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June 30, 2006

Headnote

The first page of this order was replaced on December 13, 2006 to correct a typographical error in the name of the issuer.

Mutual Reliance Review System for Exemptive Relief Applications and Multilateral Instrument 11-101 *Principal Regulator System* - National Instrument 51-102, s. 13.1 - *Continuous Disclosure Obligations* – information circular – An issuer wants relief from the requirement to include prospectus-level disclosure in an information circular to be circulated in connection with an amalgamation – The securities that are being issued will only be outstanding for a short period of time before they are redeemed for cash; finances have been secured to fund the redemption of the securities; other securities will be securities in an issuer that is substantially identical to the pre-amalgamation issuer, with identical terms and conditions as the pre-amalgamation securities

Applicable British Columbia Provisions

National Instrument 51-102 *Continuous Disclosure Obligations*, ss. 9.1 and 13.1, Form 51-102F5 *Information Circular*, Part 14

In the Matter of
the Securities Legislation of
British Columbia and Ontario
(the Jurisdictions)

and

In the Matter of
the Mutual Reliance Review System for Exemptive Relief Applications

and

In the Matter of
Asia Pacific Resources Ltd.
(the Filer)

MRRS Decision Document

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Background

- ¶ 1 The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the Legislation), that the Filer is exempt from the requirement in the Legislation to include prospectus-level disclosure in the Filer's information circular for the special meeting of its securityholders to consider, and if deemed advisable to approve, the amalgamation of the Filer with another company (the Requested Relief).

Application of the Principal Regulator System

- ¶ 2 Under Multilateral Instrument 11-101 *Principal Regulator System* (MI 11-101) and the Mutual Reliance Review System for Exemptive Relief Applications:
- (a) the British Columbia Securities Commission is the principal regulator for the Filer,
 - (b) the Filer is relying on the exemption in Part 3 of MI 11-101 in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, the Northwest Territories, the Yukon Territory and Nunavut, and
 - (c) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

- ¶ 3 Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are otherwise defined in this decision.

Representations

- ¶ 4 This decision is based on the following facts represented by the Filer:
- 1. the Filer's head office is in White Rock, British Columbia;
 - 2. the Filer is a reporting issuer or the equivalent in all provinces and territories of Canada and, to the Filer's knowledge, it is not in default of its obligations as a reporting issuer or the equivalent under the legislation of any province or territory;
 - 3. the Filer is a corporation continued under the *Business Corporations Act* (New Brunswick) (the NBBCA); the Filer is authorized to issue an unlimited number of voting common shares without par value (the Common Shares); the Common Shares are listed under the symbol "APQ-T" on the Toronto Stock Exchange, and certain other exchanges;

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4. the Filer intends to call a meeting of its securityholders (the Meeting) to be held on or about July 31, 2006 to consider, and if deemed advisable to approve, the amalgamation of the Filer with Metro Resources Company Limited (Metro), a wholly-owned direct subsidiary of the Filer, and 623827 N.B. Ltd. (623827), a wholly-owned direct subsidiary of SRMT Holdings Limited (SRMT) (the Amalgamation);
5. the Amalgamation will take place after two cash offers to purchase up to 612,000,000 Common Shares and all of the warrants of the Filer at a price of CAD\$0.1425 per Common Share and CAD\$0.0175 per warrant, which SRMT made to all securityholders of the Filer under a formal offer and take over bid circular dated April 19, 2006 (the Offers); the Offers expired on May 25, 2006;
6. on June 2, 2006, SRMT took up and paid for in cash the 546,767,485 Common Shares and 101,979,730 warrants which had been validly deposited under the Offers; this represented 86% of the outstanding Common Shares and 98% of the outstanding warrants based upon the number of Common Shares and warrants issued and outstanding as at May 25, 2006;
7. Metro is a corporation incorporated under the NBCCA; Metro is not a reporting issuer in any of the provinces or territories of Canada where such status exists;
8. 623827 is a corporation incorporated under the NBCCA; 623827 is not a reporting issuer in any of the provinces or territories of Canada where such status exists; since incorporation, 623827 has not carried on any business;
9. SRMT is a corporation incorporated under the NBCCA and is an indirect, wholly owned subsidiary of Italian-Thai Development Public Company Limited (ITD); SRMT is not a reporting issuer in any of the provinces or territories of Canada where such status exists; SRMT was incorporated solely for the purpose of making the Offers and it conducts no other business;
10. ITD is a company incorporated in the Kingdom of Thailand, headquartered in the city of Bangkok, Thailand; ITD is not a reporting issuer in any of the provinces or territories of Canada where such status exists;
11. under the Amalgamation, Asia Pacific, Metro and 623827 will amalgamate to form Amalco; holders of Common Shares (other than dissenting shareholders, 623827 and SRMT) will receive one redeemable special share in the capital of Amalco (each a Special Share) for each Common Share held immediately

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before the Amalgamation, and SRMT will receive all common shares in the capital of Amalco; no shares in the capital of Amalco will be issued to Metro;

12. immediately following completion of the Amalgamation, each Special Share will be redeemed for CAD\$0.1425 in cash, which is the same consideration paid by SRMT for Common Shares under the Offers;
13. the Amalgamation will constitute a business combination under Ontario Securities Commission Rule 61-501 *Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions* and a going private transaction under AMF Policy Q-27 *Respecting Protection of Minority Securityholders in the Course of Certain Transactions*; as a result of the completion of the Offers, the Amalgamation will constitute a subsequent acquisition transaction, as SRMT will be the sole holder of common shares of Amalco following completion of the Amalgamation;
14. in connection with the Meeting, the Filer expects to mail to each shareholder (i) a notice of the Meeting; (ii) a form of proxy; (iii) an information circular (the Circular); and (iv) a letter of transmittal; the Circular will be prepared in accordance with the NBBCA and applicable securities laws;
15. the consideration paid by Amalco on redemption of the Special Shares will be funded directly or indirectly by SRMT and/or ITD;
16. ITD has advised that it intends to ensure that Amalco will have sufficient funds to pay in full the aggregate redemption price on the redemption of the Special Shares;
17. following completion of the Amalgamation, SRMT intends to de-list the Common Shares from the Toronto Stock Exchange and, subject to applicable securities laws, to cause the Filer to cease to be a reporting issuer under the securities laws of each province and territory of Canada in which it is a reporting issuer;
18. following de-listing of the Common Shares and the termination of the Filer's status as a reporting issuer, SRMT intends to amalgamate with Amalco to form Amalco 2; following completion of this second amalgamation, Amalco 2 will be wholly owned by 682826 N.B. Ltd., an indirect wholly owned subsidiary of ITD.

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Decision

- ¶ 5 The Decision Makers being satisfied that they have jurisdiction to make this decision and that the relevant test under the Legislation has been met, the Requested Relief is granted, provided that the Filer complies with all other provisions of the Legislation applicable to the Circular for the Meeting.

Martin Eady, C.A.
Director, Corporate Finance
British Columbia Securities Commission