 2012. If the Minister approves the Supervisory MOU by this date, it will come into force on April 20, 2012.

Questions may be referred to:

Tula Alexopoulos  
Director  
Office of Domestic and International Affairs  
Tel: 416-593-8084  
E-mail: [tallexopoulos@osc.gov.on.ca](mailto:tallexopoulos@osc.gov.on.ca)

Frédéric Duguay  
Legal Counsel  
Corporate Finance  
Tel: 416-593-3677  
E-mail: [fduguay@osc.gov.on.ca](mailto:fduguay@osc.gov.on.ca)

**March 16, 2012**

**MEMORANDUM OF UNDERSTANDING  
ON THE COOPERATION OF COMPETENT AUTHORITIES  
FOR THE SUPERVISION OF THE CREDIT RATING AGENCIES**

The European Securities and Markets Authorities (ESMA) and the Canadian Authorities as described herein who are responsible for supervising Credit Rating Agencies (“CRAs”) in their respective jurisdictions recognise in light of the cross-border activities of certain CRAs and the global nature of ratings generally, the importance of ongoing supervisory and enforcement-related cooperation in this area and considering in particular

- that CRAs play an important role in global financial markets, as their credit ratings are used by investors, borrowers, issuers and governments as part of making informed investment and financing decisions;
- that many jurisdictions have determined that CRAs shall be regulated and have therefore introduced regulatory regimes to that end; and
- that the EU Regulation on Credit Rating Agencies (“EU Regulation”) has introduced “endorsement” and “certification” mechanisms for the benefit of CRAs established outside the European Community. Both mechanisms require that cooperation arrangements are in place between ESMA and the Canadian Authorities;

have reached the following legally not binding understanding:

**Article 1 – Definitions**

For purposes of this MoU, the following definitions apply:

1. “Authority or Authorities” means a regulator responsible for supervising CRAs that is a party to this MoU and includes:
  - (a) The European Securities and Markets Authorities (“ESMA”), or
  - (b) The Autorité des marchés financiers (“AMF”), the Ontario Securities Commission (“OSC”) and the British Columbia Securities Commission (“BCSC”) (individually a “Canadian Authority”, or collectively the “Canadian Authorities”).
2. “Assistance” means any activity conducted by a Requested Authority for the purpose of supporting a Requesting Authority in discharging its legal and regulatory duties and responsibilities in respect of CRAs and their ratings.
3. “Cooperation” means all kinds of
  - (a) Co-ordination,
  - (b) Ongoing Assistance, and
  - (c) Assistance.
4. “Credit Rating Agency” (“CRA”) means a legal person or a group of legal persons (group of CRAs) registered and regulated in any jurisdiction whose occupation includes the issuance of opinions regarding creditworthiness on a professional basis.
5. “Co-ordination” means consultation amongst Authorities on CRAs whether on an ad-hoc or periodic basis for the purpose of exchanging relevant supervisory information and agreeing if possible on common approaches to supervisory activity and enforcement action with regard to CRAs.
6. “Cross Border CRA” means a CRA or a CRA belonging to the same group which is identified for the purposes of this MOU as being such, as set out in Article 4 and which is subsequently agreed to be listed in Appendix B.
7. “Laws and Regulations” means all legally binding national, provincial, European, and international rules or legislations concerning the regulation and supervision of CRAs and groups of CRAs applicable in the jurisdictions of the Authorities, that fall within the competence of the Authorities.
8. “Ongoing Assistance” means all assistance including the provision of information or documents provided by one Authority to another Authority with or without a specific request.

9. "Requesting Authority" means the Authority making a request for assistance under this MoU.
10. "Requested Authority" means the Authority to whom a request for assistance is made under this MoU.

#### **Article 2 – General Principles**

1. This MoU sets forth the Authorities' intent to cooperate with each other in executing the Laws and Regulations applicable in the respective Authorities' jurisdictions in relation to the discharge of their responsibilities in relation to CRAs to the fullest extent legally permissible. The Authorities recognize the importance and desirability of cooperation for the purpose of effectively supervising CRAs and enforcing, and securing compliance with, the relevant Laws and Regulations.
2. The provisions of this MoU do not create legally binding obligations or supersede legally binding national, provincial, European, or international rules and/or legislations.
3. This MoU does not authorise or prohibit an Authority from taking measures other than those identified herein to obtain information necessary to ensure enforcement of, or compliance with, the relevant Laws and Regulations.
4. This MoU does not confer upon any person not an Authority, the right or ability, directly or indirectly to obtain, suppress or exclude any information or to challenge the execution of a request for assistance under this MoU.
5. As the provisions of this MoU are not legally binding on the Authorities, they may not give rise to any legal claim on behalf of an Authority or third parties in the course of their practical implications.
6. The Authorities represent that the Laws and Regulations in their respective jurisdictions prevent interference with the content of credit ratings and credit rating methodologies.
7. Where a request for assistance is denied or not available under domestic law, the Requested Authority will provide the reasons for not granting the cooperation and consult pursuant to Article 9.

#### **Article 3 – Scope**

1. The Authorities will, within the framework of this MoU, provide each other with the fullest cooperation permissible to supervise Cross Border CRAs and enforce compliance with the relevant Laws and Regulations. Cooperation may be denied:
  - (a) where the cooperation would require an Authority to act in a manner that would violate domestic law;
  - (b) where a request for assistance is not made in accordance with Articles 7 and 8;
  - (c) on grounds of public interest or essential national interest; or
  - (d) where the information to be disclosed is not subject to guarantees of professional secrecy/confidentiality amongst the Authorities.
2. The Authorities recognise and agree that the need to cooperate with each other under the terms of this MoU in discharging their legal responsibilities in respect of CRAs may be triggered by a number of different events including requests for assistance and may arise at any time.
3. Although it is not possible to set out an exhaustive list of what the events that may trigger the need for cooperation may be or when the need to cooperate may arise, it is anticipated that the need for intense cooperation will at least arise in the following circumstances:
  - (a) the initial application for recognition, authorisation, designation or registration by a Credit Rating Agency also operating in another Authority's jurisdiction (Article 4);
  - (b) the ongoing supervision of Cross Border CRAs (Article 5);
  - (c) the assessment of the need to and the subsequent taking of supervisory or enforcement action against Cross Border CRAs (Article 6); and
  - (d) when an Authority requests Assistance (Articles 7 and 8).

#### **Article 4 – Application of CRAs for Recognition, Authorisation, Designation, or Registration**

1. When a CRA applies for a recognition, authorisation, designation, or registration with an Authority, and the Authority considers that the CRA could be a Cross Border CRA, the Authority will accordingly notify ESMA or the Canadian Authority about the status of the CRA's recognition, authorisation, designation, or registration and will provide it with the information regarding the CRA's cross border operations.
2. Following the initial sharing of information, the Authorities will consult with each other regarding whether or not they consider this CRA to be a Cross Border CRA and if it is regarded as such, add it to the list of Cross Border CRAs in Appendix B.
3. The Authorities will cooperate with each other in order to enable a full assessment of the Cross Border CRA's application for recognition, authorisation, designation, or registration. Such cooperation may take a number of different forms, but will without an additional separate request in any event include the provision of the information listed in paragraph 4.
4. The Authorities receiving a notice in accordance with paragraph 1 will provide where required to the notifying Authority upon receipt the following:
  - (a) information and documents held on file regarding the following:
    - i. All documents about the organization and rating processes provided to the notified Authority by the Cross Border CRA in question in their latest available version.
    - ii. Relevant documents provided to the notified Authority by the Cross Border CRA evidencing the CRA's eligibility for recognition under the notified Authority's CRA legal and regulatory regime.
    - iii. Views from the notified Authority regarding the Cross Border CRA's systems and controls, senior management and governance structures, management of conflicts of interest procedures and the rating process in general.
  - (b) a statement regarding whether or not the Cross Border CRA has been recognized, authorized, designated, or registered to conduct credit rating activities and is subject to supervision by the Authority and a meaningful description of the nature of such recognition, authorisation, designation or registration and supervision;
  - (c) information and documents regarding the nature of any supervisory and enforcement action that may have been taken regarding the Cross Border CRA's compliance or lack thereof with the relevant Laws and Regulations; and
  - (d) The Laws and Regulations on which the recognition, authorisation, designation, or registration was based and the supervision is based including a translation of the relevant Laws and Regulations into English.
5. The Authorities will also cooperate in the recognition, authorisation, designation, or registration process in any other manner not specified above in order to facilitate a full assessment of the CRA's application for registration, authorisation or recognition.

#### **Article 5 – Ongoing Supervision of Cross Border Credit Rating Agencies**

1. The Authorities agree that they will cooperate with each other in discharging their ongoing supervisory responsibilities in respect of Cross Border CRAs.
2. Such cooperation may take a number of different forms and includes:
  - (a) exchange of and consultation regarding the respective supervisory plans if such plans exist at least on an annual basis;
  - (b) notification of any material deviations from the agreed supervisory plan if it was exchanged;
  - (c) where appropriate, annual meetings;

- (d) provision of any information and documents that may have a significant impact on the ongoing supervision of Cross Border CRAs;
  - (e) assistance on the basis of requests for assistance;
  - (f) sharing of the outcome of any assessment by an Authority of a Cross Border CRA's compliance with its ongoing obligations;
  - (g) sharing information and documents about approaches to the supervision of Cross Border CRAs and notification of changes by the Authority of its approach to its supervision of the Cross Border CRA;
  - (h) immediate notification by the Authorities in respect of any action that may be taken against a Cross Border CRA that may have a direct impact on the CRA in question's eligibility for continued recognition, authorisation, designation or registration or its ability to continue to meet its ongoing obligations in the other Authorities' jurisdiction, including the actions set out in Article 6(2) :
3. The Authorities may agree on a bilateral basis to add to those areas not covered by Article 5(2) that trigger cooperation without an additional separate request between the Authorities.

**Article 6 – Supervisory or Enforcement Actions against Cross Border Credit Rating Agencies**

1. The Authorities will inform each other immediately when an enforcement or supervisory action has been taken against a Cross Border CRA together with a statement on whether this enforcement action is open to appeal.
2. In respect of the following the Authorities will immediately notify each other of:
- (a) the initiation of proceedings by the Authority with regard to the revocation of the Cross Border CRA's recognition, authorisation, designation or registration;
  - (b) the initiation of proceedings regarding the imposition of a temporary or permanent prohibition on the Cross Border CRA's issuing of credit ratings that are used in the other Authorities' jurisdiction for regulatory purposes;
  - (c) the initiation of proceedings regarding the suspension of the use, for regulatory purposes, of the credit ratings issued by the CRA;
  - (d) the initiation of proceedings regarding measures to ensure that the Cross Border CRA in question continues to comply with its legal requirements;
  - (e) notification of the initiation of proceedings by the Authority regarding the issuing of a public notice of a Cross Border CRA's breach of its ongoing obligations.
3. The Authorities will inform each other immediately when the following supervisory or enforcement actions have been taken with regard to a Cross Border CRA:
- (a) suspension of authorisation to issue credit ratings;
  - (b) referrals of matters for criminal prosecution;
  - (c) imposition of financial penalties;
  - (d) suspension of an individual who sits on the CRA's management or supervisory board;
  - (e) full or partial withdrawal of the CRA's recognition, authorisation, designation or registration;
  - (f) temporary prohibition on the CRA's issuing of credit ratings that are used in the other Authorities' jurisdiction for regulatory purposes;
  - (g) suspension of the use, for regulatory purposes, of the credit ratings issued by the CRA;
  - (h) issuing by the Authority of a public notice of a Cross Border CRA's breach of its ongoing obligations.

4. The Authorities will inform each other within a reasonable time period when the following supervisory or enforcement actions have been taken with regard to a Cross Border CRA:
  - (a) on-site inspection and its core findings;
  - (b) all measures by the Authority to ensure that the Cross Border CRA in question continues to comply with its legal requirements;
  - (c) recommendations to make improvements to the CRA's systems and controls.
5. The Authorities considering the circumstance of the case will inform each other in advance about any action and/or measure set out in paragraphs 1, 2 and 3 before the action and/or measure is taken.

#### **Article 7 – Assistance**

1. The assistance available under this MoU includes, but is not limited to:
  - (a) providing information and documents held in the files of the Requested Authority regarding the matters set forth in the request for assistance;
  - (b) obtaining information and documents regarding the matters set forth in the request for assistance;
  - (c) taking or compelling a person's statement, or, where permissible, testimony under oath, regarding the matters set forth in the request for assistance;
  - (d) conducting on-site inspections to gather information set forth in the request for assistance; and
  - (e) attending meetings.
2. Each Authority may upon request conduct on-site inspections of a Cross Border CRA's offices located within the territory of the other Authority's jurisdiction to the extent permitted by the laws, regulations and other relevant legal provisions in that jurisdiction. If such inspections are permitted in that jurisdiction, the Requesting Authority shall appropriately inform the Requested Authority prior to conducting an on-site inspection. Where applicable, the Authorities may agree to conduct joint inspections in which case these will be carried out under the control of the Authority in whose territory the inspection takes place.
3. In cases where the information and documents requested may be maintained by, or is available to, another authority within the country of the Requested Authority, the Authorities will to the extent legally possible endeavour to provide full assistance in obtaining the information and documents requested. If necessary, the Requested Authority shall provide the Requesting Authority with sufficient information so as to establish direct contact between the Requesting Authority and the other authority.

#### **Article 8 – Requests for Assistance**

1. Requests for assistance may be transmitted by telephone, and shall be made in writing, including email or facsimile and addressed to the contact person of the Requested Authority listed in Appendix A. Requests for assistance shall specify the following information:
  - (a) reference to the MoU;
  - (b) description of the facts underlying the request including the CRA, the individuals involved and the chronology of relevant events;
  - (c) any information including the sources of such information, known to, or in the possession of, the Requesting Authority that might assist the Requested Authority in identifying either the persons believed to possess the information or documents sought or the places where such information may be obtained;
  - (d) an indication of the sensitivity of the information or documents contained in the request and whether the Requesting Authority is content for the fact that it has made the request to be disclosed to persons whom the Requested Authority may need to approach for information;

- (e) description of the specific information or documents needed or assistance sought including the time period for which documents and other information should be gathered;
  - (f) description of how the specific information or documents requested will assist the Requesting Authority;
  - (g) the Laws and Regulations that may have been violated and that relate to the subject matter of the request;
  - (h) description of uses for which assistance is sought;
  - (i) whether the Requesting Authority is or has been in contact with any other authority or law enforcement agency in the state of the Requested Authority in relation to the subject matter of the request;
  - (j) any other authority of whom the Requesting Authority is aware that it has an active interest in the subject matter of the request; and
  - (k) an indication of the urgency of the request, or the desired time period for the reply.
2. In cases of emergency, requests for assistance may be transmitted orally provided that these requests are confirmed in the manner required by this Article unless the Requested Authority agrees to waive such requirements.

#### **Article 9 – Consultation**

The Authorities will consult on an ongoing basis with each other regarding this MoU about matters of common concern with a view to improving its operation and resolving any issues that may arise as well as enhancing the cross border supervision and enforcement of CRAs. In particular, the Authorities will consult in the event of:

- (a) a significant change in market or business conditions or in legislation where such change is relevant to the operation of this MoU;
- (b) a demonstrated change in the willingness or ability of an Authority to meet the provisions of this MoU; and
- (c) any other circumstance that makes it necessary or appropriate to consult, amend or extend this MoU in order to achieve its purposes.

#### **Article 10 – Confidentiality and Permissible Uses of Information**

1. Each Authority will keep all cooperation under this MoU, the contents of requests for cooperation, information exchanged under Articles 4, 5 & 6 and the non-public information or documents received and exchanged under this MoU as well as all consultations between Authorities confidential.
2. Any disclosure of confidential information by an Authority as permitted by laws, regulations and other relevant legal provisions in that jurisdiction or to ESMA or competent authorities that is permissible under the EU Regulation and necessary for the discharge of ESMA's duties thereunder shall not be deemed as a breach of confidentiality requirements in Article 10(1).
3. The Authorities will not disclose non-public documents and information received under this MoU, except as contemplated in paragraph 5 or in response to a legally enforceable demand. In the event of a legally enforceable demand, the Authority in question will notify the Authority which has transmitted the information prior to complying with the demand, and will assert such appropriate legal exemptions or privileges with respect to such information as may be available. The Requesting Authority will use its best efforts to protect the confidentiality of non-public documents and non-public information received under this MoU.
4. In the event of the termination of an Authority's participation in this MoU, the information and documents obtained under this MoU will continue to be treated confidentially according to this Article.
5. Any Authority may use non-public information and non-public documents furnished under this MoU solely
  - (a) for the purposes set forth in the request for assistance;

- (b) for securing compliance with or enforcement of Laws and Regulations;
  - (c) for the purposes of discharging any legal responsibility in respect of CRA's; or
  - (d) for a purpose within the general framework of the use stated in the request for assistance, including conducting a civil or administrative enforcement proceeding, assisting in a criminal prosecution, or conducting any investigation for any general charge applicable to the violation of the provision specified in the request where such general charge pertains to a violation of the Laws and Regulations administered by the Requesting Authority. This use may include enforcement proceedings which are public.
6. If a Requesting Authority intends to use information or documents furnished under this MoU for any other purpose than those stated in Paragraph 5, it must obtain the consent of the Requested Authority.

#### **Article 11 – Amendments**

- 1. The Authorities may by common written understanding make amendments to this MoU and add further Appendices to it.
- 2. Factual changes to the information in Appendices A and B can be made by each Authority by giving written notice to the other Authorities.

#### **Article 12 – Entry into Effect and Termination**

- 1. This MoU shall be effective as to the undersigned at the date set out below, and in the case of Ontario, on the date to be determined in accordance with legislation.
- 2. This MoU can be terminated by either of the Authorities at any time by giving, at least, thirty days prior written notice to each other Authority.

“Steven Maijor”  
Steven Maijor  
Chair  
For European Securities and Markets Authorities (ESMA)  
Date: March 7, 2012

“Mario Albert”  
Mario Albert  
President and Chief Executive Officer  
For the Autorité des marchés financiers  
Date: March 1, 2012

“Howard Wetston, Q.C.”  
Howard Wetston, Q.C.  
Chair  
For the Ontario Securities Commission  
Date: March 2, 2012

“Brenda M. Leong”  
Brenda M. Leong  
Chair and Chief Executive Officer  
For the British Columbia Securities Commission  
Date: March 1, 2012

Appendix A

List of Contact Persons

Country	Name of the Authority	Address	Name of Contact Person	Telephone Number	E-Mail	Fax
Europe – France	ESMA	103 rue de Grenelle 75007 Paris – France	Verena Ross Executive Director	+ 33 1 58 36 51 13	Verena.ross@esma.europa.eu	+ 33 1 58 36 43 30
Europe – France	ESMA	103 rue de Grenelle 75007 Paris, France	Felix Flinterman Head of CRA Unit	+ 33 1 58 36 59 12	Verena.ross@esma.europa.eu	+ 33 1 58 36 43 30
Canadian Authority	ONTARIO SECURITIES COMMISSION	20 Queen Street West, 19th Floor, Box 55 Toronto, Ontario M5H 3S8 Canada	Tula Alexopoulos, Director, Office of Domestic and International Affairs	416 593 8084	talaxopoulos@osc.gov.on.ca	416 595 8942
Canada Authority	AUTORITÉ DES MARCHÉS FINANCIERS	800, Square Victoria, 22nd Floor, Box 246 Montreal, QC H4Z 1G3 Canada	Louise Sorel, Corporate Secretary	514 395 0337 ext. 2517	louise.sorel@lautorite.qc.ca	514 864 6381
Canada Authority	BRITISH COLUMBIA SECURITIES COMMISSION	P.O. Box 10142, Pacific Centre 701 West Georgia Vancouver, BC V7Y 1L2 Canada	Ann Gander, Secretary to the Commission	604 899 6534	commsec@bcsc.bc.ca	604 899 6506

**Appendix B**

**Cross Border CRAs**

<b>Name of Cross Border CRA</b>

1.3 News Releases

1.3.1 OSC Requests New Members for Small and Medium Enterprises Committee

March 12, 2012

**OSC REQUESTS NEW MEMBERS FOR  
SMALL AND MEDIUM ENTERPRISES COMMITTEE**

**TORONTO** – The Ontario Securities Commission (OSC) is seeking applicants for membership on its Small and Medium Enterprises Committee (SMEC), formerly known as the Small Business Advisory Committee.

OSC staff recognize the contribution of small and medium enterprises (SMEs), including both private companies and venture issuers, to economic growth and job creation in Ontario. We note that venture issuers constitute 43 per cent of Ontario's reporting issuers, representing approximately \$10.5 billion in market capitalization. It is important that we continue to keep pace with the challenges faced by SMEs and appreciate the importance of consulting with investors, industry participants and other stakeholders.

The SMEC advises OSC staff on matters related to SMEs, including the challenges they face in operating their business and raising capital. The committee discusses the development, implementation and communication of policies and practices to address these matters in the pursuit of capital market efficiency, investor protection and economic growth. For example, we are currently considering a proposal intended to tailor venture issuer disclosure to reflect the needs and expectations of investors and make disclosure requirements more manageable for venture issuers.

The SMEC is seeking approximately 15 members who will meet five times annually. Members will be selected for their extensive involvement with SMEs and their demonstrated interest in related policy matters. They should be knowledgeable about issues faced by venture issuers in complying with securities regulatory requirements and the obstacles that confront SMEs in the capital formation process. The SMEC is chaired by the OSC's Lisa Enright, Manager, Corporate Finance Branch.

Representatives of SMEs, industry associations, professional advisors, investors and any other interested persons are invited to apply in writing for membership on the SMEC. Interested parties should submit their application indicating their areas of practice and relevant experience by March 30, 2012.

Applications and questions regarding SMEC may be forwarded in writing to:

Lisa Enright  
Manager, Corporate Finance  
Ontario Securities Commission  
416-593-3686  
lenright@osc.gov.on.ca

Shaifali Joshi  
Accountant, Corporate Finance  
Ontario Securities Commission  
416-595-8904  
sjoshi@osc.gov.on.ca

**For media inquiries:**  
media\_inquiries@osc.gov.on.ca

Wendy Dey  
Director, Communications & Public Affairs  
416-593-8120

Carolyn Shaw-Rimmington  
Manager, Public Affairs  
416-593-2361

Dylan Rae  
Media Relations Specialist  
416-595-8934

**For investor inquiries:**

OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

### 1.3.2 Proposed Distribution of ABCP Settlement Funds Permitted by Court Order

#### PROPOSED DISTRIBUTION OF ABCP SETTLEMENT FUNDS PERMITTED BY COURT ORDER

**March 13, 2012 (Toronto, ON)** – The Ontario Securities Commission (OSC) and Investment Industry Regulatory Organization of Canada (IIROC) today received confirmation from the Superior Court of Justice of Ontario – Commercial List that their proposed plan to distribute funds to investors who purchased third-party Asset-Backed Commercial Paper (ABCP) is permitted by an earlier court order.

The Court ruled that the Order dated June 5, 2008 by the Honourable C. Campbell J. (the “ABCP Order”) does not preclude the OSC and IIROC from distributing \$59.875 million received from the following five investment dealers in settling ABCP enforcement actions:

- Canadian Imperial Bank of Commerce/CIBC World Markets Inc. and HSBC Bank of Canada agreed to pay \$21.7 million and \$5.925 million, respectively, to the OSC.
- Scotia Capital Inc., Canaccord Financial Ltd. and Credential Securities Inc. agreed to pay \$28.95 million, \$3.1 million and \$200,000, respectively, to IIROC.

Details of the distribution plan will be announced and posted on the web sites of the OSC and IIROC in the near future.

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The OSC is the regulatory body responsible for overseeing Ontario’s capital markets. The OSC administers and enforces Ontario’s securities and commodity futures laws. Its mandate is to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets.

IIROC is the national self-regulatory organization which oversees all investment dealers and trading activity on debt and equity marketplaces in Canada. IIROC sets high quality regulatory and investment industry standards, protects investors and strengthens market integrity while maintaining efficient and competitive capital markets.

For More Information:

#### ONTARIO SECURITIES COMMISSION

##### For Media Inquiries:

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##### For Investor Inquiries:

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#### INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA

##### For Media Inquiries:

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##### For Investor Inquiries:

IIROC Complaints and Inquiries Centre  
1-877-442-4322 (Toll Free)

**1.4 Notices from the Office of the Secretary**

**1.4.1 Peter Sbaraglia**

**FOR IMMEDIATE RELEASE  
March 8, 2012**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
PETER SBARAGLIA**

**TORONTO** – Following the hearing held on January 24, 2012, the Commission issued an Endorsement in the above named matter.

A copy of the Endorsement dated March 7, 2012 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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Dylan Rae  
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416-595-8934

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1-877-785-1555 (Toll Free)

**1.4.2 Energy Syndications Inc. et al.**

**FOR IMMEDIATE RELEASE  
March 8, 2012**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
ENERGY SYNDICATIONS INC.,  
GREEN SYNDICATIONS INC.,  
SYNDICATIONS CANADA INC.,  
LAND SYNDICATIONS INC. AND  
DOUGLAS CHADDOCK**

**TORONTO** – The Commission issued an Order in the above named matter which provides that:

1. The Temporary Order against Energy, Green, Syndications and Chaddock is extended until April 12, 2012 or until further order of the Commission;
2. The extension of the Temporary Order does not prohibit Green from engaging in the sale of goods provided that any sales agreement does not constitute an investment contract, as defined by Ontario securities law; and
3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission.

The hearing of this matter is adjourned to April 11, 2012 at 11:00 a.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

A copy of the Order dated March 8, 2012 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.3 Vincent Ciccone and Medra Corp.**

**FOR IMMEDIATE RELEASE  
March 9, 2012**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
VINCENT CICCONE AND MEDRA CORP.**

**TORONTO** – The Commission issued an Order in the above named matter which provides that the hearing on the merits in this matter shall take place on September 5, 2012 at 10:00 a.m., and shall continue on September 6, 7, 10, 12, 13, 14, 19, 20 and 21, 2012, each day commencing at 10:00 a.m.

A copy of the Order dated March 7, 2012 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.4 Systematech Solutions Inc. et al.**

**FOR IMMEDIATE RELEASE  
March 13, 2012**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
SYSTEMATECH SOLUTIONS INC.,  
APRIL VUONG AND HAO QUACH**

**TORONTO** – The Commission issued a Temporary Order in the above named matter which provides that the Temporary Order is extended until June 8, 2012; and that the hearing to consider the extension of the Temporary Order is adjourned until June 7, 2012 at 11:30 a.m. or to such other date or time as set by the Office of the Secretary and agreed to by the parties.

A copy of the Temporary Order dated March 8, 2012 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

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OSC Contact Centre  
416-593-8314  
1-877-785-1555 (Toll Free)

**1.4.5 David M. O'Brien**

**FOR IMMEDIATE RELEASE  
March 14, 2012**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
DAVID M. O'BRIEN**

**TORONTO** – The Commission issued an Order in the above named matter.

A copy of the Order dated March 12, 2012 is available at [www.osc.gov.on.ca](http://www.osc.gov.on.ca).

OFFICE OF THE SECRETARY  
JOHN P. STEVENSON  
SECRETARY

For media inquiries:  
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## Chapter 2

# Decisions, Orders and Rulings

## 2.1 Decisions

### 2.1.1 Sentry Investments Inc. et al.

#### Headnote

NP 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund merger – approval required because merger does not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – merging funds do not have substantially similar investment objectives – securityholders of terminating fund provided with timely and adequate disclosure regarding the merger.

#### Applicable Legislative Provisions

National Instrument 81-102 Mutual Funds, ss. 5.5(1)(b), 5.5(3), 5.6, 5.7.

March 7, 2012

IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(the Jurisdiction)

AND

IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF  
SENTRY INVESTMENTS INC.  
(the Filer or Sentry)

AND

SENTRY MINING OPPORTUNITIES CLASS  
(the Terminating Fund)

AND

SENTRY PRECIOUS METALS GROWTH CLASS  
(the Continuing Fund and, together with the  
Terminating Fund, the Funds)

#### DECISION

#### Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the

**Legislation**) approving the merger (the **Merger**) of the Terminating Fund into the Continuing Fund pursuant to paragraph 5.5(1)(b) of National Instrument 81-102 *Mutual Funds (NI 81-102)* (the **Merger Approval**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) The Ontario Securities Commission is the principal regulator (the **Principal Regulator**) for this application; and
- (b) The Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in each of the provinces and territories of Canada, other than the province of Ontario.

#### Interpretation

The terms defined in MI 11-102 and National Instrument 14-101 *Definitions* have the same meaning in this decision, unless otherwise defined.

#### Representations

This decision is based on the following facts represented by the Filer:

#### *The Filer*

1. Sentry is a corporation incorporated under the laws of the province of Ontario with its head office in Toronto, Ontario.
2. Sentry is registered as a dealer in the category of mutual fund dealer under applicable securities legislation in each province of Canada and an adviser in the category of portfolio manager under the *Securities Act* (Ontario) (the **OSA**) and the *Securities Act* (Alberta). Sentry is also registered as an investment fund manager under the OSA and as an adviser in the category of commodity trading manager under the *Commodity Futures Act* (Ontario).

3. Sentry is the manager and the portfolio adviser of the Funds.

#### *The Funds*

4. Each of the Funds is a class of shares of Sentry Corporate Class Ltd. (**Sentry Corp.**), a mutual fund corporation incorporated by articles of incorporation under the laws of the Province of Ontario.

5. Shares of the Funds are currently offered for sale under a simplified prospectus and annual information form dated May 27, 2011, as amended on August 30, 2011 and January 10, 2012, in each of the provinces and territories of Canada. The Funds are reporting issuers under the applicable securities legislation of each province and territory of Canada. Sentry and the Funds are not in default of such legislation in any province or territory of Canada.
6. Unless an exemption has been obtained, each of the Funds follows the standard investment restrictions and practices established under NI 81-102.
7. The investment objective of the Terminating Fund is to provide long-term capital appreciation by investing primarily in companies involved in the exploration, development, production, marketing and distribution of commodities (referring to naturally occurring or synthetic substances that can be mined, processed or developed), excluding oil and natural gas, and companies that supply goods or services to them. The investment objective of the Continuing Fund is to provide long-term capital appreciation by investing substantially all of its assets in securities of Sentry Precious Metals Growth Fund (the **Underlying Fund**). The investment objective of the Underlying Fund is to provide long-term capital appreciation by investing primarily in equity securities of companies engaged in the precious metals sector while remaining eligible for registered retirement savings plans.
8. The net asset value (the **NAV**) for each series of shares of each Fund is calculated on a daily basis on each day that the Toronto Stock Exchange is open for trading and shares of the Funds are generally redeemable on a daily basis.

#### *The Proposed Merger*

9. The board of directors of each of Sentry and Sentry Corp. approved the proposed Merger on January 9, 2012 and a press release and material change report, which gave notice of the proposed Merger, were issued and filed on SEDAR on January 9, 2012. Related amendments to the simplified prospectus and annual information form of the Funds were filed on SEDAR on January 10, 2012.
10. In anticipation of implementation of the Merger, sales of shares of the Terminating Fund were suspended effective January 10, 2012 other than with respect to existing pre-authorized chequing plans.
11. As required by National Instrument 81-107 *Independent Review Committee for Investment Funds*, Sentry has presented the terms of the

Merger to the Independent Review Committee of the Funds (the **IRC**) for its recommendation. The IRC considered the proposed Merger and provided a positive recommendation and approval to Sentry on the basis that the Merger would achieve a fair and reasonable result for the Funds (the **IRC's Conclusion**).

12. Regulatory approval of the proposed Merger is required because the Merger does not satisfy all of the criteria for pre-approved reorganizations and transfers as set out in section 5.6 of NI 81-102, namely because a reasonable person may not consider the fundamental investment objectives of the Terminating Fund and those of the Continuing Fund to be "substantially similar", as set forth in section 5.6(1)(a)(ii).
13. Except as described in this decision, the proposed Merger meets all of the other criteria for pre-approved reorganizations and transfers under section 5.6 of NI 81-102.
14. Shareholders of the Funds will be asked to approve the proposed Merger at special meetings scheduled to be held concurrently on March 8, 2012 (the **Meetings**). The shareholders of the Continuing Fund will also be asked to approve the Merger as required under *Business Corporations Act* (Ontario) (**Corporate Law**). The Merger has been approved by the sole common shareholder of Sentry Corp. as also required under Corporate Law.
15. In connection with the Meetings, Sentry, as manager of the Funds, sent to shareholders of the Funds a notice of meetings of shareholders, a joint management information circular (the **Information Circular**) and a related proxy form. The Information Circular was filed on SEDAR and mailed to shareholders of the Funds on or about February 16, 2012.
16. Sentry is relying on the exemption from the requirement to send the simplified prospectus set out in section 5.6(1)(f)(ii) of NI 81-102 granted pursuant to the decision *In the Matter of Sentry Select Capital Inc. and Sentry Select 40 Split Income Fund* May 29, 2009, 32 OSCB 4637. Sentry complies with the conditions of the exemption. In fulfilment of one of the conditions, on or about February 16, 2012, together with the Information Circular, shareholders of the Terminating Fund were also sent Part A of the simplified prospectus of the Continuing Fund dated May 27, 2011, as amended, as well as Part B of such simplified prospectus as it relates to the Continuing Fund.
17. Amongst other information about the proposed Merger, the Information Circular sets out:

- (a) The steps that will be taken to effect the Merger, which is proposed to occur on or about the close of business on March 16, 2012, or such later date as may be determined by Sentry (the **Merger Date**);
- (b) The similarities and differences between the Terminating Fund and the Continuing Fund;
- (c) Income tax disclosure as it relates to the impact of the implementation of the Merger. The exchange of shares of the Terminating Fund into shares of the Continuing Fund will take place on a tax-deferred basis under the *Income Tax Act* (Canada);
- (d) Prominently, the various ways in which shareholders can obtain the most recent simplified prospectus, annual information form, fund facts, interim and annual financial statements and management reports of fund performance of the Funds; and
- (e) The IRC's Conclusion.
18. Shareholders of the Terminating Fund will continue to have the right to switch or redeem shares of the Terminating Fund for cash at any time up to the close of business on the business day immediately prior to the Merger Date.
19. Shares of the Continuing Fund acquired by shareholders upon the completion of the proposed Merger are subject to the same redemption charges and redemption charge schedule to which their shares of the Terminating Fund were subject prior to the Merger.
20. Sentry will pay all costs and expenses associated with the Merger. These costs consist mainly of brokerage fees, legal, proxy solicitation, printing, mailing and regulatory fees.
21. No sales charges will be payable in connection with the acquisition by the Continuing Fund of the investment portfolio of the Terminating Fund.
22. All of the issued and outstanding shares of the Terminating Fund will be exchanged for shares of the Continuing Fund on a dollar-for-dollar and series-by-series basis.
23. Prior to the date of the Merger, the portfolio assets of the Terminating Fund to be acquired by the Continuing Fund will be acceptable to the portfolio adviser of the Continuing Fund and will be consistent with the investment objectives and strategies of the Continuing Fund.
24. Following the Merger, the Continuing Fund will continue as a publicly offered open-end mutual fund and the Terminating Fund will be wound up as soon as reasonably practical.
25. Sentry believes that the Merger will be beneficial to shareholders of the Funds for the following reasons:
- (a) going forward, the portfolio manager of the Terminating Fund is of the view that the outlook for precious metals is stronger than that for base metals. While the Terminating Fund can invest in precious metal issuers, its broader investment objective requires the Manager to maintain a more broad-based exposure to both the precious and base metals sectors. By transitioning to the Continuing Fund, shareholders in the Terminating Fund will be able to take advantage of greater exposure to precious metals, which the portfolio manager believes offer stronger investment opportunities;
- (b) the smaller size and historic growth rate of the Terminating Fund and the administrative and regulatory costs of operating the Terminating Fund as a stand-alone mutual fund could potentially result in higher costs per shareholder if the Terminating Fund decreases in asset size as it continues to experience significant net redemptions;
- (c) shareholders in the Terminating Fund and Continuing Fund are expected to enjoy improved economies of scale which could result in potentially lower proportionate fund operating expenses (which are borne indirectly by shareholders) as part of a larger combined Continuing Fund; and
- (d) due to its smaller size, the Terminating Fund may be impacted if forced to liquidate securities at inopportune times to fund redemptions. The Continuing Fund, through its holdings of units in the Underlying Fund, is not affected this way as it has no listed securities that it must liquidate for purposes of funding redemptions. Instead, when necessary, it redeems units that it holds in the Underlying Fund at the Underlying Fund's daily series NAV per Share. Because of its size and access to larger cash reserves, the series NAV per Share of the Underlying Fund's units will less likely be impacted by a redemption of securities by the Continuing Fund.

**Decision**

The Principal Regulator is satisfied that the decision meets the test set out in the Legislation for the Principal Regulator to make the decision.

The decision of the Principal Regulator under the Legislation is that the Merger Approval is granted.

“Darren McKall”  
Manager, Investment Funds  
Ontario Securities Commission

**2.1.2 Canadian Apartment Properties Real Estate Investment Trust**

**Headnote**

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Relief granted to a real estate investment trust (REIT) from the requirement to file a business acquisition report (BAR) under Part 8 of National Instrument 51-102 Continuous Disclosure Obligations (NI 51-102) in connection with the REIT’s acquisition of a property – Acquisition is not significant under the asset and investment test in section 8.3(2) of NI 51-102, but is significant under the income test – REIT submitted that the calculation of consolidated income from continuing operations of the REIT for purposes of the income test under section 8.3(2) of NI 51-102 produces anomalous results because the significance of the acquisition is exaggerated out of proportion to its significance on an objective basis in comparison to the results of the other significance tests and all other business, commercial, financial and practical factors – REIT provided the principal regulator with additional measures that show that, as a business, commercial, financial and practical matter, the acquisition should not be considered as a significant acquisition for the REIT – The results from these measures are generally consistent with the results of the asset and investment tests under section 8.3(2) of NI 51-102 – Relief granted based on the REIT’s representations that as a business, commercial, financial and practical matter, the acquisitions should not be considered as significant acquisitions for the REIT.

**Applicable Legislative Provisions**

National Instrument 51-102 Continuous Disclosure Obligations, Part 8 and s. 13.1.

**March 6, 2012**

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(THE “JURISDICTION”)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
CANADIAN APARTMENT PROPERTIES  
REAL ESTATE INVESTMENT TRUST  
(THE “FILER” OR THE “REIT”)**

**DECISION**

## Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the "**Legislation**") for relief from the requirement in Part 8 of National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") to file a business acquisition report ("**BAR**") in connection with the Filer's acquisition of a 185 suite property in Montreal, Quebec ("**3333 Jean Talon**") which was completed on December 28, 2011 (the "**Exemption Sought**").

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) the Filer has provided notice that section 4.7 (1) of Multilateral Instrument 11-102 *Passport System* ("**MI 11-102**") is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

## Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined in this decision.

## Representations

This decision is based on the following facts represented by the Filer:

### *The REIT*

1. The REIT is an internally managed unincorporated open-ended real estate investment trust established under the laws of the Province of Ontario by a declaration of trust and its head office is located in Toronto, Ontario.
2. The REIT is a reporting issuer under the securities legislation of each of the provinces and territories of Canada and is not in default of securities legislation in any jurisdiction.
3. The units of the REIT are listed and posted for trading on the Toronto Stock Exchange under the trading symbol CAR.UN.
4. The REIT completed its initial public offering (the "**IPO**") on May 21, 1997 pursuant to its final long form prospectus dated May 12, 1997.
5. The proceeds of the IPO were used by the REIT to satisfy a cash payable on the acquisition of certain properties under contract, to pay a term loan commitment fee, to repay mortgage financing

and a loan provided to acquire certain properties, for future property acquisitions, working capital, mortgage principal repayments and capital improvements.

### *The 3333 Jean Talon Acquisition*

6. On December 28, 2011, the REIT acquired 3333 Jean Talon for an aggregate purchase price of approximately \$32.2 million.
7. The acquisition of 3333 Jean Talon constitutes a "significant acquisition" of the REIT for the purposes of Part 8 of NI 51-102, requiring the REIT to file a BAR within 75 days of the acquisition pursuant to section 8.2(1) of NI 51-102.

### *Significance Test for the BAR*

8. Under Part 8 of NI 51-102, the REIT is required to file a BAR for any completed acquisition that is determined to be significant based on the acquisition satisfying any of the three significance tests set out in section 8.3(2) of NI 51-102.
9. The acquisition of 3333 Jean Talon is not a significant acquisition under the asset test in section 8.3(2) of NI 51-102 as the value of 3333 Jean Talon represented only approximately 1.37% of the consolidated assets of the REIT as of December 31, 2010.
10. The acquisition of 3333 Jean Talon is not a significant acquisition under the investment test in section 8.3(2) of NI 51-102 as the REIT's acquisition costs represented only approximately 1.37% of the consolidated assets of the REIT as of December 31, 2010.
11. However, the acquisition of each of 3333 Jean Talon would be a significant acquisition under the income test in section 8.3(2) of NI 51-102. In particular, 3333 Jean Talon represents approximately 2,356.14% of the REIT's income from continuing operations as of December 31, 2010.
12. For the purposes of completing its quantitative analysis of the income test, the REIT is required to compare its income from continuing operations against the proportionate share of income from continuing operations of 3333 Jean Talon. The application of the income test produces an anomalous result for the REIT in comparison to the results of the asset test and the investment test. Excluding depreciation of income producing properties when applying the income test would not result in 3333 Jean Talon acquisition being considered significant, more accurately reflects the significance of the 3333 Jean Talon acquisition from a business and commercial perspective, and its results are generally consis-

tent with the results of the asset test and the investment test. The application of the income test with depreciation of income producing properties excluded results in 3333 Jean Talon representing only approximately 1.62% of the REIT's income from continuing operations for the fiscal year ended December 31, 2010.

*De Minimis Acquisition*

13. The REIT does not believe (nor did it believe at the time it made the acquisition) that the acquisition of 3333 Jean Talon is significant to it from a practical, commercial, business or financial perspective.
14. The Filer has provided the principal regulator with additional measures which further demonstrate the insignificance of the 3333 Jean Talon acquisition to the Filer and which are generally consistent with the results of the asset test and the investment test. These additional measures include measures based on:
  - (a) the total number of suites in 3333 Jean Talon when compared to the total number of residential suites in which the REIT has ownership interests, and
  - (b) the percentage of the gross rental income from the REIT's portfolio during the period from January 1, 2010 to December 31, 2010 represented by the gross rental income from 3333 Jean Talon during that same period.

**Decision**

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted.

"Shannon O'Hearn"  
Manager, Corporate Finance  
Ontario Securities Commission

### 2.1.3 SilverBirch Energy Corporation

#### Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – exemption granted from the requirement to include audited carve-out financial statements for acquired assets in information circular – the assets will comprise the primary business of a new reporting issuer.

#### Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations.

**Citation:** SilverBirch Energy Corporation, Re, 2012 ABASC 63

February 16, 2012

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ALBERTA AND ONTARIO  
(THE JURISDICTIONS)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
SILVERBIRCH ENERGY CORPORATION  
(SBE OR THE FILER)**

**DECISION**

#### Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application (the **Application**) from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) exempting the Filer from the requirement under Item 14.2 of Form 51-102F5 *Information Circular* (the **Circular Form**) to provide the financial statements for the Spin-Off Assets (as defined below) for the financial years ended 31 December 2010, 31 December 2009 and 31 December 2008 and the nine month periods ended 30 September 2011 and 30 September 2010 along with the management's discussion and analysis for the corresponding periods in the management information circular (the **Circular**) to be prepared by SBE and delivered to the holders (**SBE Shareholders**) of common shares of SBE (**SBE Shares**) in connection with a special meeting (**SBE Meeting**) of SBE Shareholders expected to be held in late March 2012 for the purposes of considering a plan of arrangement under the *Canada Business Corporations Act* (the **CBCA**) (the **Arrangement**) resulting in the exchange of the SBE Shares for \$8.50 cash from a wholly-owned subsidiary of Teck Resources Limited (**Teck**) and one common share (a **SilverWillow Share**) of SilverWillow Energy Corporation (**SilverWillow**) for each SBE Share and the transfer from SBE to SilverWillow of the Spin-Off Assets (collectively, the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the Alberta Securities Commission is the principal regulator for this Application;
- (b) SBE has provided notice that Subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador; and
- (c) this decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

## Interpretation

Terms defined in National Instrument 14-101 *Definitions* or MI 11-102 have the same meaning if used in this decision, unless otherwise defined herein.

## Representations

This decision is based on the following facts represented by the Filer:

### **SBE, SILVERWILLOW AND TECK**

#### *SBE*

1. SBE is a corporation established under the CBCA on 25 June 2010. The principal office of SBE is located in Calgary, Alberta.
2. SBE is a reporting issuer or the equivalent under the securities legislation of each of the provinces of Canada. To its knowledge, SBE is not in default of securities legislation in any jurisdiction of Canada.
3. SBE's financial year end is 31 December.
4. SBE is presently engaged in the development of oil sands projects located in Alberta's Athabasca oil sands area through its ownership of the SBE Spin-Off Assets (as defined below) and through an interest in other oil sands projects not comprised within the SBE Spin-Off Assets.
5. SBE is currently in the development stage and has earned no operating revenue, including in respect of the SBE Spin-Off Assets, within any of the fiscal years ended 31 December 2010, 2009 or 2008 or for the nine months ended 30 September 2011.
6. There are no "reserves" within the meaning of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities (NI 51-101)* attributable to the Spin-Off Assets (as defined below) and there has been no oil and gas production from the Spin-Off Assets.
7. The SBE Shares are listed on the TSX Venture Exchange (the **TSX-V**) under the symbol "SBE".
8. Following completion of the Arrangement, the SBE Shares will be delisted from the TSX-V.

#### *SILVERWILLOW*

9. SilverWillow is a corporation established under the CBCA on 5 January 2012 for the sole purpose of participating in the Arrangement.
10. SilverWillow has not carried on any active business since the date of its incorporation up to the date of this Application other than in connection with the Arrangement and related matters.
11. The principal office of SilverWillow is located in Calgary, Alberta.
12. SilverWillow's financial year end is 31 December.
13. SilverWillow is a wholly-owned subsidiary of SBE which holds the one outstanding SilverWillow Share.
14. SilverWillow is not a reporting issuer in any jurisdiction and, to its knowledge, is not in default of applicable securities legislation in any jurisdiction of Canada.
15. The SilverWillow Shares are not listed or posted for trading on any exchange or quotation and trade reporting system.
16. On 27 January 2012, SilverWillow submitted its initial application to list the SilverWillow Shares on the TSX-V.

#### *TECK*

17. Teck is a corporation continued under the CBCA in 1987. The registered and principal offices of Teck are located in Vancouver, British Columbia.

## Decisions, Orders and Rulings

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18. Teck is a reporting issuer or the equivalent under the securities legislation of each of the provinces of Canada.
19. Teck's business is exploring for, developing and producing natural resources. Its activities are organized into business units focused on copper, coal, zinc and energy.
20. Teck's Class A common shares are listed on the Toronto Stock Exchange (the **TSX**) under the symbol "TCK.A"; its Class B subordinate voting shares are listed on the TSX under the symbol "TCK.B" and on the New York Stock Exchange under the symbol "TCK".

## ARRANGEMENT

21. Pursuant to the Arrangement, subject to certain conditions:
  - (a) Teck would indirectly acquire all of the SBE Shares, not already owned directly or indirectly by it, for cash consideration of \$8.50 per SBE Share;
  - (b) Teck will, through a series of transactions, transfer the Teck Spin-Off Assets (as defined below) to SBE;
  - (c) SBE will transfer the Spin-Off Assets (as defined below) to SilverWillow and SilverWillow will assume certain liabilities pursuant to the terms of a transfer agreement to be entered into among SBE, Frontier Energy Partnership, a partnership to be created by SBE, and SilverWillow (the **Transfer Agreement**); and
  - (d) The SBE Shareholders will receive (directly or indirectly) one SilverWillow Share per SBE Share.
22. Pursuant to the Arrangement and in accordance with the Transfer Agreement, SBE will transfer to SilverWillow certain assets (the **Spin-Off Assets**) as follows:
  - (a) a 50% working interest held by SBE in 117,120 acres of oil sands leases located in the Athabasca Oil Sands Area of Alberta (including oil sands leases 003, 422, 423, 469, 471, 513, 514, 611, 614, 615 and 915 (collectively, the **Jordan and Birch Mountain Leases**));
  - (b) a 100% working interest in 23,040 acres of undeveloped lands also in the Athabasca oil sands area of Alberta comprised of oil sands leases 418 and 271 (the **Audet Lands**) with in-situ oil sands potential and in 34,560 acres of undeveloped lands also in the Athabasca oil sands area of Alberta comprised of oil sands leases 042, 043 and 044;  
  
(collectively, the assets described in paragraphs 22(a) and (b) being the **SBE Spin-Off Assets**);
  - (c) the remaining 50% working interest in the Jordan and Birch Mountain Leases held by Teck and to be transferred from Teck to SBE pursuant to the Arrangement (the **Teck Spin-Off Assets**);
  - (d) approximately \$25 million in working capital (subject to adjustment) in the form of cash consideration, being a significant proportion of the Spin-Off Assets; and
  - (e) certain other minor assets as specified in the Transfer Agreement.
23. Following the completion of the Arrangement:
  - (a) SBE would become an indirect wholly-owned subsidiary of Teck;
  - (b) the Spin-Off Assets would become the principal business of SilverWillow;
  - (c) beneficial ownership of the SilverWillow Shares upon completion of the Arrangement will be identical to the beneficial ownership of the SBE Shares immediately prior to the Arrangement meaning the indirect interest in the SBE Spin-Off Assets will remain unaffected by the Arrangement; and
  - (d) the beneficial owners of the SilverWillow Shares upon completion of the Arrangement will have had the benefit of SBE's continuous disclosure relating to the SBE Spin-Off Assets (which effectively equates to disclosure relating to the Spin-Off Assets given SBE's ownership of a 50% working interest in the Jordan and Birch Mountain Leases, the other 50% of which makes up the Teck Spin-Off Assets) since the time that they were initially acquired by SBE and accordingly, already have the benefit of existing public disclosure regarding the Spin-Off Assets and the nature of an investment therein.

## Decisions, Orders and Rulings

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24. Pursuant to SBE's constating documents, the CBCA and applicable securities laws, the SBE Shareholders will be required to approve the Arrangement at the SBE Meeting.
25. The Arrangement must be approved by not less than two-thirds of the votes cast by SBE Shareholders at the SBE Meeting and a majority of the votes cast by the SBE Shareholders other than those required to be excluded pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*. The SBE Meeting is anticipated to take place in late March 2012 and the Circular is expected to be mailed by SBE to the SBE Shareholders in early March 2012, subject to receipt of, among other things, the Exemption Sought.
26. The Arrangement will be a "restructuring transaction" under National Instrument 51-102 Continuous Disclosure Obligations in respect of SBE and therefore would require compliance with Item 14.2 of the Circular Form.

### FINANCIAL STATEMENT AND MD&A DISCLOSURE IN THE CIRCULAR

27. Item 14.2 of the Circular Form requires, among other items, that the Circular contain the disclosure (including financial statements) prescribed under securities legislation and described in the form of prospectus that SilverWillow would be eligible to use immediately prior to the filing and sending of the Circular to SBE Shareholders for a distribution of SilverWillow securities. Therefore, the Circular must contain the disclosure in respect of SilverWillow prescribed by Form 41-101F1 *Information Required in a Prospectus* (the **Prospectus Form**) and by National Instrument 41-101 *General Prospectus Requirements* (**NI 41-101**).
28. Items 8.2(1)(a) and (b) and 8.2(2) of the Prospectus Form require SBE to include the MD&A in the Circular.
29. Item 32.1(b) of the Prospectus Form requires SBE to include certain annual financial statements for the Spin-Off Assets in the Circular, including, in accordance with Items 32.2(1) and 32.3(1) of the Prospectus Form: (i) a statement of comprehensive income, a statement of changes in equity and a statement of cash flows relating to the Spin-Off Assets for each of the financial years ended 31 December 2010, 31 December 2009 and 31 December 2008 and for the nine month periods ended 30 September 2011 and 30 September 2010; (ii) a statement of financial position relating to the Spin-Off Assets as at 31 December 2010 and 31 December 2009 and as at 30 September 2011 and 30 September 2010; (iii) a statement of financial position as at the beginning of the earliest comparative period for which financial statements that are included comply with IFRS; and (iv) an opening IFRS statement of financial position at the date of transition to IFRS (collectively, the **Financial Statements**).
30. Subsection 4.2(1) of NI 41-101 requires that the Financial Statements required to be included in the Circular must be audited in accordance with National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*.

### Alternative Disclosure

31. The Circular will include:
  - (a) an audited statement of financial position of SilverWillow as at 5 January 2012;
  - (b) an audited schedule of exploration and evaluation assets and property and equipment comprised in the SBE Spin-Off Assets as at 30 September 2011, including a breakdown of the material components thereof;
  - (c) a pro forma statement of financial position of SilverWillow as at 30 September 2011, giving effect to the acquisition of the Spin-Off Assets, including a pro forma adjustment for the Teck Spin-Off Assets, as at that date,  
  
(collectively, the **Alternative Financial Statements**);
  - (d) with respect to the oil sands leases comprised in the Spin-Off Assets, detailed disclosure, with the assistance of maps and tables where appropriate, of:
    - (i) the location and nature of the oil sands leases;
    - (ii) a chronology of the history and development of the Spin-Off Assets since 1 January 2008;
    - (iii) a description of any arrangements with counterparties relating to the exploration and evaluation of the oil sands leases;
    - (iv) a summary of drilling conducted to date on the oil sands leases;

## Decisions, Orders and Rulings

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- (v) information about the nature of any preliminary engineering and in situ development planning conducted with respect to the oil sands leases; and
- (vi) a description of any regulatory activities undertaken with respect to the oil sands leases;
- (e) a summary of the report prepared by Sproule Unconventional Limited (Sproule) in accordance with the requirements of NI 51-101 and the policies of the TSX-V in respect of the Audet Lands providing Sproule's independent evaluation of discovered bitumen initially in place effective 30 September 2011;
- (f) disclosure of capital expenditures (including costs that were capitalized or charged to expense when incurred) incurred by SBE with respect to the SBE Spin-Off Assets for the year ended 31 December 2010 and the nine months ended 30 September 2011, in accordance with Item 6.6 of Form 51-101F1 *Statement of Reserves Data and Other Oil and Gas Information*;
- (g) disclosure of the fact there has been no production, gross revenue, royalty expenses, production costs and operating income for the Spin-Off Assets for each of the relevant financial periods;
- (h) disclosure regarding SilverWillow and the Spin-Off Assets that otherwise complies with the Prospectus Form; and
- (i) with respect to the working capital comprised in the Spin-Off Assets, a summary of how the working capital amount to be transferred to SilverWillow will be calculated and the intentions of SilverWillow as to the uses of its working capital for 12 months,

(the items comprising (d) to (i) being referred to collectively as the **Proposed Disclosure**).

32. The Alternative Financial Statements and the Proposed Disclosure will provide full, true and plain disclosure of all material facts relating to the Spin-Off Assets, and will provide information in respect of the Spin-Off Assets that is sufficient to enable an investor to make an informed investment decision regarding the Spin-Off Assets and the Arrangement generally.
33. Disclosure of the Financial Statements and MD&A is not necessary to allow SBE Shareholders to form a reasoned judgement concerning the nature and effect of the Arrangement.

### Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted provided that the Circular includes the Alternative Financial Statements and the Proposed Disclosure.

"Blaine Young"  
Associate Director, Corporate Finance

## 2.1.4 Aastra Technologies Limited

### Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Take-over Bids – Exemption from the proportionate take-up requirements in section 97.2(1) of the Securities Act (Ontario) – Exemption from the extension take-up requirements in section 98.3(4) of the Securities Act (Ontario) – Dutch auction – An issuer conducting an issuer bid under a modified Dutch auction procedure requires relief from the requirements for proportionate take up, and to take up and pay for securities if all terms and conditions are met and the issuer bid is under-subscribed. The issuer is disclosing the maximum dollar amount of shares it will acquire under the bid, and the minimum and maximum amount it will pay for shares tendered; as a result, the potential for confusion is minimal – The issuer will comply with the U.S. regime in connection with the Offer.

### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 97.2(1), 98.3(4), 104(2)(c).  
OSC Rule 62-504, s. 4.2(2).

March 12, 2012

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO  
(the Jurisdiction)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
AASTRA TECHNOLOGIES LIMITED  
(the Filer)**

**DECISION**

### Background

The principal regulator in the Jurisdiction has received an application from the Filer for a decision under the securities legislation of the Jurisdiction of the principal regulator (the **Legislation**) that, in connection with the proposed purchase by the Filer of a portion of its outstanding common shares (the **Shares**) pursuant to an issuer bid (the **Offer**), the Filer be exempt from the following requirements in the Legislation (the **Exemption Sought**):

- (a) to take up and pay for securities deposited pursuant to the Offer proportionately according to the number of securities deposited by each depositing security holder;
- (b) to provide disclosure of the proportionate take-up and payment in the issuer bid circular (the **Circular**); and
- (c) to not extend the Offer if all the terms and conditions of the Offer have been complied with or waived unless the Filer first takes up all Shares deposited and not withdrawn under the Offer.

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

- (a) the Ontario Securities Commission is the principal regulator for this application; and
- (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, Nunavut and the Yukon.

## Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

## Representations

This decision is based on the following facts represented by the Filer:

1. The Filer is a corporation existing under the *Canada Business Corporations Act* and is a reporting issuer in each of the Jurisdictions. The Filer is not on the list of defaulting reporting issuers maintained by the securities regulator in each of the Jurisdictions that maintains such a list.
2. The Filer's principal and registered office is located at 155 Snow Boulevard, Concord, Ontario, Canada, L4K 4N9.
3. The authorized share capital of the Filer consists of an unlimited number of preferred shares and an unlimited number of common shares (the "**Common Shares**"). As of February 21, 2012, 14,031,485 Common Shares and no preferred shares were issued and outstanding.
4. Shen Capital Corporation ("**F. Shen Holdco**"), a private company under the direction and control of Francis N. Shen, is the owner of 1,403,522 Common Shares, representing approximately 10.0% of the issued and outstanding Common Shares.
5. 1615282 Ontario Limited ("**A. Shen Holdco**" and, together with F. Shen Holdco, the "**Shen Holdcos**"), a private company under the direction and control of Anthony P. Shen, is the owner of 427,406 Common Shares, representing approximately 3% of the issued and outstanding Common Shares.
6. The Filer's Common Shares are listed on the Toronto Stock Exchange ("**TSX**") under the symbol "AAH".
7. On February 21, 2012, the closing price of the Common Shares on the TSX was C\$19.94 and on such date the common shares had an aggregate market value of approximately C\$279,787,810 based on such closing price. Based on such closing price, the Common Shares, excluding the Common Shares held by the Shen Holdcos, had an aggregate market value of approximately C\$243,279,106.
8. The Filer made the Offer on February 27, 2012 by way of a modified Dutch auction procedure as follows:
  - (a) The Circular specifies the maximum aggregate purchase price of Common Shares (\$50 million) which the Filer will purchase under the Offer (the **Specified Dollar Amount**);
  - (b) The Circular specifies the range of prices (not less than C\$21.00 and not more than C\$23.00 and in increments of C\$0.20 within that range) within which the Filer is prepared to purchase the Common Shares (the **Price Range**);
  - (c) The Filer will fund the purchase of Common Shares pursuant to the Offer, together with the fees and expenses of the Offer, from available cash on hand;
  - (d) Each holder of Common Shares (collectively the **Shareholders**) wishing to tender to the Offer has the right either to:
    - (i) Specify the lowest price within the Price Range (an **Auction Price**) at which that Shareholder is willing to sell its tendered Common Shares (an **Auction Tender**), or
    - (ii) Elect to tender a number of Common Shares that will allow them to retain the Shareholder's proportionate interest in the Filer following the completion of the Offer (a **Proportionate Tender**);
  - (e) Shareholders may make multiple Auction Tenders but not in respect of the same Common Shares (that is, shareholders may tender different common shares at different prices but cannot tender the same common shares at different prices); Shareholders who make a Proportionate Tender must tender all Common Shares beneficially owned by them to the Offer; Shareholders who make an Auction Tender may not make a Proportionate Tender; Shareholders who make a Proportionate Tender may not make an Auction Tender;

- (f) any Shareholder who owns fewer than 100 Common Shares and tenders all of such Shareholder's Common Shares pursuant to an Auction Tender at or below the Purchase Price will be considered to have made an **Odd-Lot Tender**;
  - (g) the Filer will determine the purchase price payable per Common Share (the **Purchase Price**) based on the Auction Prices and the number of Common Shares specified in valid Auction Tenders; the Purchase Price will be the lowest price that enables the Filer to purchase that number of Common Shares tendered pursuant to valid Auction Tenders having an aggregate purchase price not to exceed an amount (the **Auction Tender Limit Amount**) equal to:
    - (i) the Specified Dollar Amount, less
    - (ii) the product of:
      - A. the Specified Dollar Amount and
      - B. a fraction, the numerator of which is the aggregate number of Common Shares owned by shareholders making valid Proportionate Tenders, and the denominator of which is the aggregate number of Common Shares outstanding at the time of the expiry of the Offer;
  - (h) if the aggregate purchase price for Common Shares validly tendered pursuant to Auction Tenders at Auction Prices at or below the Purchase Price is less than or equal to the Auction Tender Limit Amount, the Filer will purchase all Common Shares so deposited pursuant to Auction Tenders.
  - (i) if the aggregate purchase price for Common Shares validly tendered pursuant to Auction Tenders at Auction Prices at or below the Purchase Price is greater than the Auction Tender Limit Amount, the Filer will purchase a portion of the Common Shares so deposited pursuant to Auction Tenders, determined as follows:
    - (i) the Filer will purchase all such Common Shares tendered by Shareholders pursuant to Odd-Lot Tenders; and
    - (ii) the Filer will purchase on a pro rata basis that portion of such Common Shares having an aggregate purchase price equal to
      - A. the Auction Tender Limit Amount, less
      - B. the aggregate amount paid by the Filer for Common Shares tendered pursuant to Odd-Lot Tenders;
  - (j) the Filer will purchase at the Purchase Price that portion of the common shares owned by Shareholders making valid Proportionate Tenders that results in the tendering Shareholders maintaining their proportionate Share ownership following completion of the Offer;
  - (k) the number of common shares that the Filer will purchase pursuant to the Offer and the aggregate purchase price will vary depending on whether the aggregate purchase price payable in respect of common shares required to be purchased pursuant to Auction Tenders (the **Auction Tender Purchase Amount**) is equal to or less than the Auction Tender Limit Amount. If the Auction Tender Purchase Amount is equal to the Auction Tender Limit Amount, the Filer will purchase common shares for an aggregate purchase price equal to the Specified Dollar Amount; if the Auction Tender Purchase Amount is less than the Auction Tender Limit Amount, the Filer will purchase proportionately fewer common shares, with a proportionately lower aggregate purchase price;
  - (l) all common shares purchased by the Filer pursuant to the Offer (including common shares tendered at Auction Prices below the Purchase Price) will be purchased at the Purchase Price. Shareholders will receive the Purchase Price in cash; all Auction Tenders and Proportionate Tenders will be subject to adjustment to avoid the purchase of fractional common shares; all payments to Shareholders will be subject to deduction of applicable withholding taxes; and
  - (m) all Common Shares tendered at prices above the Purchase Price or otherwise invalidly tendered will be returned to the appropriate Shareholders.
9. The Offer is subject to Regulation 14E (**Regulation 14E**) promulgated under the United States *Securities Exchange Act of 1934*, as amended. 5.24% of the Filer's Common Shares are held by residents in the United States.

10. F. Shen Holdco and A. Shen Holdco (who own approximately 13% of the outstanding Common Shares) have advised the Filer that each of them intends to make a Proportionate Tender.
11. Until expiry of the Offer, all information about the number of Common Shares tendered and the prices at which the Common Shares are tendered will be required to be kept confidential by the depository and the Filer until the Purchase Price has been determined.
12. Shareholders who do not accept the Offer will continue to hold the number of Common Shares owned before the Offer and their proportionate Common Share ownership will increase following completion of the Offer.
13. The Filer may elect to extend the bid in circumstances where the Offer is undersubscribed. Under the Legislation, an issuer may not extend an issuer bid if all the terms and conditions of the issuer bid have been complied with or waived unless the issuer first takes up all the securities deposited and not withdrawn under the issuer bid (the **Extension Take Up Requirement**). Regulation 14E requires an issuer to pay for all equity securities deposited under an issuer bid promptly following the expiry of the bid and, subject to an exception not available in the circumstances described herein, does not permit the bid to be extended after the initial take up of and payment for the securities.
14. The Filer intends to rely on the exemption from the formal valuation requirements applicable to issuer bids under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (**MI 61-101**) set out in subsection 3.4(b) of MI 61-101 (the **Liquid Market Exemption**).
15. There is a "liquid market" for the common shares, as such term is defined in MI 61-101, because:
  - (a) there is a published market for the common shares (**TSX**);
  - (b) during the 12 months before announcement of the issuer bid:
    - (i) the number of outstanding common shares was at all times at least 5,000,000 (excluding common shares beneficially owned, or over which control and direction was exercised, by related parties and securities that were not freely tradeable);
    - (ii) the aggregate trading volume of common shares on TSX was at least 1,000,000 common shares;
    - (iii) there were at least 1,000 trades in the common shares on TSX; and
    - (iv) the aggregate value of the trades in the common shares on TSX was at least C\$15,000,000; and
  - (c) the market value of the common shares on TSX, as determined in accordance with MI 61-101, was at least C\$75,000,000 for February 2012;
16. Based on the facts set forth in paragraph 15 and the maximum number of Common Shares that may be purchased under the Offer, assuming an aggregate purchase price equal to the Specified Dollar Amount, the Filer has determined that there is a liquid market for the Common Shares and that it is reasonable to conclude that, following the completion of the Offer, there will be a market for holders of Common Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time the Offer was announced.
17. The Circular:
  - (a) discloses the mechanics for the take-up of and payment for Common Shares as described in paragraph 8 above;
  - (b) explains that, by tendering Common Shares at the lowest price in the Price Range under an Auction Tender or by tendering common shares under a Proportionate Tender, a Shareholder can reasonably expect that the common shares so tendered will be purchased at the Purchase Price, subject to proration and other terms of the Offer as specified in paragraph 8 above;
  - (c) discloses that the Filer has filed for an exemption from the Extension Take Up Requirement;
  - (d) discloses that each of F. Shen Holdco and A. Shen Holdco has advised that it intends to make a Proportionate Tender;
  - (e) discloses the facts supporting the Filer's reliance on the Liquid Market Exemption; and

- (f) except to the extent exemptive relief is granted pursuant to this Decision, contains the disclosure prescribed by the Legislation for issuer bids.

**Decision**

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Exemption Sought is granted provided that:

- (a) Shares deposited under the Offer and not withdrawn are taken up and paid for, or dealt with, in the manner described in paragraph 8 above;
- (b) The Filer is eligible to rely on the Liquid Market Exemption and complies with the representations in paragraph 15 above; and
- (c) The Filer complies with the requirements of Regulation 14E in respect of the conduct of the Offer.

“James Turner”  
Commissioner  
Ontario Securities Commission

“Mary Condon”  
Commissioner  
Ontario Securities Commission

**2.1.5 Global X Development Corp.**

**Headnote**

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – application for an order that the issuer is not a reporting issuer under applicable securities laws – requested relief granted.

**Applicable Legislative Provisions**

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 1(10)(a)(ii).  
CSA Staff Notice 12-307 Applications for a Decision that an Issuer is not a Reporting Issuer.

**March 12, 2012**

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO AND ALBERTA  
(THE JURISDICTIONS)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
GLOBAL X DEVELOPMENT CORP. (THE FILER)**

**DECISION**

**Background**

The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) that the filer is not a reporting issuer (the Exemptive Relief Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a coordinated review application):

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) the decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

**Interpretation**

Terms defined in National Instrument 14-101 *Definitions* and have the same meaning in this decision, unless otherwise defined.

**Representations**

This decision is based on the following facts represented by the Filers:

1. The Filer was incorporated under the *Business Corporations Act* (British Columbia) on November 20, 2007. The Filer's head office is located at 731 Princess Louise Drive, Ottawa, Ontario, K4A 3E5.
2. The Filer filed a prospectus (the Prospectus) in relation to a proposed initial public offering of common shares (the IPO) with the British Columbia Securities Commission (BCSC), Alberta Securities Commission and OSC on December 8, 2008. The Filer received a receipt for the Prospectus from the OSC, as principal regulator, on December 15, 2008. As a result, the Filer became a reporting issuer in Alberta, British Columbia and Ontario. The Filer never completed its IPO and has provided the notice contemplated by British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* (BCI 11-502) to the BCSC. On February 23, 2012, the Filer received confirmation from the BCSC that it will cease to be a reporting issuer in British Columbia effective March 3, 2012.
3. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total in Canada.
4. None of the Filer's securities are listed, traded or quoted on a marketplace in Canada as defined in National Instrument 21-101 *Marketplace Operation* and the Filer does not intend to have its securities listed, traded or quoted on such a marketplace in Canada.
5. The Filer has no active business and the Filer has no planned business operations or prospects.
6. The Filer has no current intention to seek public financing by way of an offering of securities.
7. The Filer is applying for a decision that it is not a reporting issuer in all of the Jurisdictions.
8. The Filer is not currently in default of any of its obligations as a reporting issuer under the *Securities Act* (Ontario); other than the obligation to file its annual financial statements for the year ended October 31, 2011 and its Management Discussion and Analysis in respect of such financial statements as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certification for such financial statements as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (the Annual Filings).
9. The Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Application For A Decision That An Issuer Is Not A*

*Reporting Issuer* because it is in default of its obligation to file the Annual Filings.

10. The Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the granting of the Requested Relief, provided such relief is granted on or after March 3, 2012.

#### Decision

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

“Paulette L. Kennedy”  
Ontario Securities Commission

“Mary Condon”  
Ontario Securities Commission

#### 2.1.6 Pacific Northern Gas Ltd. – s. 1(10)

##### Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Issuer deemed to no longer be a reporting issuer under securities legislation.

##### Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10).

**Citation:** Pacific Northern Gas Ltd., Re, 2012 ABASC 89

March 9, 2012

Stikeman Elliott LLP  
4300 Bankers Hall West  
888 - 3 Street SW  
Calgary, AB T2P 5C5

**Attention: Keith Chatwin**

Dear Sir:

**Re: Pacific Northern Gas Ltd. (the Applicant) - Application for a decision under the securities legislation of Alberta, Saskatchewan, Manitoba, Ontario, Québec, Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (the Jurisdictions) that the Applicant is not a reporting issuer**

The Applicant has applied to the local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions for a decision under the securities legislation (the **Legislation**) of the Jurisdictions to be deemed to have ceased to be a reporting issuer in the Jurisdictions.

As the Applicant has represented to the Decision Makers that:

- (a) the outstanding securities of the Applicant, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada;
- (b) no securities of the Applicant are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*;
- (c) the Applicant is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer; and

- (d) the Applicant is not in default of any of its obligations under the Legislation as a reporting issuer,

each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met and orders that the Applicant is deemed to have ceased to be a reporting issuer and that the Applicant's status as a reporting issuer is revoked.

"Blaine Young"  
Associate Director, Corporate Finance

## 2.1.7 Mawson Resources Limited

### Headnote

Multilateral Instrument 11-102 Passport System and National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – National Instrument 51-102 Continuous Disclosure Obligations, section 13.1 – An issuer wants relief from the requirement to include prospectus-level disclosure in an information circular to be circulated in connection with an arrangement, reorganization, acquisition or amalgamation – The issuer is gifting to its shareholders shares of a reporting issuer it received as consideration for the sale of certain non-core assets – Shareholders will not be voting on the asset sale – The distribution of the shares is being bundled with a statutory plan of arrangement under which the issuer is spinning out a separate entity – But for a tax benefit to the issuer's shareholders, the issuer could have distributed the shares in a way in which prospectus-level disclosure was not required

### Applicable Legislative Provisions

National Instrument 51-102 Continuous Disclosure Obligations, s. 13.1.  
Form 51-102F5 Information Circular, s. 14.2.

February 23, 201

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
BRITISH COLUMBIA AND ONTARIO  
(the Jurisdictions)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF  
APPLICATIONS IN MULTIPLE JURISDICTIONS**

**AND**

**IN THE MATTER OF  
MAWSON RESOURCES LIMITED  
(the Filer)**

**DECISION**

### Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation) for exemptive relief from the requirement to include prospectus-level disclosure of Tournigan Energy Ltd. (Tournigan) in the information circular to be sent to the Filer's security holders in connection with the Filer's plan of arrangement (the Exemption Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;
- (b) the Filer has provided notice that Section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

### Interpretation

2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

## Representations

- 3 This decision is based on the following facts represented by the Filer:
1. the Filer is a corporation that was incorporated on March 10, 2004 under the BC Act; the head office of the Filer is located in Vancouver, British Columbia;
  2. the Filer has authorized capital consisting of 100,000,000 common shares (Common Shares), of which 51,670,753 were outstanding as at January 18, 2012;
  3. the Filer is a "reporting issuer" within the meaning of applicable securities legislation in British Columbia, Alberta and Ontario;
  4. the Filer's Common Shares are listed on the Toronto Stock Exchange;
  5. the Filer is not in default of securities legislation in any jurisdiction;
  6. Darwin Resources Corp. (Darwin) was incorporated on August 23, 2011; it is a wholly-owned subsidiary of the Filer;
  7. the Filer proposes to carry out a spin-out transaction pursuant to which its Peruvian assets will be spun out into Darwin (the Spin Out); the Spin Out will be carried out under a statutory plan of arrangement (the Arrangement) under section 288 of the *Business Corporations Act* (British Columbia) (the BCBCA); as a result of the Spin Out, each shareholder of Common Shares of the Filer (a Shareholder) will retain its existing pro-rata interest in the Filer and will become a shareholder of Darwin;
  8. prior to the Spin Out, the Filer will carry out an asset sale (the Asset Sale) pursuant to which certain non-core uranium assets (the Assets) will be sold to Tournigan; the Assets represent approximately 4% of the market capitalization of the Filer; as consideration for the Assets, Tournigan will issue to the Filer common shares of Tournigan equal to approximately 20.5% of Tournigan's issued and outstanding share capital (the Tournigan shares);
  9. while the Tournigan shares are held by the Filer, the Filer will not have the right to vote the Tournigan shares;
  10. under the Legislation, the Filer could distribute the Tournigan shares to the Shareholders as a dividend in specie or distribution out of surplus; however, this would cause a tax burden to the Shareholders; instead, the Filer proposes to pass the Tournigan shares onto Shareholders as a gift or bonus (the Tournigan share distribution); the Tournigan share distribution will be bundled with the Spin Out under the Arrangement;
  11. Tournigan is a TSX Venture Exchange listed issuer, reporting in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and the Yukon; to the knowledge of the Filer, Tournigan is not in default of securities legislation in any jurisdiction;
  12. the Filer does not control Tournigan and Tournigan is not a party to the Arrangement;
  13. the Arrangement is subject to, among other things, the favourable vote of 66 2/3% of the Shareholders at a special meeting and approval of the Supreme Court of British Columbia;
  14. the Asset Sale is not subject to Shareholder approval under the Articles of the Filer, the BCBCA, the policies of the TSX or Canadian securities laws; the Asset Sale will occur regardless of whether the Arrangement is approved by the Shareholders;
  15. in advance of the special meeting, the Filer will disseminate an information circular to Shareholders on or around February 29, 2012 (the Circular);
  16. under item 14.2(c) of Form 51-102F5, the Filer is required to include prospectus-level disclosure of the Filer, Darwin and Tournigan in the Circular;
  17. the Filer proposes not to include prospectus-level disclosure of Tournigan in the Circular; the Circular will include all other information required by Form 51-102F5; the Circular will describe the Tournigan share distribution, including background information on the Asset Sale, a description of the Tournigan shares, details of the mechanics of the Tournigan share distribution and a description of Tournigan based on information known by the Filer; and

18. the Circular will direct Shareholders to Tournigan's public disclosure record on SEDAR and, in particular, the following documents of Tournigan: (i) the audited annual financial statements for year ended September 30, 2011; (ii) the management discussion and analysis for the year ended September 30, 2011; (iii) the annual information form for the year ended September 30, 2011 dated January 9, 2012; and (iv) the management information circular for the annual and special meeting of its shareholders to be held on Wednesday, February 29, 2012 containing information as at January 25, 2012.

**Decision**

Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Maker to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemption Sought is granted.

"Martin Eady"  
Martin Eady, CA  
Director, Corporate Finance  
British Columbia Securities Commission

2.2 Orders

2.2.1 Peter Sbaraglia

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
PETER SBARAGLIA

ENDORSEMENT

**Hearing:** January 24, 2012

**Panel:** Christopher Portner – Commissioner

**Appearances:** Peter Sbaraglia – Self-represented  
Jennifer Lynch – for Staff of the Ontario Securities Commission

ENDORSEMENT

[1] This is an Endorsement following a hearing held on January 24, 2012 to consider a motion brought by the respondent, Peter Sbaraglia (“Sbaraglia” or the “Respondent”). In his motion, Sbaraglia requests an order that:

- (a) Staff of the Ontario Securities Commission (“Staff”) separate the documents that are relevant to its investigation of Sbaraglia from the other documents included in Staff’s disclosure;
- (b) Staff provide disclosure of certain documents obtained by RSM Richter Inc. (the “Receiver”), the Court-appointed receiver of all assets, undertakings and properties of Sbaraglia, his wife and his two companies; and
- (c) The timelines for disclosure of documents Staff intends to provide or enter as evidence at the hearing and of witness lists and summaries set out in rules 4.3(1) and 4.5 of the *OSC Rules of Procedure* (2010), 33 O.S.C.B. 8017 (the “Rules”) be abridged and Staff be required to disclose such information as soon as practicable, and in any case, sooner than the required number of days before the commencement of the hearing on the merits (20 days and 10 days, respectively).

[2] I am satisfied, with respect to the first request, that Staff has complied as diligently as appears to be possible with their disclosure obligations to Sbaraglia and I am satisfied with Staff’s explanation that they do not believe that they have burdened the Respondent with excessive disclosure in the sense of a full dump of irrelevant information that would otherwise burden the Respondent to separate “the wheat from chaff” (see *R. v. Stinchcombe*, [1991] 3 S.C.R. 326 at paras. 20 and 29 and *Re Biovail Corp.* (2008), 31 O.S.C.B. 7161 at para. 15). I do not believe that any relief is appropriate or justified in this particular circumstance.

[3] With respect to the second item, the Respondent has deep concerns about information that may be available in the Receiver’s files or possession that could be relevant to his ability to respond to the allegations made against him by the Commission. It also appears that the Respondent has been led to believe by third parties that they may have provided exculpatory information to the Receiver which, for one reason or another, has not yet surfaced. I can understand how deeply this would concern the Respondent if he feels that there is information that would assist him in addressing the allegations against him.

[4] Regrettably, however, I agree with Staff’s position that the Commission does not have the authority to order productions from the Receiver, who is an independent officer of the Court, as Staff has submitted (see Staff’s disclosure obligations pursuant to rule 4.3(2) of the Rules). I do this recognizing the Commission’s limitations of authority, which is not open-ended authority as an adjudicative tribunal. The Commission is not a court, but as counsel for Staff has submitted, the Respondent is not without remedies. The Respondent is not left devoid of any ability to address the very things that concern him the most on this motion.

[5] I am troubled by the third item only in one sense. The Commission has adopted the Rules to have uniform application, and Staff has responsibilities under the *Securities Act*, R.S.O. 1990 c. S.5, as amended and under the Rules to treat all respondents in a similar fashion and on a fair and open basis.

[6] That being said, the Commission is always very mindful of the burdens that are faced by unrepresented respondents, who do not necessarily have the skills, the experience or the resources on which to rely, in analyzing documents which have formed part of Staff's disclosure and the relevance of which to the case that will be made by Staff at the time of the merits hearing they have to anticipate.

[7] I am mindful of Staff's commitment set out in paragraph 49 of their submissions "... to work with the Respondent to provide its hearing briefs and witness statements in advance of the hearing on the merits to allow the Respondent sufficient time to prepare his case". I struggle between that soft commitment from Staff and the Respondent's need for predictability. I balance that against counsel for Staff's comment that any constraint imposed on Staff should, appropriately, be imposed on the Respondent, because each party has to meet the case made by the other party.

[8] I accept Staff's alternative submission to provide Sbaraglia with some modest relief. To provide a little more predictability, and recognizing that the hearing on the merits is approximately six months from this motion hearing, I order that the minimum time requirements under rules 4.3(1) and 4.5 of the Rules be extended by an additional 10 days. I do not view this as unduly burdensome on Staff, which has offered that as an alternative submission to providing no relief to the Respondent. Each party shall therefore deliver copies of all documents that the party intends to produce or enter as evidence at the hearing as soon as is reasonably practicable, and in any case, at least 30 days before the commencement of the hearing on the merits. Each party shall serve every other party and file with the Secretary, a list of the witnesses the party intends to call to testify on the party's behalf at the hearing, at least 20 days before the commencement of the hearing, and, if material matters to which a witness is to testify have not otherwise been disclosed, a party to a proceeding shall provide to the other party a summary of the evidence that the witness is expected to give at the hearing, at least 20 days before the commencement of the hearing.

[9] In making this order, I have weighed the Respondent's need for predictability with his need to maintain flexibility with respect to preparation for the hearing on the merits.

Dated at Toronto this 7th day of March, 2012.

"Christopher Portner"

2.2.2 North Sea Energy Inc. – s. 1(11)(b)

**Headnote**

Subsection 1(11)(b) – Order that the issuer is a reporting issuer for the purposes of Ontario securities law – Issuer already a reporting issuer in Alberta and British Columbia – Issuer's securities listed for trading on the TSX Venture Exchange – Continuous disclosure requirements in Alberta and British Columbia substantially the same as those in Ontario – Issuer has a significant connection to Ontario.

**Statutes Cited**

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(11)(b).

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, CHAPTER S.5, AS AMENDED,  
(the "Act")**

**AND**

**IN THE MATTER OF  
NORTH SEA ENERGY INC.**

**ORDER  
(clause 1(11)(b))**

**UPON** the application of North Sea Energy Inc. (the "**Applicant**") to the Ontario Securities Commission (the "**Commission**") for an order pursuant to clause 1(11)(b) of the Act that, for the purposes of Ontario securities law, the Applicant is a reporting issuer in Ontario;

**AND UPON** considering the application and the recommendation of the staff of the Commission;

**AND UPON** the Applicant representing to the Commission as follows:

1. The Applicant is a company governed by the *Business Corporations Act* (Ontario) (the "**OBCA**").
2. The Applicant was incorporated under the *Business Corporations Act* (Alberta) on July 22, 1999 and was continued under the OBCA on October 7, 2011.
3. The head office of the Applicant is located at 36 Toronto Street, Suite 1170, Toronto, ON M5C 2C5.
4. The authorized capital of the Applicant consists of an unlimited number of common shares and preferred shares, of which 58,531,857 common shares and no preferred shares are issued and outstanding. An aggregate of 625,000 common shares of the Applicant are also reserved for issuance on the exercise of warrants granted by the Applicant. A further aggregate of 11,706,371 common shares of the Applicant are also reserved for issuance on the exercise of stock options granted by the Applicant.
5. The Applicant is a reporting issuer under the *Securities Act* (Alberta) (the "**Alberta Act**") and the *Securities Act* (British Columbia) (the "**BC Act**"). The Applicant's common shares are listed on the TSX Venture Exchange (the "**TSX-V**") and currently trade under the trading symbol "NUK".
6. The Applicant is not currently a reporting issuer or equivalent in any jurisdiction in Canada other than Alberta and British Columbia.
7. The Applicant is not on the list of defaulting reporting issuers maintained pursuant to the Alberta Act and the BC Act and, to the best of its knowledge, is not in default of any requirement of either the Alberta Act or the BC Act or the rules and regulations made thereunder.
8. The Applicant is not in default of any of the rules, regulations or policies of the TSX-V.
9. The continuous disclosure materials filed by the Applicant under the Alberta Act and the BC Act are available on the System for Electronic Document Analysis and Retrieval.

## Decisions, Orders and Rulings

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10. The continuous disclosure requirements of the Alberta Act and the BC Act are substantially the same as the requirements under the Act.
11. Pursuant to the policies of the TSX-V, a listed-issuer, which is not otherwise a reporting issuer in Ontario, must assess whether it has a "significant connection to Ontario" (as defined in the policies of the TSX-V) and, upon becoming aware that it has a significant connection to Ontario, promptly make a bona fide application to the Commission to be deemed a reporting issuer in Ontario.
12. The Applicant has determined that it has a "significant connection to Ontario" as its mind and management are principally located in Toronto, Ontario and registered and beneficial shareholders of the Applicant resident in Ontario beneficially own in excess of 20% of the issued and outstanding shares of the Applicant.
13. Neither the Applicant nor any of its officers, directors, nor, to the knowledge of the Applicant or its directors or officers, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, has:
  - (a) been the subject of any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority;
  - (b) entered into a settlement agreement with a Canadian securities regulatory authority; or
  - (c) been the subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.
14. Neither the Applicant nor any of its officers, directors, nor, to the knowledge of the Applicant or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been subject to:
  - (a) any known or ongoing or concluded investigations by:
    - (i) a Canadian securities regulatory authority; or
    - (ii) a court or regulatory body, other than the Canadian securities regulatory authority, that would be likely to be considered important to a reasonable investor making an investment decision; or
  - (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or the appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
15. Other than set forth below in paragraph 16 of this Order, neither any of the officers or directors of the Applicant, nor, to the knowledge of the Applicant, or its officers and directors, any shareholder holding sufficient securities of the Applicant to affect materially the control of the Applicant, is or has been at the time of such event an officer or director of any other issuer which is or has been subject to:
  - (a) any cease trade order or similar order, or order that denied access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days, within the preceding 10 years; or
  - (b) any bankruptcy or insolvency proceedings, or other proceedings, arrangements or compromises with creditors, or appointment of a receiver, receiver-manager or trustee, within the preceding 10 years.
16. The statement in paragraph 15, is qualified by the following disclosure:
  - (a) Mr. David Antony was a director and officer of Earlyrain Inc. Earlyrain Inc. was subject to a cease trade order from the Alberta Securities Commission and British Columbia Securities Commission for failure to file financial statements. The cease trade order was issued on June 11, 2002 by the British Columbia Securities Commission and on June 21, 2002 by the Alberta Securities Commission. Earlyrain Inc. was dissolved in 2005.
  - (b) In May 2001, the British Columbia Securities Commission issued a cease trade order against Dimensions West Energy Inc. for failure to file comparative financial statements for the financial year ended December 31, 2000, which order was not revoked within 30 days of its issuance. Subsequently, in June 2002, the TSX-V delisted the securities of Dimensions West Energy Inc. for failure to pay sustaining fees. Mr. Ian Lambert was a director of Dimensions West Energy Inc. at that time. In October 2002, the TSX-V suspended the securities of Covik Development Corp. for failing to meet Tier 2 maintenance requirements, which was subsequently reinstated for trading. Mr. Ian Lambert was a director and secretary of Covik Development Corp. at that time.

Finally, on January 23, 2008, the British Columbia Securities Commission issued a cease trade order against Aquarian Gold Corp. (a USA based non-reporting issuer), for failure to file a technical report, which order was not revoked within 30 days of its issuance. Mr. Ian Lambert was a director at that time and resigned from the board of directors of Aquarian Gold Corp in August 2009.

**AND UPON** the Commission being satisfied that granting this Order would not be prejudicial to the public interest;

**IT IS ORDERED** pursuant to clause 1(11)(b) of the Act that the Applicant is a reporting issuer for the purposes of Ontario securities law.

**DATED** at Toronto, this 23rd day of February, 2012.

“Jo-Anne Matear”  
Manager, Corporate Finance  
Ontario Securities Commission

**2.2.3 Energy Syndications Inc. et al. – ss. 127(1), 127(8)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
ENERGY SYNDICATIONS INC.,  
GREEN SYNDICATIONS INC.,  
SYNDICATIONS CANADA INC.,  
LAND SYNDICATIONS INC. AND  
DOUGLAS CHADDOCK**

**TEMPORARY ORDER  
(Subsections 127(1) & 127(8))**

**WHEREAS** on April 1, 2011, the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order (the “Temporary Order”) pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) ordering the following:

1. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities of Energy Syndications Inc. (“Energy”), Syndications Canada Inc. (“Syndications”), Green Syndications Inc. (“Green”) and Land Syndications Inc. (“Land”) shall cease;
2. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Energy, Syndications, Green and Land or their agents or employees shall cease;
3. pursuant to clause 2 of subsection 127(1) and subsection 127(5) of the Act that all trading in any securities by Douglas Chaddock (“Chaddock”) shall cease;
4. pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that the exemptions contained in Ontario securities law do not apply to Energy, Syndications, Green and Land or their agents or employees; and
5. pursuant to clause 3 of subsection 127(1) and subsection 127(5) of the Act that the exemptions contained in Ontario securities law do not apply to Chaddock;

**AND WHEREAS** the Commission ordered that pursuant to subsection 127(6) of the Act, the Temporary Order shall expire on the fifteenth day after its making unless extended by order of the Commission;

**AND WHEREAS** on April 7, 2011, the Commission issued a Notice of Hearing (the “Notice of Hearing”) to consider the extension of the Temporary Order, to be held on April 14, 2011 at 11:00 a.m.;

**AND WHEREAS** Staff of the Commission (“Staff”) served the respondents with copies of the Temporary Order, the Notice of Hearing and Staff’s supporting materials as evidenced by Affidavits of Service filed with the Commission;

**AND WHEREAS** the Commission held a hearing on April 14, 2011 and counsel for Energy, Green, Syndications and Chaddock attended the hearing;

**AND WHEREAS** Staff advised the Panel that it was not seeking to continue the Temporary Order as against Land;

**AND WHEREAS** counsel for Energy, Green, Syndications and Chaddock advised the Panel that they did not oppose the extension of the Temporary Order;

**AND WHEREAS** on April 14, 2011 the Commission ordered that:

1. The Temporary Order is extended until June 24, 2011, or until further order of the Commission;
2. The Temporary Order is not extended against Land; and
3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

**AND WHEREAS** on April 14, 2011 the Commission further ordered that the hearing be adjourned to June 22, 2011 at 10:00 a.m.;

**AND WHEREAS** the Commission held a hearing on June 22, 2011 to consider an extension of the Temporary Order;

**AND WHEREAS** counsel for Energy, Green, Syndications and Chaddock attended the hearing and advised the Panel that they did not oppose the extension of the Temporary Order;

**AND WHEREAS** on June 22, 2011 the Commission ordered that:

1. The Temporary Order is extended until September 9, 2011, or until further order of the Commission;
2. The extension of the Temporary Order does not prohibit Green from engaging in the sale of goods provided that any sales

agreement does not constitute an investment contract, as defined by Ontario securities law; and

3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

**AND WHEREAS** on June 22, 2011 the Commission further ordered that the hearing be adjourned to September 8, 2011 at 11:00 a.m.;

**AND WHEREAS** the Commission held a hearing on September 8, 2011 to consider the extension of the Temporary Order;

**AND WHEREAS** counsel for Energy, Green, Syndications and Chaddock attended the hearing and advised that they did not oppose the extension of the Temporary Order;

**AND WHEREAS** the Panel considered the submissions from Staff and counsel for Energy, Green, Syndications and Chaddock and the Commission is of the opinion that it is in the public interest to make this order;

**AND WHEREAS** on September 8, 2011 the Commission ordered that:

1. The Temporary Order against Energy, Green, Syndications and Chaddock is extended until March 9, 2012 or until further order of the Commission;
2. The extension of the Temporary Order does not prohibit Green from engaging in the sale of goods provided that any sales agreement does not constitute an investment contract, as defined by Ontario securities law; and
3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

**AND WHEREAS** on September 8, 2011 the Commission further ordered that the hearing be adjourned to March 8, 2012 at 10:00 a.m.;

**AND WHEREAS** the Commission held a hearing on March 8, 2012 to consider the extension of the Temporary Order;

**AND WHEREAS** Chaddock attended the hearing on behalf of himself and on behalf of Energy, Green, and Syndications;

**AND WHEREAS** the Panel considered the submissions from Staff and Chaddock and the Commission is of the opinion that it is in the public interest to make this order;

**IT IS HEREBY ORDERED** that:

1. The Temporary Order against Energy, Green, Syndications and Chaddock is extended until April 12, 2012 or until further order of the Commission;
2. The extension of the Temporary Order does not prohibit Green from engaging in the sale of goods provided that any sales agreement does not constitute an investment contract, as defined by Ontario securities law; and
3. The extension of the Temporary Order shall not affect the right of any respondent to apply to the Commission under section 144 of the Act to revoke or vary this order upon five days written notice to Staff of the Commission;

**IT IS FURTHER ORDERED** that the hearing of this matter is adjourned to April 11, 2012 at 11:00 a.m. or on such other date or time as provided by the Secretary's Office and agreed to by the parties.

**DATED** at Toronto this 8th day of March, 2012.

"Christopher Portner"

**2.2.4 Vincent Ciccone and Medra Corp. – Rule 6.7 of the OSC Rules of Procedure**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
VINCENT CICCONE AND MEDRA CORP.**

**ORDER**

**(Pre-Hearing Conference – Rule 6.7 of the Ontario Securities Commission Rules of Procedure)**

**WHEREAS** on October 3, 2011, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), accompanied by a Statement of Allegations dated September 30, 2011 filed by Staff of the Commission (“Staff”) with respect to Vincent Ciccone (“Ciccone”) and Medra Corp. (“Medra”);

**AND WHEREAS** on November 1, 2011, the Commission ordered that the matter be adjourned to a confidential pre-hearing conference to be held on December 16, 2011 at 10:00 a.m.;

**AND WHEREAS** on December 16, 2011, the Commission ordered that this matter be adjourned to a confidential pre-hearing conference to be held on February 1, 2012 at 10:30 a.m.;

**AND WHEREAS** on February 1, 2012, the Commission ordered that this matter be adjourned to a confidential pre-hearing conference to be held on March 7, 2012 at 11:00 a.m.;

**AND WHEREAS** on March 7, 2012, counsel for Staff and counsel for the Respondent, Ciccone appeared before the Commission for the pre-hearing conference and no-one appeared on behalf of Medra;

**AND WHEREAS** on March 7, 2012, counsel for Staff advised the Commission that Staff will provide a list of the documents Staff intend to rely upon on at the hearing on the merits to counsel for Ciccone by May 31, 2012 and counsel for Ciccone will advise Staff if Ciccone seeks to add any documents to that list by June 30, 2012;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to make this Order;

**IT IS HEREBY ORDERED THAT** the hearing on the merits in this matter shall take place on September 5, 2012 at 10:00 a.m., and shall continue on September 6, 7, 10, 12, 13, 14, 19, 20 and 21, 2012, each day commencing at 10:00 a.m.

**DATED** at Toronto this 7th day of March, 2012.

“James E. A. Turner”

**2.2.5 Systematech Solutions Inc. et al. – ss. 127(1), 127(5)**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
SYSTEMATECH SOLUTIONS INC.,  
APRIL VUONG AND HAO QUACH**

**TEMPORARY ORDER  
(Subsections 127(1) & 127(5))**

**WHEREAS** on December 15, 2011, the Ontario Securities Commission (the “Commission”) issued a temporary cease trade order (the “Temporary Order”) pursuant to subsections 127(1) and 127(5) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) with respect to Systematech Solutions Inc., (“Systematech”) April Vuong (“Vuong”), and Hao Quach (“Quach”) (collectively, the “Respondents”), ordering that:

1. pursuant to clause 2 of subsection 127(1) of the Act that all trading in securities by the Respondents shall cease; and,
2. pursuant to clause 2 of subsection 127(1) of the Act that all trading in securities of Systematech shall cease;

**AND WHEREAS** on December 22, 2011, the Commission extended the Temporary Order to January 31, 2012 and adjourned the hearing to consider the extension of the Temporary Order to January 30, 2012;

**AND WHEREAS** on January 30, 2012, the Commission extended the Temporary Order to March 8, 2012 on consent of all the parties and adjourned the hearing to consider the extension of the Temporary Order to March 7, 2012;

**AND WHEREAS** on March 7, 2012, Staff of the Commission (“Staff”) and counsel to the Respondents appeared before the Commission and counsel to the Respondents advised the Commission that the Respondents consent to the extension of the Temporary Order until June 8, 2012;

**AND WHEREAS** the investigation by Staff into alleged violations of the Act by the Respondents is ongoing;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to extend the Temporary Order;

**IT IS HEREBY ORDERED** that the Temporary Order is extended until June 8, 2012;

**IT IS FURTHER ORDERED** that the hearing to consider the extension of the Temporary Order is adjourned until June 7, 2012 at 11:30 a.m. or to such other date or time as set by the Office of the Secretary and agreed to by the parties.

**DATED** at Toronto this 8th day of March, 2012.

“James E. A. Turner”

**2.2.6 David M. O'Brien**

**IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED**

**AND**

**IN THE MATTER OF  
DAVID M. O'BRIEN**

**ORDER**

**WHEREAS** on December 8, 2010, the Secretary of the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing, pursuant to sections 37, 127 and 127.1 of the Ontario *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), for a hearing to commence at the offices of the Commission on December 20, 2010 at 10:30 a.m., or as soon thereafter as the hearing could be held;

**AND WHEREAS** on December 9, 2010, the Respondent (“O'Brien”) was served with the Notice of Hearing and Statement of Allegations dated December 7, 2010;

**AND WHEREAS** the Notice of Hearing provided for the Commission to consider, among other things, whether, in the opinion of the Commission, it is in the public interest, pursuant to section 127 of the Act, to issue temporary orders against O'Brien, as follows:

- (a) O'Brien shall cease trading in any securities for a prescribed period or until the conclusion of the hearing on the merits in this matter;
- (b) O'Brien is prohibited from acquiring securities for a prescribed period or until the conclusion of the hearing on the merits in this matter; and
- (c) any exemptions contained in Ontario securities law do not apply to O'Brien for a prescribed period or until the conclusion of the hearing on the merits in this matter;

**AND WHEREAS** on December 20, 2010, Staff of the Commission (“Staff”) and O'Brien appeared before the Commission and made submissions and O'Brien advised the Commission that he was opposed to Staff's request that temporary orders be issued against him and that he wished to cross-examine Lori Toledano, a member of Staff, on her affidavit;

**AND WHEREAS** on December 20, 2010, the hearing with respect to the issuance of the temporary orders was adjourned until December 23, 2010 at 12:30 p.m.;

**AND WHEREAS** on December 23, 2010, a hearing with respect to the issuance of the temporary orders was held and the panel of the Commission considered the affidavit of Toledano, the cross-examination of Toledano and the submissions made by Staff and O'Brien;

**AND WHEREAS** on December 23, 2010, the Commission issued a temporary cease trade order pursuant to section 127 of the Act ordering that:

- (a) O'Brien shall cease trading in any securities;
  - (b) O'Brien is prohibited from acquiring any securities; and
  - (c) any exemptions contained in Ontario securities law do not apply to O'Brien;
- (the "Temporary Cease Trade Order");

**AND WHEREAS** on December 23, 2010, the Commission ordered that the Temporary Cease Trade Order shall expire on April 1, 2011;

**AND WHEREAS** on December 23, 2010, the Commission ordered that Staff and O'Brien shall consult with the Office of the Secretary and schedule a confidential pre-hearing conference for this matter;

**AND WHEREAS** a confidential pre-hearing conference was scheduled for February 24, 2011;

**AND WHEREAS** at the confidential pre-hearing conference on February 24, 2011, Staff and O'Brien appeared and made submissions regarding the disclosure made by Staff, and Staff requested an extension of the Temporary Cease Trade Order;

**AND WHEREAS** on February 24, 2011, the Commission ordered that:

- a) a hearing to extend the Temporary Cease Trade Order shall take place on March 30, 2011 at 11:30 a.m.;
- b) a motion regarding disclosure shall take place on April 21, 2011 at 10:00 a.m., and in accordance with Rule 3.2 of the *Rules of Procedure* of the Commission, O'Brien shall serve and file a motion record, including any affidavits to be relied upon, by April 11, 2011 at 4:30 p.m.; and
- c) a further confidential pre-hearing conference shall take place on May 30, 2011 at 10:00 a.m.;

**AND WHEREAS** on March 30, 2011, a hearing with respect to the extension of the Temporary Cease Trade Order was held, and the panel of the Commission

considered the evidence filed and the submissions made by Staff and O'Brien;

**AND WHEREAS** on March 30, 2011, the Commission ordered that:

- a) the Temporary Cease Trade Order shall be extended to April 26, 2011; and
- b) a further hearing to extend the Temporary Cease Trade Order shall take place on April 21, 2011 at 10:00 a.m.;

**AND WHEREAS** on April 21, 2011, a hearing with respect to the extension of the Temporary Cease Trade Order was held, and the panel of the Commission considered the evidence filed and the submissions made by Staff and O'Brien;

**AND WHEREAS** on April 21, 2011, the Commission ordered that:

- a) the Temporary Cease Trade Order shall be extended until the conclusion of the hearing of the merits of this matter; and
- b) O'Brien may, if he wishes to do so, apply to the Commission for an order revoking or varying this Order pursuant to section 144 of the Act;

**AND WHEREAS** also on April 21, 2011, O'Brien brought a motion regarding disclosure, wherein he sought an order from the Commission requiring Staff to provide him with all additional disclosure materials without requiring him to execute a further undertaking, and the panel of the Commission considered the evidence filed and the submissions made by Staff and O'Brien;

**AND WHEREAS** on April 21, 2011, the Commission ordered that Staff shall provide further disclosure materials to O'Brien without requiring the signing by him of an undertaking as to the confidentiality of that disclosure. The Commission further ordered that:

- 1) all disclosure materials provided to O'Brien are confidential and may be used by him only for the purpose of making full answer and defence in this proceeding. The use of disclosure materials for any other purpose is strictly prohibited. All disclosure materials provided to O'Brien are subject to the strict confidentiality restrictions imposed by section 16 of the Act;
- 2) O'Brien is also subject to the implied undertaking that all disclosure materials provided to him are subject to the restrictions on use referred to in paragraph (1);

- 3) the Previous Undertaking signed by O'Brien is binding upon him and applies by its terms to all of the disclosure materials provided by Staff to O'Brien, including all disclosure materials provided by Staff to O'Brien in the future; if O'Brien wishes to challenge the validity of the Previous Undertaking he is entitled to bring a motion before the Commission to do so;
- 4) if O'Brien wishes to use the disclosure materials provided by Staff to him for any purpose other than as provided in paragraph (1), he must make an application to the Commission under section 17 of the Act for an order of the Commission consenting to that use;

**AND WHEREAS** at the confidential pre-hearing conference on May 30, 2011, Staff of the Commission and O'Brien appeared and Staff sought to set dates for a hearing on the merits, while O'Brien advised the Commission that he was opposed to Staff's request. The Commission adjourned the hearing to June 20, 2011 at 10:00 a.m., for the purpose of setting the dates for the hearing on the merits;

**AND WHEREAS** at the confidential pre-hearing conference on June 20, 2011, Staff of the Commission and O'Brien appeared and scheduling of the hearing on the merits was discussed and the Commission ordered that:

1. the hearing on the merits is to commence on March 12, 2012 at 10:00 a.m. at the offices of the Commission, and shall continue on March 14, 15, 16, 19, 20, 21, 22, 23, 26, and 28, 2012, or such further or other dates as may be agreed upon by the parties and fixed by the Office of the Secretary; and
2. a further confidential pre-hearing conference shall take place on January 11, 2012 at 10:00 a.m.;

**AND WHEREAS** at the confidential pre-hearing conference on January 11, 2012, Staff of the Commission appeared and Counsel on behalf of O'Brien appeared, who advised the Commission that he had just been appointed to represent O'Brien in this matter;

**AND WHEREAS** Counsel for O'Brien requested that the pre-hearing conference be continued in a few weeks time to permit him to address certain matters that have just been brought to his attention. The Commission ordered that a further confidential pre-hearing conference take place on January 31, 2012 at 3:30 p.m.;

**AND WHEREAS** at the confidential pre-hearing conference on January 31, 2012, Staff and Counsel for O'Brien appeared and Counsel for O'Brien requested an adjournment of the hearing on the merits to permit interim issues to be raised before the Commission. Counsel for O'Brien also requested that the records from both the January 11 and January 31, 2012 confidential pre-hearing conferences be sealed and treated as confidential. The Commission ordered that the hearing dates of March 12, 14, 15, 16, 19, 20, 21, 22, 23, 26, and 28, 2012 be vacated, a further confidential pre-hearing conference take place on March 12, 2012 at 10:00 a.m., and that the records from both the January 11 and January 31, 2012 confidential pre-hearing conferences be sealed and treated as confidential pursuant to subsection 9(1) of the SPPA and Rule 8.1 and subrule 5.2(1) of the *Rules of Procedure* of the Commission;

**AND WHEREAS** at the confidential pre-hearing conference on March 12, 2012, Staff and Counsel for O'Brien appeared and Counsel for O'Brien requested a confidential motion be scheduled to seek an adjournment of the hearing dates;

**AND WHEREAS** the Commission is of the opinion that it is in the public interest to make this order;

**IT IS HEREBY ORDERED THAT:**

1. a confidential motion shall take place on April 18, 2012 at 10:00 a.m.;
2. O'Brien shall serve and file a motion record, including any affidavits to be relied upon, by April 5, 2012 at 4:30 p.m, Staff shall serve and file any responding materials by April 12, 2012, O'Brien shall serve and file a factum by April 13, 2012, and Staff shall file its factum by April 16, 2012;
3. the record from the April 18, 2012 confidential motion shall be sealed and treated as confidential pursuant to subsection 9(1) of the SPPA and Rule 8.1 and subrule 5.2(1) of the *Rules of Procedure* of the Commission; and
4. the record from the March 12, 2012 confidential pre-hearing conference shall be sealed and treated as confidential pursuant to subsection 9(1) of the SPPA and Rule 8.1 and subrule 5.2(1) of the *Rules of Procedure* of the Commission.

**DATED** at Toronto this 12th day of March, 2012.

"Mary G. Condon"

## 2.3 Rulings

### 2.3.1 ABN AMRO Clearing Chicago LLC – s. 38 of the CFA and s. 6.1 of Rule 91-502 Trades in Recognized Options

#### Headnote

Application to the Commission, pursuant to section 38 of the Commodity Futures Act (Ontario) (CFA), for a ruling that the Applicant be exempted from the dealer registration requirement in paragraph 22(1)(a) and the prohibition against trading on non-recognized exchanges in section 33 of the CFA. The Applicant will offer the ability to trade in commodity futures contracts and commodity futures options that trade on exchanges located outside Canada to certain of its clients in Ontario who meet the definition of “permitted client” in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Application to the Director for an exemption, pursuant to section 6.1 of OSC Rule 91-502 Trades in Recognized Options (Rule 91-502), exempting the Applicant and their Representatives from the proficiency requirements in section 3.1 of Rule 91-502 for trades in commodity futures options on exchanges located outside Canada.

#### Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 22, 33, 38.  
Securities Act, R.S.O. 1990, c. S.5, as am.

#### Rules Cited

Ontario Securities Commission Rule 91-502 Trades in Recognized Options, ss. 3.1, 6.1.  
National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, s. 8.18.

**IN THE MATTER OF  
THE COMMODITY FUTURES ACT, R.S.O. 1990, c. C.20, AS AMENDED  
(the CFA)**

**AND**

**IN THE MATTER OF  
THE SECURITIES ACT, R.S.O. 1990, c. S.5, AS AMENDED  
(the OSA)**

**AND**

**IN THE MATTER OF  
ABN AMRO CLEARING CHICAGO LLC**

**RULING & EXEMPTION  
(Section 38 of the CFA and Section 6.1 of Rule 91-502)**

**UPON** the application (the **Application**) of ABN AMRO Clearing Chicago LLC (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for:

- (a) a ruling of the Commission, pursuant to section 38 of the CFA, that the Applicant be exempted from the dealer registration requirements in the CFA (as defined below) and the trading restrictions in the CFA in connection with trades (**Futures Trades**) in Exchange-Traded Futures (as defined below) on exchanges located outside Canada (**Non-Canadian Exchanges**) where the Applicant is acting as principal or agent in such trades to, from or on behalf of Permitted Clients (as defined below); and
- (b) an exemption of the Director, pursuant to section 6.1 of OSC Rule 91-502 *Trades in Recognized Options* (**Rule 91-502**), exempting the Applicant and its salespersons, directors, officers and employees (the **Representatives**) from section 3.1 of Rule 91-502 in connection with Futures Trades;

**AND WHEREAS** for the purposes of this ruling and exemption (the **Decision**):

- (i) “**CFTC**” means the United States Commodity Futures Trading Commission;

“**dealer registration requirements in the CFA**” means the provisions of section 22 of the CFA that prohibit a person or company from trading in Exchange-Traded Futures unless the person or company satisfies the applicable provisions of section 22 of the CFA;

“**Exchange-Traded Futures**” means a commodity futures contract or a commodity futures option that trades on one or more organized exchanges located outside of Canada and cleared through one or more clearing corporations located outside of Canada;

“**FINRA**” means the Financial Industry Regulatory Authority in the United States;

“**NFA**” means the National Futures Association in the United States;

“**Permitted Client**” means a client in Ontario that is a “permitted client” as that term is defined in section 1.1 of National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*;

“**SEC**” means the United States Securities and Exchange Commission;

“**specified affiliate**” has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*; and

“**trading restrictions in the CFA**” means the provisions of section 33 of the CFA that prohibit a person or company from trading in Exchange-Traded Futures unless the person or company satisfies the applicable provisions of section 33 of the CFA; and

- (ii) terms used in the Decision that are defined in the OSA, and not otherwise defined in the Decision or in the CFA, shall have the same meaning as in the OSA, unless the context otherwise requires;

**AND UPON** considering the Application and the recommendation of staff of the Commission;

**AND UPON** the Applicant having represented to the Commission and the Director as follows:

1. The Applicant is a limited liability company organized under the laws of the state of Illinois. Its head office is located at 175 West Jackson Blvd., Suite 400, Chicago, Illinois, 60604, United States of America.
2. The Applicant is part of the global clearing business of ABN AMRO Bank N.V. The Applicant is a wholly-owned subsidiary of ABN AMRO Clearing Bank N.V., which is itself a wholly-owned subsidiary of ABN AMRO Bank N.V.
3. ABN AMRO Clearing Bank N.V. is a leading global securities services provider clearing over 16 million trades per day and covering 85 exchanges worldwide. The Applicant is its headquarters for the Americas.
4. The Applicant is exempt from registration as a dealer under the OSA pursuant to the international dealer exemption in section 8.18 of NI 31-103.
5. The Applicant is a broker-dealer registered with the SEC, a member of FINRA, a futures commission merchant registered with the CFTC and a member of the NFA.
6. The Applicant is also a member of the American Stock Exchange, BATS Y-Exchange, Inc., BATS Z-Exchange, Inc., C2 Options Exchange, Incorporated, Chicago Board Options Exchange, Chicago Stock Exchange, EDGA Exchange, Inc., EDGX Exchange, Inc., International Securities Exchange, NASDAQ OMX BX, Inc., NASDAQ OMX PHLX, Inc., NASDAQ Stock Market, NYSE Arca, Inc., National Stock Exchange and New York Stock Exchange.
7. Pursuant to its registrations and memberships, the Applicant is authorized to handle customer orders and receive and hold customer margin deposits, and otherwise act as a futures broker, in the United States. Rules of the CFTC and NFA require the Applicant to maintain adequate capital levels, make and keep specified types of records relating to customer accounts and transactions, and comply with other forms of customer protection rules including know-your-customer obligations, account opening, suitability, anti-money laundering checks, credit checks, delivery of confirmation statements, clearing deposits and initial and maintenance margins. These rules do not permit the Applicant to treat Permitted Clients materially differently from the Applicant’s U.S. customers with respect to transactions made on U.S. exchanges. With respect to transactions made on U.S. exchanges, in order to protect customers in the event of the insolvency or financial instability of the Applicant, the Applicant is required to ensure that customer securities and monies be separately accounted for, segregated at all times from the securities and monies of the Applicant and custodied exclusively with such banks, trust companies, clearing organizations or other licensed futures brokers and intermediaries as may be approved for such purposes under the U.S. *Commodity Exchange Act*

and the rules promulgated by the CFTC thereunder (the **AACC Approved Depositories**). The Applicant is further required to obtain acknowledgements from any AACC Approved Depository holding customer funds or securities related to U.S.-based transactions or accounts that such funds and securities are to be separately held on behalf of such customers, with no right of set-off against the Applicant's obligations or debts.

8. The Applicant is sophisticated and experienced in this type of trading and is regulated rigorously in the United States. The Applicant is subject to the rules of the CFTC, the NFA, the SEC and FINRA.
9. The Applicant will solicit business in Ontario only from persons who qualify as Permitted Clients.
10. The Applicant will not maintain an office, sales force or physical place of business in Ontario.
11. The Applicant proposes to offer certain of its Permitted Clients the ability to trade in Exchange-Traded Futures through the Applicant.
12. The Applicant will execute and clear Futures Trades on behalf of Permitted Clients in the same manner that it executes and clears trades on behalf of its U.S. clients. The Applicant will follow the same know-your-customer, suitability and segregation of assets procedures that it follows in respect of its U.S. clients. Permitted Clients will be afforded the benefits of compliance by the Applicant with the requirements of the U.S. *Commodities Exchange Act* and the regulations thereunder, and the U.S. *Securities Exchange Act of 1934* and the regulations thereunder. Permitted Clients will have the same contractual rights against the Applicant as U.S. clients of the Applicant.
13. Permitted Clients of the Applicant will only be offered the ability to effect Futures Trades on Non-Canadian Exchanges.
14. The Exchange-Traded Futures to be traded by Permitted Clients will include, but will not be limited to, Exchange-Traded Futures for equity index, interest rate, energy, agricultural and other commodity products.
15. Permitted Clients will be able to execute Futures Trades through the Applicant by contacting the Applicant's global execution desk. Permitted Clients may also be able to self-execute Futures Trades electronically via an independent service vendor and/or other electronic trading routing.
16. The Applicant may execute a client's order on the relevant Non-Canadian Exchange in accordance with the rules and customary practices of the exchange, or engage another broker to assist in the execution of orders. The Applicant will remain responsible for the execution of each such trade.
17. The Applicant may perform both execution and clearing functions for Futures Trades or may direct that a trade executed by it be cleared through a carrying broker if the Applicant is not a member of the Non-Canadian Exchange on which the trade is executed. Alternatively, the Permitted Client will be able to direct that trades executed by the Applicant be cleared through clearing brokers not affiliated with the Applicant in any way (each, a **Non-AACC Clearing Broker**).
18. If the Applicant performs only the execution of a Permitted Client's Exchange-Traded Futures order and "gives up" the transaction for clearance to a Non-AACC Clearing Broker, such clearing broker will also be required to comply with the rules of the exchanges of which it is a member and any relevant regulatory requirements, including requirements under the CFA as applicable. Each such Non-AACC Clearing Broker will represent to the Applicant in a give-up agreement that it will perform its obligations in accordance with applicable laws, governmental, regulatory, self-regulatory, exchange and clearing house rules and the customs and usages of the exchange or clearing house on which the relevant Permitted Client's Exchange-Traded Futures order will be executed and cleared. The Applicant will not enter into a give-up agreement with any Non-AACC Clearing Broker located in the United States unless such clearing broker is registered with the CFTC and/or the SEC, as applicable.
19. As is customary for all Futures Trades, a clearing corporation appointed by the exchange or clearing division of the exchange is substituted as a universal counterparty on all trades in Exchange-Traded Futures and Permitted Client orders are submitted to the exchange in the name of the Non-AACC Clearing Broker or the Applicant or, on exchanges where the Applicant is not a member, in the name of another carrying broker. The Permitted Client is responsible to the Applicant for payment of daily mark-to-market variation margin and/or proper margin to carry open positions and the Applicant, the carrying broker or the Non-AACC Clearing Broker is in turn responsible to the clearing corporation/division for payment.
20. Permitted Clients that direct the Applicant to give up transactions in Exchange-Traded Futures for clearance and settlement by Non-AACC Clearing Brokers will execute the give-up agreements described above.

21. Permitted Clients will pay commissions for trades to the Applicant or the Non-AACC Clearing Broker or such commissions may be shared with the Non-AACC Clearing Broker.
22. The trading restrictions in the CFA apply unless, among other things, an Exchange-Traded Future is traded on a recognized or registered commodity futures exchange and the form of the contract is approved by the Director. To date, no foreign commodity futures exchanges have been recognized or registered under the CFA.
23. If the Applicant is exempted from the dealer registration requirements in the CFA, the Applicant will be precluded from relying upon the statutory exemptions from the trading restrictions in the CFA that the Commission has granted to date.
24. Section 3.1 of Rule 91-502 states that any person who trades as agent in, or gives advice in respect of, a recognized option is required to successfully complete the Canadian Options Course (which has been replaced by the Derivatives Fundamentals Course and the Options Licensing Course).
25. All Representatives who trade options in the United States have passed the futures and options proficiency examination (i.e. the National Commodity Futures Examination (Series 3)) administered by FINRA.

**AND UPON** the Commission and Director being satisfied that it would not be prejudicial to the public interest to grant the order requested;

**IT IS ORDERED** pursuant to section 38 of the CFA that the Applicant be exempted from the dealer registration requirements set out in the CFA and the trading restrictions in the CFA in connection with Futures Trades where the Applicant is acting as principal or agent in such trades to, from or on behalf of Permitted Clients provided that:

- (a) each client effecting Futures Trades is a Permitted Client and, if using a Non-AACC Clearing Broker, has represented and covenanted that the broker is or will be appropriately registered or exempt from registration under the CFA;
- (b) the Applicant only executes Futures Trades for Permitted Clients on exchanges located outside Canada; and
- (c) at the time trading activity is engaged in, the Applicant:
  - (i) has its head office or principal place of business in the United States;
  - (ii) is registered as a futures commission merchant with the CFTC in good standing;
  - (iii) is a member in good standing with the NFA;
  - (iv) engages in the business of a futures commission merchant in Exchange-Traded Futures in the United States;
- (d) the Applicant has provided to the Permitted Client the following disclosure in writing:
  - (i) a statement that the Applicant is not registered in Ontario to trade in Exchange-Traded Futures as principal or agent;
  - (ii) a statement that the Applicant's head office or principal place of business is located in Chicago, Illinois, United States of America;
  - (iii) a statement that all or substantially all of the Applicant's assets may be situated outside of Canada;
  - (iv) a statement that there may be difficulty enforcing legal rights against the Applicant because of the above; and
  - (v) the name and address of the Applicant's agent for service of process in Ontario;
- (e) the Applicant has submitted to the Commission a completed Submission to Jurisdiction and Appointment of Agent for Service in the form attached as Appendix "A" hereto;
- (f) the Applicant notifies the Commission of any regulatory action after the date of this order in respect of the Applicant, or any predecessors or specified affiliates of the Applicant, by completing and filing Appendix "B" hereto with the Commission within 10 days of the commencement of such action;

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- (g) by December 1 of each year, the Applicant notifies the Commission of its continued reliance on the exemption from registration granted pursuant to the Order; and
- (h) this Order shall expire 5 years after the date hereof.

March 9, 2012

"Mary Condon"  
Commissioner  
Ontario Securities Commission

"Paulette Kennedy"  
Commissioner  
Ontario Securities Commission

**IT IS THE DECISION** of the Director, pursuant to section 6.1 of Rule 91-502, that section 3.1 of Rule 91-502 does not apply to the Applicant and its Representatives in respect of Futures Trades, provided that:

- (a) the Applicant and its Representatives maintain their respective registrations with the CFTC and NFA which permit them to trade commodity futures options in the United States; and
- (b) this Decision shall expire 5 years after the date hereof.

March 12, 2012

"Marriane Bridge"  
Deputy Director  
Ontario Securities Commission

APPENDIX "A"

SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE

INTERNATIONAL DEALER OR INTERNATIONAL ADVISER EXEMPTED FROM REGISTRATION UNDER THE  
COMMODITY FUTURES ACT, ONTARIO

1. Name of person or company ("International Firm"):
2. If the International Firm was previously assigned an NRD number as a registered firm or an unregistered exempt international firm, provide the NRD number of the firm:
3. Jurisdiction of incorporation of the International Firm:
4. Head office address of the International Firm:
  
5. The name, e-mail address, phone number and fax number of the International Firm's individual(s) responsible for the supervisory procedure of the International Firm, its chief compliance officer, or equivalent.  
  
Name:  
  
E-mail address:  
  
Phone:  
  
Fax:
6. The International Firm is relying on an exemption order under section 38 or section 80 of the *Commodity Futures Act* (Ontario) that is similar to the following exemption in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (the "Relief Order"):  
  
 Section 8.18 [*international dealer*]  
  
 Section 8.26 [*international adviser*]  
  
 Other [specify]:
7. Name of agent for service of process (the "Agent for Service"):
8. Address for service of process on the Agent for Service:
9. The International Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the International Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defence in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
10. The International Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction in any Proceeding arising out of or related to or concerning the International Firm's activities in the local jurisdiction.
11. Until 6 years after the International Firm ceases to rely on the Relief Order, the International Firm must submit to the regulator
  - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 30th day before the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated; and
  - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 30th day before any change in the name or above address of the Agent for Service.

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12. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the International Firm or authorized signatory)

\_\_\_\_\_  
(Name of signatory)

\_\_\_\_\_  
(Title of signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of \_\_\_\_\_

[Insert name of International Firm] under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(Signature of the Agent for Service or authorized signatory)

\_\_\_\_\_  
(Name of signatory)

\_\_\_\_\_  
(Title of signatory)

This form is to be submitted to the following address:

Ontario Securities Commission  
Suite 1903, Box 55  
20 Queen Street West  
Toronto, ON M5H 3S8  
Attention: Senior Registration Supervisor, Dealer Team  
Telephone: (416) 593-8263  
email: [dleitch@osc.gov.on.ca](mailto:dleitch@osc.gov.on.ca)

**APPENDIX "B"**

**NOTICE OF REGULATORY ACTION**

1. Has the firm, or any predecessors or specified affiliates<sup>1</sup> of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Has any financial services regulator ,securities or derivatives exchange, SRO or similar organization:

	Yes	No
(a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?		
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?		
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?		
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?		
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?		
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?		
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?		

<sup>1</sup> In this Appendix, the term "specified affiliate" has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*.

**Decisions, Orders and Rulings**

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If yes, provide the following information for each action:

Name of Entity	
Type of Action	
Regulator/organization	
Date of action (yyy/mm/dd)	Reason for action
Jurisdiction	

3. Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliate is the subject?

Yes \_\_\_\_\_ No \_\_\_\_\_

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Name of firm
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

***Witness***

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted to the following address:  
Ontario Securities Commission  
Suite 1903, Box 55  
20 Queen Street West  
Toronto, ON M5H 3S8  
Attention: Senior Registration Supervisor, Dealer Team  
Telephone: (416) 593-8263  
email: [dleitch@osc.gov.on.ca](mailto:dleitch@osc.gov.on.ca)

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## Chapter 3

# Reasons: Decisions, Orders and Rulings

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### 3.1 OSC Decisions, Orders and Rulings

#### 3.1.1 Zungui Haixi Corporation et al. – s. 127

IN THE MATTER OF  
THE SECURITIES ACT,  
R.S.O. 1990, c. S.5, AS AMENDED

AND

IN THE MATTER OF  
ZUNGUI HAIXI CORPORATION, YANDA CAI AND FENGYI CAI

ORAL REASONS AND DECISION  
(Section 127 of the Act)

**Hearing:** February 2, 2012

**Oral Reasons and Decision:** February 2, 2012

**Panel:** Christopher Portner – Commissioner and Chair of the Panel

**Appearances:** Johanna Superina – For Staff of the Commission  
Carlo Rossi

No one appeared on behalf of the Respondents, Zungui Haixi Corporation, Yanda Cai and Fengyi Cai.

#### ORAL REASONS AND DECISION

The following text has been prepared for the purposes of publication in the Ontario Securities Commission Bulletin and is based on excerpts of the transcripts of the hearing. The excerpts have been edited and the text has been approved by the Chair of the Panel for the purpose of providing a public record of the decision.

[1] This was a hearing before the Ontario Securities Commission (the “**Commission**”) on February 2, 2012 in relation to a Notice of Hearing issued in connection with a Statement of Allegations filed by Staff of the Commission (“**Staff**”) on November 7, 2011 against Zungui Haixi Corporation (“**Zungui**”), Yanda Cai and Fengyi Cai (collectively, the “**Respondents**”).

[2] I do not view lengthy deliberation on a series of uncontroverted affidavits to be necessary in this matter given the continuous and continuing failure by Zungui to respond in any manner to communications from Staff and the circumstances that preceded those communications involving the interaction of Zungui management and the principal securityholder, Fengyi Cai, with the audit process undertaken by Zungui’s now former auditor, Ernst & Young LLP (“**E&Y**”). The circumstances are deeply troubling and I think it is appropriate that the Commission respond expeditiously without taking the matter under advisement, which I do not think is necessary.

[3] The Panel has before it the uncontroverted affidavit evidence of three former independent directors of Zungui (Affidavit of Elliott Wahle sworn January 25, 2012, Affidavit of Michael Manley sworn January 25, 2012 and Affidavit of Patrick Ryan sworn January 25, 2012), E&Y’s independent audit partner (Affidavit of Hai Ying (Linda) Zhu sworn January 26, 2012), and a senior member of Staff (Affidavit of Peter Cho sworn January 26, 2012). I have read those materials and the attachments with care. I have listened to Staff’s submissions today including submissions on the jurisdiction of the Commission to make orders in this regard (see *Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, [2001] 2 S.C.R. 132 at para. 41, *Re Standard Trustco Ltd.* (1992), 15 O.S.C.B. 4322 at 28 (QL) and *Re Norshield Asset Management (Canada) Ltd.* (2010), 33 O.S.C.B. 2139) and so as to facilitate whatever actions Staff considers appropriate going forward, and in the interest of protecting, to the extent we can, the interests of investors, my findings with respect to Staff’s allegations are as follows:

**Reasons: Decisions, Orders and Rulings**

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- (a) Zungui has failed to maintain an audit committee since at least September 22, 2011, contrary to section 2.1 of National Instrument 52-110 – *Audit Committees* and contrary to the public interest.
- (b) Zungui has failed to file audited annual financial statements on or before the 120th day after the end of its most recently completed financial year, contrary to paragraph 4.2(b)(i) of National Instrument 51-102 – *Continuous Disclosure Obligations* and contrary to the public interest.
- (c) Yanda Cai and Fengyi Cai have authorized, permitted or acquiesced in the commission of the violations by Zungui, as set out in paragraphs (a) and (b) above, contrary to section 129.2 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended and contrary to the public interest.
- (d) Yanda Cai has engaged in conduct contrary to the public interest by imposing limitations on the scope of the audit procedures of Zungui’s auditor, E&Y, during its audit of Zungui’s financial statements for the year ended June 30, 2011.
- (e) Yanda Cai and Fengyi Cai have engaged in conduct contrary to the public interest by failing to cooperate with Zungui’s audit committee and its Special Committee in addressing E&Y’s concerns and in obstructing an independent investigation of those concerns by the Special Committee and by KPMG Forensic, which was hired to assist, notwithstanding their original assurance that they would do so, and by failing to respond to Staff inquiries and to produce documents relevant to the business of Zungui that had been requested by Staff on numerous occasions.
- (f) Zungui has engaged in conduct contrary to the public interest by failing to produce documents required by Staff.

[4] Following the hearing and my reasons and decision on the merits, the parties are to contact the Office of the Secretary to schedule dates for a sanctions hearing in this matter.

Approved by the Chair of the Panel on March 7, 2012.

“Christopher Portner”

## Chapter 4

# Cease Trading Orders

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### 4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke

THERE ARE NO ITEMS FOR THIS WEEK.

### 4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order

THERE ARE NO ITEMS FOR THIS WEEK.

### 4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Pacrim International Capital Inc.	30 Dec 11	11 Jan 12	11 Jan 12		

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## Chapter 7

# Insider Reporting

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This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see [www.carswell.com](http://www.carswell.com)).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website ([www.sedi.ca](http://www.sedi.ca)).



## Chapter 8

# Notice of Exempt Financings

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### REPORTS OF TRADES SUBMITTED ON FORMS 45-106F1 AND 45-501F1

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
02/14/2012	38	Agcapita Farmland Fund III - Units	566,325.00	113,235.00
01/26/2011 to 11/28/2011	4	Alliance Bernstein Global Style Blend (CAD Half-Hedged) Fund - Units	752,589.35	45,619.06
01/04/2011 to 12/23/2011	3	Alliance International Large Cap Fund - Units	2,496,276.16	132,032.61
02/02/2012	1	Avcorp Industries Inc. - Common Shares	54,667.47	1,150,395.00
02/16/2012	1	Bank of Montreal - Notes	5,000,000.00	5,000,000.00
02/15/2012	2	Beacon Securities Limited - Common Shares	1,543,817.60	380.00
12/28/2011	1	Blue Note Mining Inc. - Common Shares	600,000.00	7,500,000.00
02/01/2011	1	BlueGold Global Fund Inc. - Common Shares	99,220,000.00	1,000,000.00
01/01/2011 to 12/31/2011	113	Canadian ABCP Fund LP - Limited Partnership Interest	45,987,238.50	459,872.29
01/01/2011 to 12/31/2011	318	Canadian ABCP Investment Fund - Units	28,986,556.44	257,751.27
02/13/2012	4	Canadian International Minerals Inc. - Common Shares	200,000.00	2,500,000.00
02/20/2012	20	Canasil Resources Inc. - Units	675,000.00	3,000,000.00
12/20/2010 to 01/01/2012	1	CATco Reinsurance Fund Ltd. - Common Shares	18,249,998.22	16,901.74
02/07/2012	36	CBM Asia Development Corp. - Units	2,942,409.00	16,346,714.00
12/23/2011	11	Choice Gold Corp. - Units	750,000.00	2,500,000.00
02/13/2012	1	Claire's Escrow II Corporation - Note	19,992,000.00	1.00
12/31/2011	5	Clevest Solutions Inc. - Common Shares	488,000.00	194,000.00
02/24/2012	15	Cobalt Coal Ltd. - Debentures	1,000,000.00	1,000,000.00
02/06/2012 to 02/07/2012	4	Colwood City Centre Limited Partnership - Notes	150,000.00	150,000.00
02/16/2012	33	Conifex Timber Inc. - Common Shares	28,524,902.00	4,074,986.00
04/01/2011 to 08/01/2011	3	Crestline Offshore Fund, Ltd. - Common Shares	11,459,135.00	116,091.96
07/01/2011 to 10/01/2011	2	Crestline Offshore Recovery Fund II, L.P. - Limited Partnership Interest	13,881,092.02	2.00
02/01/2011	1	Crestline OT Opportunity Fund, L.P. - Limited Partnership Interest	2,110,241.72	1.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
02/01/2011 to 11/01/2011	3	Curvature Fund LP - Limited Partnership Units	4,575,000.00	33,533.10
01/01/2011 to 12/31/2011	100	C.F.G. Heward Canadian Dividend Growth Fund - Units	3,387,450.35	241,780.39
01/01/2011 to 12/31/2011	62	C.F.G. Heward Fund - Units	2,594,600.00	242,764.80
01/31/2011 to 12/30/2011	2	DFC Active Fixed Income Fund - Trust Units	28,852,077.57	2,498,270.11
01/31/2011 to 12/30/2011	3	DFC Core Canadian Equity Fund - Trust Units	10,106,430.51	1,312,825.85
01/31/2011 to 12/30/2011	3	DFC Core U.S. Equity Fund - Trust Units	4,993,844.82	203,301.53
02/28/2011 to 12/30/2011	3	DFC International Specialist Fund - Trust Units	5,478,254.37	130,830.23
01/04/2011 to 12/21/2011	54	Diversified Private Trust - Units	2,594,033.55	213,132.51
02/06/2012	1	Eco-Energy China Group Inc. - Common Shares	35,000.00	70,000.00
01/01/2011 to 03/01/2011	2	Eosphoros Asset Management Fund I, L.P. - Units	5,100,000.00	45,675.66
12/29/2011	7	Fortune Minerals Limited - Flow-Through Shares	950,000.00	1,000,000.00
02/02/2012	3	Frontline Gold Corporation - Flow-Through Shares	19,000.00	200,000.00
02/02/2012	10	Frontline Gold Corporation - Units	331,300.00	4,732,856.00
02/01/2011 to 12/01/2011	32	Galliant Equity Long/Short Fund LP - Units	4,131,554.86	32,487.87
01/31/2012	18	Garda World Security Corporation - Notes	51,000,000.00	2.30
01/01/2011 to 12/31/2011	4	GEM Balanced Pool - Units	1,654,065.90	162,272.28
01/01/2011 to 12/31/2011	4	GEM Canadian Equity Pool - Units	1,181,468.13	112,987.17
01/01/2011 to 12/31/2011	4	GEM Fixed Income Pool - Units	5,363,820.04	514,457.16
01/01/2011 to 12/31/2011	4	GEM Global Equity Pool - Units	616,420.89	74,767.73
01/01/2011 to 12/31/2011	570	GMP Diversified Alpha Fund - Units	97,846,676.15	1,766,885.76
01/06/2011 to 12/31/2011	41	GMPIM Equity Opportunities Class F Fund - Units	13,324,860.24	131,910.42
01/06/2011 to 12/31/2011	66	GMPIM Equity Opportunities Fund - Units	10,272,125.29	104,240.71
12/21/2011	6	Goldeye Explorations Limited - Flow-Through Units	210,000.00	4,200,000.00
02/07/2012	3	Greenway Medical Technologies, Inc. - Common Shares	2,736,250.00	275,000.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
01/01/2011 to 12/31/2011	36	Greystone Balanced Fund - Units	177,335,062.70	10,369,599.03
01/01/2011 to 12/31/2011	54	Greystone Canadian Equity Fund - Units	360,468,316.51	15,478,357.55
01/01/2011 to 12/31/2011	54	Greystone Canadian Fixed Income Fund - Units	142,733,191.47	13,182,789.67
01/01/2011 to 12/31/2011	29	Greystone EAFE Growth Fund - Units	530,134,018.11	66,579,365.96
01/01/2011 to 12/31/2011	41	Greystone EAFE Plus Fund - Units	204,094,178.73	27,073,638.53
01/01/2011 to 12/31/2011	27	Greystone EAFE Quantitative Fund - Units	445,375,198.71	69,772,652.92
01/01/2011 to 12/31/2011	7	Greystone Long Bond Fund - Units	5,557,026.42	523,559.85
01/01/2011 to 12/31/2011	35	Greystone Money Market Fund - Units	1,267,458,164.30	126,745,816.43
01/01/2011 to 12/31/2011	10	Greystone Mortgage Fund - Units	274,820,900.00	25,018,834.16
01/01/2011 to 12/31/2011	19	Greystone Real Estate Fund Inc. - Units	287,462,166.00	3,819,612.69
01/01/2011 to 12/31/2011	2	Greystone Real Return Bond Fund - Units	1,902,960.00	197,053.91
01/01/2011 to 12/31/2011	48	Greystone US Equity Fund - Units	41,333,933.86	3,958,480.05
01/04/2011 to 12/23/2011	83	Growth & Income Diversified Private Trust - Units	8,853,965.93	984,098.01
01/01/2011 to 12/31/2011	19	G.I. Capital Alternative Hedge Strategies - Unit	803,000.02	1.00
01/01/2011 to 12/31/2011	45	G.I. Capital Alternative Income Fund - Unit	2,693,000.14	1.00
02/16/2012	9	HCA Inc. - Notes	36,920,168.20	9.00
02/10/2012	41	Heatherdale Resources Ltd. - Units	3,669,350.30	8,154,111.00
01/04/2011 to 12/30/2011	226	Highstreet Balanced Fund - Units	28,392,876.98	1,919,984.39
01/04/2011 to 12/23/2011	38	Highstreet Canadian Bond Fund - Units	20,184,074.42	1,853,835.64
01/04/2011 to 12/22/2011	105	Highstreet Canadian Equity Fund - Units	24,462,494.07	984,770.73
01/04/2011 to 09/15/2011	14	Highstreet Canadian Growth Fund - Units	740,779.48	57,852.84
01/04/2011 to 12/15/2011	21	Highstreet Canadian Short Term Bond Fund - Units	2,942,772.53	1,802,471.74

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
01/04/2011 to 12/15/2011	17	Highstreet Canadian Small Cap Fund - Units	635,496.06	45,145.54
01/14/2011 to 12/29/2011	30	Highstreet Conservative Balanced Fund - Units	5,356,382.96	511,233.60
01/04/2011 to 12/22/2011	16	Highstreet International Equity Fund A - Units	2,108,820.19	315,748.08
01/05/2011 to 12/23/2011	63	Highstreet Money Market Fund - Units	21,088,997.04	2,108,899.70
01/04/2011 to 12/15/2011	21	Highstreet U.S. Equity Fund - Units	5,691,960.56	736,139.78
02/06/2012 to 02/10/2012	16	IGW Real Estate Investment Trust - Units	1,069,104.98	N/A
01/30/2012	1	Iskander Energy Corp. - Special Warrants	2,000,000.00	1,000,000.00
03/01/2011 to 10/01/2011	5	Jemekk Long/Short Fund L.P. - Limited Partnership Units	1,850,000.00	1,850.00
01/01/2011 to 08/01/2011	6	Jemekk Total Return Fund L.P. - Limited Partnership Units	2,250,000.00	2,250.00
01/04/2012	1	Jourdan Resources Inc. - Common Shares	75,000.00	1,000,000.00
02/15/2012	1	Karmin Exploration Inc. - Common Shares	10,256,850.00	14,865,000.00
12/01/2011	1	King Street Europe, Ltd. - Common Shares	725,406.20	5,546.23
01/06/2011 to 12/01/2011	96	Kinsale High Yield Hedge Fund - Trust Units	13,463,744.25	1,258,311.33
02/01/2011 to 12/01/2011	42	Kinsale High Yield Strategies Fund - Trust Units	9,173,128.66	881,474.15
01/04/2011 to 12/01/2011	98	Kinsale Investment Grade Long Short Fund - Trust Units	12,290,289.00	1,216,576.66
02/01/2011 to 12/01/2011	36	Kinsale Investment Grade Strategies Fund - Trust Units	7,442,789.00	737,276.39
01/04/2011 to 12/30/2011	27	Lincluden Private Trust - Units	2,595,176.85	237,016.48
01/01/2011 to 11/01/2011	15	MacNicol 360 Degree US Realty Fund - Limited Partnership Units	3,261,000.00	31,063.89
01/01/2011 to 05/01/2011	1	MacNicol Absolute Return Fund - Limited Partnership Units	600,000.00	5,721.01
01/01/2011 to 12/01/2011	121	MacNicol Alternative Asset Trust - Trust Units	5,024,491.37	49,843.73
07/01/2011	1	MacNicol Conservative Income Fund - Limited Partnership Units	100,000.00	883.15
01/01/2011 to 10/01/2011	1	MacNicol Emergence Fund - Limited Partnership Units	2,493,000.00	23,193.44
02/01/2011	1	MacNicol Global Opportunities Fund - Limited Partnership Units	150,000.00	11,595.55

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
08/01/2011	1	Magnitude International - Common Shares	9,546,883.00	5,173.00
02/09/2012 to 02/10/2012	9	Maya Or & Argent Inc. - Units	900,000.00	10.00
02/07/2012	1	Medical Properties Trust, Inc. - Common Shares	485,000.00	20,500,000.00
02/06/2012	3	Member-Partners Solar Energy Capital Inc. - Bonds	61,500.00	615.00
01/01/2011 to 12/31/2011	20	MFS Global Equity Fund - Units	431,809,826.99	42,716,289.66
01/01/2011 to 12/31/2011	5	MFS International Equity Fund - Units	123,175,564.18	14,514,013.99
02/03/2012 to 02/08/2012	8	Micromem Technologies Inc. - Common Shares	228,227.00	N/A
02/10/2012 to 02/15/2012	3	Micromem Technologies Inc. - Common Shares	150,000.00	809,525.00
11/01/2011 to 02/01/2012	29	Midnight Sun Mining Corp. - Units	1,000,000.00	5,000,000.00
01/01/2011 to 12/01/2011	4	Millennium International, Ltd. - Common Shares	42,804,256.80	41,916.00
02/14/2012	10	Mira Resources Corp. - Units	4,000,000.00	20,000,000.00
12/21/2011	1	Mistango River Resources Inc. - Flow-Through Units	500,000.00	1,666,666.00
01/01/2011 to 12/31/2011	60	Natcan Canadian Bond Fund - Trust Units	36,427,793.00	414,350.05
01/01/2011 to 12/31/2011	36	Natcan Canadian Equity Fund - Trust Units	47,280,939.00	121,153.84
01/01/2011 to 12/31/2011	1	Natcan Canadian Equity Growth Fund - Trust Units	5,024,241.00	39,065.51
01/01/2011 to 12/31/2011	27	Natcan Global Equity Fund - Trust Units	4,840,413.00	66,356.49
01/01/2011 to 12/31/2011	34	Natcan International Equity Fund - Trust Units	72,013,860.00	107,202.09
01/01/2011 to 12/31/2011	190	Natcan Money Market Fund - Trust Units	2,462,050,480.00	2,462,050.48
01/01/2011 to 12/31/2011	13	Natcan Small Cap Equity Fund - Trust Units	10,132,513.00	8,214.20
01/01/2011 to 12/31/2011	19	Natcan U.S. Equity Index Fund - Trust Units	4,126,511.00	18,047.20
01/31/2012 to 02/07/2012	37	Nebu Resources Inc. - Units	998,989.90	6,659,932.67
02/28/2011	1	Neuberger Berman High Income Fund LLC - Common Shares	44,601,567.27	1,493,357.91
01/01/2011 to 12/31/2011	34	NewGen Mining Fund LP - Units	5,662,685.82	47,787.12

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
01/31/2011 to 12/30/2011	16	Niagara Discovery Fund - Limited Partnership Units	5,967,829.09	316,831.50
03/31/2011 to 12/31/2011	6	Niagara Legacy Class B Fund - Limited Partnership Units	2,906,068.02	92,417.38
02/10/2012	4	Nordex Explosives Ltd. - Common Shares	395,000.00	987,500.00
12/20/2011	39	Noront Resources Ltd. - Flow-Through Shares	3,603,468.00	4,073,800.00
03/01/2011 to 08/01/2011	6	Northern Citadel Mortgage Investment Trust - Trust Units	446,768.98	44,676.90
12/29/2011 to 12/30/2011	12	Nuinsco Resources Limited - Flow-Through Shares	406,604.12	4,517,823.00
12/05/2011	43	NuLegacy Gold Corporation - Units	1,039,875.00	6,932,500.00
01/01/2011 to 12/31/2011	8	One E LP - Limited Partnership Units	1,880,000.00	1,880.00
02/17/2012	23	Oro Mining Limited - Units	7,902,070.00	71,837,000.00
04/01/2011 to 09/01/2011	4	Pershing Square International, Ltd. - Common Shares	15,217,730.00	15,960.00
01/30/2012	134	PetroBakken Energy Ltd. - Notes	895,500,000.00	134.00
01/01/2011 to 12/31/2011	1071	Phillips, Hager & North Absolute Return Fund - Trust Units	94,382,215.00	7,678,744.72
01/01/2011 to 12/31/2011	1	Phillips, Hager & North Enhanced Total Return Bond Fund - Trust Units	17,432,897.87	1,682,929.79
01/01/2011 to 12/31/2011	2	Phillips, Hager & North Foreign Bond Fund - Trust Units	2,154,054.55	1,112,093.88
01/01/2011 to 12/31/2011	1	Phillips, Hager & North High Grade Corporate Bond Fund - Trust Units	231,274.90	123,151.03
01/01/2011 to 12/31/2011	5	Phillips, Hager & North Institutional Gold & Precious Metals Fund - Trust Units	1,975,182.43	203,619.63
01/01/2011 to 12/31/2011	7	Phillips, Hager & North Institutional S.T.I.F. - Trust Units	23,839,347.98	2,383,934.80
01/01/2011 to 12/31/2011	3	Phillips, Hager & North Investment Grade Corporate Bond Trust - Trust Units	8,285,273.55	811,805.22
01/01/2011 to 12/31/2011	43	Phillips, Hager & North Long Bond Pension Trust - Trust Units	2,889,693.91	250,142.20
01/01/2011 to 12/31/2011	1	Phillips, Hager & North Long Corporate Bond Pension Trust - Trust Units	384,538.26	37,355.03
01/01/2011 to 12/31/2011	1	Phillips, Hager & North Long Mortgage Pension Trust - Trust Units	380,809.99	35,017.35
01/01/2011 to 12/31/2011	234	Phillips, Hager & North Mortgage Pension Trust - Trust Units	63,434,047.62	5,918,088.61
01/01/2011 to 12/31/2011	2	Phillips, Hager & North Qube Low Volatility Canadian Equity Fund - Trust Units	1,319,476.22	131,724.77
04/15/2011	16	PowerDisc Development Corporation Ltd. - Units	233,000.00	233,000.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
02/15/2012	10	PureGenesis Technologies Inc. - Notes	732,609.00	N/A
01/12/2011 to 12/01/2011	107	Radiant Fund Corp. - Common Shares	34,773,460.76	348,682.03
02/13/2012	45	Rainbow Resources Inc. - Units	915,200.00	5,993,001.00
02/20/2012	8	RESAAS Services Inc. - Units	294,999.00	196,666.00
02/15/2012	5	Reynolds Group Issuer LLC/ Reynolds Group Issuer Inc./Reynolds Group Issuer (Lexembourg) S.A. - Notes	17,500,000.00	5.00
02/03/2012 to 02/06/2012	4	Ring of Resources Inc. - Units	258,999.95	2,354,545.00
01/31/2012	33	RJK Explorations Ltd. - Common Shares	425,000.00	3,400,000.00
01/31/2012	2	Royal Bank of Canada - Notes	2,110,920.00	20,100.00
12/30/2011	4	Sage Gold Inc. - Flow-Through Units	145,050.00	967,000.00
02/02/2012	8	Salazar Resources Limited - Units	3,000,000.00	6,000,000.00
01/04/2011 to 09/13/2011	2	Sanford C. Bernstein Canadian Value Equity Fund - Units	2,817,752.77	83,586.30
01/11/2011 to 12/30/2011	9	Sanford C. Bernstein Core Plus Bond Fund - Units	8,675,158.00	321,850.00
01/04/2011 to 12/28/2011	6	Sanford C. Bernstein Global Blend Equity Fund - Units	5,447,979.67	288,560.27
01/04/2011 to 12/22/2011	4	Sanford C. Bernstein Global Equity Fund (Tax Exempt) - Units	8,006,576.76	459,490.09
01/18/2011 to 12/19/2011	2	Sanford C. Bernstein Global Strategic Value Fund - Units	29,870,615.03	2,241,761.33
01/04/2011 to 12/29/2011	8	Sanford C. Bernstein International Equity (Cap-Weighted, Unhedged) Fund - Units	12,726,438.32	656,367.56
05/01/2011	1	Scopus Fund Ltd. - Common Shares	3,796,800.00	4,000.00
01/19/2011 to 12/22/2011	6	SLI Bond Pooled Fund - Units	27,188,870.00	255,030.00
01/04/2011 to 12/30/2011	8	SLI Capped Canadian Equity Pooled Fund - Units	36,324,518.00	408,336.00
01/28/2011 to 12/28/2011	2	SLI Conservative Diversified Pooled Fund - Units	3,129,757.00	33,766.00
01/31/2011 to 12/22/2011	6	SLI International Equity Pooled Fund - Units	1,626,805.00	28,363.00
01/05/2011 to 12/22/2011	16	SLI Money Market Pooled Fund - Units	27,155,898.00	270,888.00
01/31/2011 to 12/29/2011	7	SLI US Equity Pooled Fund - Units	7,635,276.00	99,028.00
02/08/2012	15	Sniper Resources Ltd. - Units	341,550.00	2,277,000.00

**Notice of Exempt Financings**

<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
01/01/2011	29	Spartan Multi Strategy Fund Limited Partnership - Units	2,272,438.08	183,983.76
02/01/2011	33	Spartan Multi Strategy Fund Limited Partnership - Units	2,205,096.61	180,630.54
03/01/2011	54	Spartan Multi Strategy Fund Limited Partnership - Units	2,966,185.10	241,897.55
04/01/2011	47	Spartan Multi Strategy Fund Limited Partnership - Units	1,752,304.68	141,660.82
01/01/2011 to 12/31/2011	323	Sprott Absolute Return Income Fund - Trust Units	43,490,730.57	4,106,433.04
01/01/2011 to 12/31/2011	429	Sprott Bull/Bear RSP Fund - Trust Units	18,737,199.23	1,579,203.92
01/01/2011 to 12/31/2011	3	Sprott Hedge Fund LP - Limited Partnership Units	90,395,707.80	1,176,063.85
01/01/2011 to 12/31/2011	536	Sprott Hedge Fund LP II - Limited Partnership Units	114,731,293.88	4,606,952.60
01/01/2011 to 12/31/2011	17	Sprott Opportunities Hedge Fund LP - Limited Partnership Units	1,238,101.37	40,098.66
01/01/2011 to 12/31/2011	11	Sprott Opportunities RSP Fund - Trust Units	305,075.00	18,632.99
01/01/2011 to 12/31/2011	408	Sprott Private Credit Fund LP - Limited Partnership Units	48,542,345.24	4,853,094.30
01/01/2011 to 12/31/2011	92	Sprott Small Cap Hedge Fund - Trust Units	8,366,937.22	507,103.73
12/19/2011	1	St-Georges Platinum and Base Metals Ltd. - Units	170,000.00	1,700,000.00
01/14/2011 to 12/30/2011	134	Steinberg High Yield Fund - Trust Units	14,629,182.13	1,495,009.56
01/14/2011 to 12/30/2011	129	Steinberg Value Equity Fund - Trust Units	4,084,190.53	409,157.11
01/31/2012	50	Strike Graphite Corp. - Units	705,425.00	4,031,000.00
02/08/2012	59	Surmont Energy Ltd. - Common Shares	2,574,375.75	0.00
01/18/2011 to 12/30/2011	22	The Pembroke Canadian Growth Fund - Units	2,079,698.92	186,105.79
01/04/2011 to 12/30/2011	116	The Pembroke Corporate Bond Fund - Units	21,448,756.43	1,773,323.77
08/31/2011 to 11/30/2011	9	The Pembroke Long Short Fund - Units	22,749,783.05	2,094,971.14
01/04/2011 to 12/30/2011	22	The Pembroke U.S. Growth Fund - Units	7,591,189.43	730,976.96
01/01/2011 to 11/01/2011	8	The Tailwind Fund Limited Partnership - Limited Partnership Units	1,553,000.00	1,264.00
08/01/2011 to 11/01/2011	3	Trent River Offshore Ltd. Class B - Common Shares	21,091,340.00	2,120.00
02/08/2012	4	TriAusMin Limited - Common Shares	335,000.00	3,941,117.00

**Notice of Exempt Financings**

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<b>Transaction Date</b>	<b>No of Purchasers</b>	<b>Issuer/Security</b>	<b>Total Purchase Price (\$)</b>	<b>No of Securities Distributed</b>
10/01/2011	2	Tudor Tensor Fund Ltd. - Common Shares	6,918,718.16	7,218.17
02/09/2012	1	UBS AG, Jersey Branch - Note	53,773.68	1.00
02/13/2012	2	WALLBRIDGE MINING COMPANY LIMITED - Common Shares	28,000.00	100,000.00
01/01/2011 to 12/31/2011	17	Walter Scott & Partners Global Fund - Units	434,447,862.95	31,821,987.49
06/01/2011	1	West Face Long Term Opportunities Limited Partnership - Units	500,000.00	500,000.00
01/01/2011 to 12/31/2011	56	WFC Opportunities Trust - Trust Units	9,337,797.38	521,909.00
12/19/2011	7	White Tiger Gold Ltd. - Flow-Through Shares	3,000,000.70	4,109,590.00
01/18/2012 to 01/30/2012	7	White Tiger Gold Ltd. - Units	4,114,500.00	5,275,000.00
01/01/2011 to 04/01/2011	3	Windermere Capital Fund SPC (Breakaway Strategic Resource Segregated Portfolio) - Common Shares	624,610.16	624.61
01/02/2011 to 07/01/2011	9	Windermere Capital Fund SPC (Navigator Segregated Portfolio) - Common Shares	2,050,000.00	2,050.00
02/08/2012	1	Yukon-Nevada Gold Corp. - Warrants	0.00	40,000,000.00

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## Chapter 11

# IPOs, New Issues and Secondary Financings

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**Issuer Name:**

Aylen Capital Inc.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Long Form Non-Offering Prospectus dated  
March 6, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

16,856,632 Common Shares

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

John D. Pennal

Project #1868744

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**Issuer Name:**

Canadian Dividend Opportunity Fund  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Simplified Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 9, 2012

**Offering Price and Description:**

Class A and Class F Units

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

First Asset Investment Management Inc.

Project #1870018

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**Issuer Name:**

Cargojet Inc.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$25,000,000.00 -6.5% Convertible Unsecured  
Subordinated Debentures Price: \$1,000.00 per Debenture

**Underwriter(s) or Distributor(s):**

RBC DOMINION SECURITIES INC.  
CANACCORD GENUITY CORP.  
NATIONAL BANK FINANCIAL INC.  
SCOTIA CAPITAL INC.

**Promoter(s):**

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Project #1869032

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**Issuer Name:**

DeeThree Exploration Ltd.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$15,003,000.00 - 3,334,000 Flow-Through Shares Price:  
\$4.50 per Flow-Through Share

**Underwriter(s) or Distributor(s):**

DUNDEE SECURITIES LTD.  
CASIMIR CAPITAL LTD.  
CORMARK SECURITIES INC.  
MACQUARIE CAPITAL MARKETS CANADA LTD.  
STIFEL NICOLAUS CANADA INC.  
NCP NORTHLAND CAPITAL PARTNERS INC.

**Promoter(s):**

-

Project #1869565

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**Issuer Name:**

Exall Energy Corporation  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated March 13, 2012  
NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

\$20,000,000.00 - 7.75% Convertible Unsecured  
Subordinated Debentures Price: \$1,000.00 per Debenture

**Underwriter(s) or Distributor(s):**

STONECAP SECURITIES INC.  
EMERGING EQUITIES INC.  
ACUMEN CAPITAL FINANCE PARTNERS LIMITED  
DUNDEE SECURITIES LTD.  
RAYMOND JAMES LTD.

**Promoter(s):**

-

Project #1871208

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**Issuer Name:**

Firm Capital Mortgage Investment Corporation  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$18,023,000.00 1,340,000 Common Shares Price: \$13.45  
per Share – and - \$18,000,000 - 5.25% Convertible  
Unsecured Subordinated Debentures due March 31, 2019  
Price: \$1,000 per Debenture

**Underwriter(s) or Distributor(s):**

TD SECURITIES INC.  
DUNDEE SECURITIES LTD.  
NATIONAL BANK FINANCIAL INC.  
DESJARDINS SECURITIES INC.  
MACQUARIE CAPITAL MARKETS CANADA LTD.

**Promoter(s):**

-

**Project #1868975**

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**Issuer Name:**

Gibson Energy Inc.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated March 13, 2012  
NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

\$581,831,087.00 - 28,107,782 Common Shares Price:  
\$20.70 per Common Share

**Underwriter(s) or Distributor(s):**

BMO NESBITT BURNS INC.  
SCOTIA CAPITAL INC.  
CIBC WORLD MARKETS INC.  
TD SECURITIES INC.  
RBC DOMINION SECURITIES INC.  
NATIONAL BANK FINANCIAL INC.  
J.P. MORGAN SECURITIES CANADA INC.  
FIRSTENERGY CAPITAL CORP.

**Promoter(s):**

-

**Project #1871218**

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**Issuer Name:**

ITUNA CAPITAL CORPORATION  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary CPC Prospectus dated March 9, 2012  
NP 11-202 Receipt dated March 12, 2012

**Offering Price and Description:**

\$300,000.00 - 1,500,000 Common Shares Price: \$0.20 per  
Common Share

**Underwriter(s) or Distributor(s):**

Leede Financial Markets Inc.

**Promoter(s):**

Bipin Amratlal Ghelani  
Joseph Robert Martin

**Project #1870363**

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**Issuer Name:**

Leader Energy Services Ltd.  
Principal Regulator - Alberta

**Type and Date:**

Preliminary Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$6,000,400.00 - 8,572,000 Common Shares Price: \$0.70  
per Share

**Underwriter(s) or Distributor(s):**

AltaCorp Capital Inc.

**Promoter(s):**

Rodney Hauser

**Project #1869172**

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**Issuer Name:**

Marengo Mining Limited  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated March 13, 2012  
NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

\$ \* - \* Units Price: \$ \* per Unit

**Underwriter(s) or Distributor(s):**

Paradigm Capital Inc.

**Promoter(s):**

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**Project #1871098**

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**Issuer Name:**

Morneau Shepell Inc.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated March 13, 2012  
NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

\$70,000,000.00 - 5.75% Convertible Unsecured  
Subordinated Debentures Price: \$1,000 per Debenture

**Underwriter(s) or Distributor(s):**

NATIONAL BANK FINANCIAL INC.  
TD SECURITIES INC.  
CIBC WORLD MARKETS INC.  
SCOTIA CAPITAL INC.  
BMO NESBITT BURNS INC.  
GMP SECURITIES L.P.

**Promoter(s):**

-

**Project #1871126**

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**Issuer Name:**

Nautilus Minerals Inc.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Base Shelf Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$400,000,000.00:  
COMMON SHARES  
WARRANTS

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #**1869568

**Issuer Name:**

WB II Acquisition Corp.  
Principal Regulator - Ontario

**Type and Date:**

Preliminary CPC Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$250,000.00 - 2,500,000 Common Shares Price: \$0.10 per  
Common Share

**Underwriter(s) or Distributor(s):**

Macquarie Private Wealth Inc.

**Promoter(s):**

Ronald D. Schmeichel

**Project #**1868922

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**Issuer Name:**

New Zealand Energy Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Preliminary Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$55,200,000.00 - 18,400,000 Common Shares Price: \$3.00  
per Common Share

**Underwriter(s) or Distributor(s):**

CANACCORD GENUITY CORP.  
MACQUARIE CAPITAL MARKETS CANADA LTD.  
MACKIE RESEARCH CAPITAL CORPORATION  
PI FINANCIAL CORP.  
HAYWOOD SECURITIES INC.

**Promoter(s):**

John G. Proust

**Project #**1869003

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**Issuer Name:**

Brigus Gold Corp.  
Principal Regulator - Nova Scotia

**Type and Date:**

Final Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$15,000,500.00 - 15,790,000 Common Shares PRICE:  
\$0.95 per Offered Share

**Underwriter(s) or Distributor(s):**

CORMARK SECURITIES INC.  
HAYWOOD SECURITIES INC.  
BMO NESBITT BURNS INC.  
CASIMIR CAPITAL LTD.  
FRASER MACKENZIE LIMITED

**Promoter(s):**

-

**Project #**1864196

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**Issuer Name:**

Verde Potash Plc  
Principal Regulator - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated March 7, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$25,000,000.00 -3,875,969 ORDINARY SHARES Price:  
\$6.45 PER ORDINARY SHARE

**Underwriter(s) or Distributor(s):**

GMP Securities L.P.  
Mackie Research Capital Corporation

**Promoter(s):**

-

**Project #**1869073

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**Issuer Name:**

Canadian Dollar Cash Management Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated February 28, 2012 to the Simplified  
Prospectus and Annual Information Form dated July 29,  
2011

NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

Corporate Series units @ Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Invesco Canada Ltd.

**Project #**1760657

**Issuer Name:**

Canadian Dollar Cash Management Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated February 28, 2012 to the Simplified Prospectus and Annual Information Form dated July 29, 2011

NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

Institutional Series Units @ Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

-

**Project #1760679**

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**Issuer Name:**

Canadian Dollar Cash Management Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated February 28, 2012 to the Simplified Prospectus and Annual Information Form dated July 29, 2011

NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

The Northern Trust Canada Series units @ Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

Invesco Canada Ltd.

**Project #1760685**

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**Issuer Name:**

EXPLOR RESOURCES INC.  
Principal Regulator - Quebec

**Type and Date:**

Final Short Form Prospectus dated March 9, 2012

NP 11-202 Receipt dated March 12, 2012

**Offering Price and Description:**

\$2,000,000 Minimum Offering and \$11,580,000 Maximum Offering Comprised of:

A Minimum of 1,666,667 Units and a Maximum of 16,666,667 Units \$0.30 per Unit; A Minimum of 4,285,714 Flow-Through Units and a Maximum of 18,800,000 Flow-Through Units

\$0.35 per Flow-Through Unit

**Underwriter(s) or Distributor(s):**

Industrial Alliance Securities Inc.

**Promoter(s):**

-

**Project #1862171**

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**Issuer Name:**

Series A, B, F and X shares of:  
Front Street Canadian Equity Fund  
Front Street Special Opportunities Canadian Fund  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated February 29, 2012 to the Simplified Prospectuses and Annual Information Form dated June 30, 2011

NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

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**Promoter(s):**

Front Street Capital 2004

**Project #1717421, 17506055**

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**Issuer Name:**

Iona Energy Inc  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated March 8, 2012

NP 11-202 Receipt dated March 9, 2012

**Offering Price and Description:**

Minimum Offering: 120,000,000.00 Common Shares at \$0.50 per Common Share (\$60,000,000.00) Maximum Offering: 160,000,000 Common Shares at \$0.50 per Common Share (\$80,000,000)

**Underwriter(s) or Distributor(s):**

CASIMIR CAPITAL LTD.

CLARUS SECURITIES INC.

MACKIE RESEARCH CAPITAL CORPORATION

ALTACORP CAPITAL INC.

NATIONAL BANK FINANCIAL INC.

**Promoter(s):**

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**Project #1864608**

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**Issuer Name:**

Labrador Iron Mines Holdings Limited  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated March 13, 2012  
NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

\$60,950,000.00 - 11,500,000 Common Shares – and -  
\$10,675,000.00 - 1,750,000 Flow-Through Shares

**Underwriter(s) or Distributor(s):**

CANACCORD GENUITY CORP.  
JENNINGS CAPITAL INC.  
OCTAGON CAPITAL CORP.  
RBC DOMINION SECURITIES INC.  
HAYWOOD SECURITIES INC.  
SCOTIA CAPITAL INC.  
PARADIGM CAPITAL INC.  
RAYMOND JAMES LTD.

**Promoter(s):**

-

**Project #1864009**

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**Issuer Name:**

Lydian International Limited  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated March 6, 2012  
NP 11-202 Receipt dated March 7, 2012

**Offering Price and Description:**

\$40,000,000.00 - 15,625,000 Ordinary Shares Price: \$2.56  
per Ordinary Share

**Underwriter(s) or Distributor(s):**

GMP Securities L.P.  
Scotia Capital Inc.

**Promoter(s):**

-

**Project #1863255**

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**Issuer Name:**

Manulife Dollar-Cost Averaging Fund (Advisor Series)  
Manulife Canadian Large Cap Value Class (Advisor Series,  
Series F and Series I)  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated March 5, 2012 to the Simplified  
Prospectuses and Annual Information Form dated August  
19, 2011

NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

-

**Underwriter(s) or Distributor(s):**

Manulife Asset Management Limited  
Elliott & Page Limited

**Promoter(s):**

Manulife Asset Management Limited

**Project #1771558**

**Issuer Name:**

Midas Gold Corp.  
Principal Regulator - British Columbia

**Type and Date:**

Final Short Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 9, 2012

**Offering Price and Description:**

\$40,428,250.00 - 9,085,000 Common Shares on Exercise  
of 9,085,000 Special Warrants Price: \$4.45 per Special  
Warrant

**Underwriter(s) or Distributor(s):**

Haywood Securities Inc.  
Macquarie Capital Markets Canada Ltd.  
BMO Nesbitt Burns Inc.  
RBC Dominion Securities Inc.  
Desjardins Securities Inc.

**Promoter(s):**

Stephen P. Quin  
Vista Gold US, Inc.

**Project #1860998**

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**Issuer Name:**

Northwest Specialty High Yield Bond Fund  
(Series A and Series F Units)  
Principal Regulator - Ontario

**Type and Date:**

Amendment #1 dated February 29, 2012 to the Simplified  
Prospectus and Annual Information Form dated October 3,  
2011

NP 11-202 Receipt dated March 13, 2012

**Offering Price and Description:**

Series A and Series F Units

**Underwriter(s) or Distributor(s):**

Credential Asset Management Inc.  
Credential Asset Management

**Promoter(s):**

Northwest & Ethical Investments L.P.

**Project #1751511, 1793013**

**Issuer Name:**

Pincrest Energy Inc.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$60,125,000 .00 - 18,500,000 Common Shares Price:  
\$3.25 per Common Share

**Underwriter(s) or Distributor(s):**

CANACCORD GENUITY CORP.  
GMP SECURITIES L.P.  
CORMARK SECURITIES INC.  
SCOTIA CAPITAL INC.  
PETERS & CO. LIMITED  
PARADIGM CAPITAL INC.  
DESJARDINS SECURITIES INC.  
DUNDEE SECURITIES LTD.

**Promoter(s):**

-

**Project #1864614**

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**Issuer Name:**

PMI Gold Corporation  
Principal Regulator - British Columbia

**Type and Date:**

Final Short Form Prospectus dated March 9, 2012  
NP 11-202 Receipt dated March 9, 2012

**Offering Price and Description:**

C\$35,000,000.00 - (28,000,000 Common Shares) Price:  
C\$1.25 per Offered Share

**Underwriter(s) or Distributor(s):**

CLARUS SECURITIES INC.  
RBC DOMINION SECURITIES INC.  
GMP SECURITIES L.P.  
RAYMOND JAMES LTD.

**Promoter(s):**

-

**Project #1864160**

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**Issuer Name:**

RESAAS Services Inc.  
Principal Regulator - British Columbia

**Type and Date:**

Final Short Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$1,500,000.00 - 1,000,000 Units at \$1.50 per Unit Price:  
\$1.50 per Unit

**Underwriter(s) or Distributor(s):**

Haywood Securities Inc.

**Promoter(s):**

Cory Brandolini  
Cameron Shippit  
Andrian Barrett

**Project #1861697**

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**Issuer Name:**

SOLUTIONS4CO2 INC.  
Principal Regulator - Ontario

**Type and Date:**

Final Long Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 9, 2012

**Offering Price and Description:**

MINIMUM OF 3,000,000 TRANCHE 3 SPECIAL  
WARRANTS UP TO A MAXIMUM OF 9,047,450  
TRANCHE 3 SPECIAL WARRANTS: 7,580,000 COMMON  
SHARES ISSUABLE ON THE EXERCISE OF 7,580,000  
TRANCHE 1 SPECIAL WARRANTS; 3,075,000 COMMON  
SHARES ISSUABLE ON THE EXERCISE OF 3,075,000  
TRANCHE 2 SPECIAL WARRANTS AND 297,550  
COMMON SHARES ISSUABLE ON THE EXERCISE OF  
297,550 AGENT'S SPECIAL WARRANTS C\$0.20 per  
Special Warrant

**Underwriter(s) or Distributor(s):**

MACQUARIE PRIVATE WEALTH INC.

**Promoter(s):**

Samuel Kanés  
Douglas Kemp-Welch

**Project #1846894**

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**Issuer Name:**

Student Transportation Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final Short Form Prospectus dated March 12, 2012  
NP 11-202 Receipt dated March 12, 2012

**Offering Price and Description:**

\$75,007,500.00 - 10,950,000 Common Shares Price: \$6.85  
per Common Share

**Underwriter(s) or Distributor(s):**

BMO NESBITT BURNS INC.  
RAYMOND JAMES LTD.  
NATIONAL BANK FINANCIAL INC.  
SCOTIA CAPITAL INC.  
STIFEL NICOLAUS CANADA, INC.  
CIBC WORLD MARKETS INC.

**Promoter(s):**

-

**Project #1863406**

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**Issuer Name:**

THE GOODWOOD CAPITAL FUND  
Principal Regulator - Ontario

**Type and Date:**

Final Simplified Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 12, 2012

**Offering Price and Description:**

Mutual Fund Units @ Net Asset Value

**Underwriter(s) or Distributor(s):**

-

**Promoter(s):**

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**Project #1854289**

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**Issuer Name:**

TriOil Resources Ltd.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated March 8, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$31,749,603.00 - 8,943,550 Class A Shares Price: \$3.55  
per Class A Share

**Underwriter(s) or Distributor(s):**

GMP SECURITIES L.P.  
CANACCORD GENUITY CORP.  
DUNDEE SECURITIES LTD.  
HAYWOOD SECURITIES INC.  
ALTACORP CAPITAL INC.

**Promoter(s):**

-

**Project #1866793**

**Issuer Name:**

Rio Novo Gold Inc.  
Principal Jurisdiction - Ontario

**Type and Date:**

Preliminary Short Form Prospectus dated February 14,  
2012

Withdrawn on March 9, 2012

**Offering Price and Description:**

\$20,025,000.00 - 26,700,000 Units Price: \$0.75 per Unit

**Underwriter(s) or Distributor(s):**

CANACCORD GENUITY CORP.  
CLARUS SECURITIES INC.  
DUNDEE SECURITIES LTD.  
GMP SECURITIES L.P.  
UBS SECURITIES CANADA INC.

**Promoter(s):**

-

**Project #1858751**

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**Issuer Name:**

Whitecap Resources Inc.  
Principal Regulator - Alberta

**Type and Date:**

Final Short Form Prospectus dated March 12, 2012  
NP 11-202 Receipt dated March 12, 2012

**Offering Price and Description:**

\$120,008,200.00 - 5,941,000 Units Price: \$20.20 per Unit

**Underwriter(s) or Distributor(s):**

GMP Securities L.P.  
National Bank Financial Inc.  
Macquarie Capital Markets Canada Ltd.  
Dundee Securities Ltd.  
FirstEnergy Capital Corp.  
Cormark Securities Inc.  
Scotia Capital Inc.  
Desjardins Securities Inc.

**Promoter(s):**

-

**Project #1868053**

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**Issuer Name:**

Wildlaw Capital CPC 2 Inc.  
Principal Regulator - Ontario

**Type and Date:**

Final CPC Prospectus dated March 5, 2012  
NP 11-202 Receipt dated March 8, 2012

**Offering Price and Description:**

\$500,000.00 - or 5,000,000 Common Shares Price: \$0.10  
per Common Share

**Underwriter(s) or Distributor(s):**

Macquarie Private Wealth Inc.

**Promoter(s):**

Peter Schriber

**Project #1819848**

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## Chapter 12

# Registrations

### 12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: Infinium Capital Corporation To: Galiam Securities Canada Corp.	Investment Dealer Futures Commission Merchant	March 1, 2012
Change in Registration Category	Vanguard Investments Canada Inc.	From: Commodity Trading Manager, Investment Fund Manager and Portfolio Manager To: Commodity Trading Manager, Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	March 6, 2012
Suspension pursuant to Section 29(1) of the Securities Act	BayPort Capital Corporation	Exempt Market Dealer	March 8, 2012
Change in Registration Category	Caldwell Investment Management Ltd.	From: Portfolio Manager To: Portfolio Manager and Investment Fund Manager	March 9, 2012
Change in Registration Category	Altitude Mutual Fund Limited Partnership	Exempt Market Dealer and Investment Fund Manager To: Exempt Market Dealer, Investment Fund Manager and Portfolio Manager	March 13, 2012

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