

2002 BCSECCOM 406

Headnote

Relief from the requirement to send an information circular by prepaid mail, subject to certain conditions

Exemption Order

Glenex Industries Inc., Peruvian Gold Limited and Stockscope.Com Technologies Inc.

Section 155 of the *Company Act*, R.S.B.C. 1996, c.62

Background

- ¶ 1 Glenex, Peruvian and Stockscope (together, the Companies) applied for an exemption from the requirement to send an information circular to security holders, by prepaid mail, in sections 153 and 154 of the Company Act.

Representations

- ¶ 2 Each of the Companies respectively represents that:
1. it is organized under the laws of the Province of British Columbia;
 2. it is a reporting issuer in the Province of British Columbia and it is up to date with all its filings under the *Securities Act*, R.S.B.C. 1996, c.418, and the Company Act;
 3. for purposes of a proposed plan of arrangement under which the Companies will be amalgamated and then merged into Bradstone Equity Partners, Inc. (the Arrangement), it proposes to call a special or extraordinary meeting of its security holders and mail to its security holders the required notice of meeting, a summary of the Joint Information Circular (the Summary), the form of proxy and a letter of transmittal (the Meeting Materials);
 4. it will file a complete Joint Information Circular with the Commission, and with certain other provincial securities regulators, via SEDAR, and a complete copy of the Joint Information Circular will be made available electronically to security holders on a website created solely for that purpose;

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5. the Summary to be provided to its security holders will contain a succinct and clear outline of the Arrangement, with references to where and how the full text of the Joint Information Circular may be accessed electronically;
6. complete copies of the Joint Information Circular will be mailed, free of charge, to security holders making such request of the Company or its transfer agent;
7. section 153 of the Company Act requires that every form of proxy sent by management of a company to security holders of the company be sent by prepaid mail, and section 154 of the Company Act requires that information circulars sent to security holders of a company whose votes are being solicited, be sent by prepaid mail (together, the Delivery Requirement);
8. the availability of the Joint Information Circular through an Internet website is functionally equivalent to delivering the Joint Information Circular in accordance with the Delivery Requirement because it appropriately addresses the elements of notice, access and non-corruption of documents in the delivery process; and
9. the use of an Internet website will reduce substantially the waste and expense that would be incurred by the Company in printing and mailing the Joint Information Circular to its security holders.

Order

- ¶ 3 Because in the circumstances of this case there is adequate justification for so doing, the Commission orders, under section 155 of the Company Act, that each of the Companies is exempt from the Delivery Requirement, provided that it ensures that in connection with the preparation and mailing of the Meeting Materials for its special or extraordinary general meeting:
1. printed copies of the notice of special or extraordinary meeting, the Summary and form of proxy are delivered to that Company's security holders by mail, which notice states that the Joint Information Circular is available to them electronically or in its printed form;
 2. its security holders are provided with access to the Joint Information Circular
 - (a) electronically, through the website designated in the notice referred to in paragraph 1; or

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- (b) in its printed form, by making request of the Company or its transfer agent, and where such request is made, a printed copy is provided free of charge; and
- 3. the Joint Information Circular available electronically to its security holders is identical in its content to the printed copy of that document.

¶ 4 May 17, 2002

Derek E. Patterson
Acting Director