

# 2012 BCSECCOM 438

November 23, 2012

## **Headnote**

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - Securities Act s. 88 Cease to be a reporting issuer in BC - The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market - The issuer falls within the definition of “closely held reporting issuer” contained in BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* as the securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market

## **Applicable Legislative Provisions**

*Securities Act*, R.S.B.C. 1996, c. 418, s. 88

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

and

In the Matter of  
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of  
Open EC Technologies, Inc.  
(the Filer)

## Decision

## **Background**

- ¶1 The securities regulatory authority or regulator in each of the Jurisdictions (the 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 deemed to have ceased to be a reporting issuer in the Jurisdictions (the Exemptive Relief Sought);

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

## 2012 BCSECCOM 438

- (a) British Columbia 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**

- ¶2 Terms defined in National Instrument 14-101 *Definitions* 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 governed by the Business Corporations Act (British Columbia) with its head office located at 120 Lonsdale Avenue 3rd Floor, North Vancouver, British Columbia V7M 2E8;
  2. the Filer is a reporting issuer in the Jurisdictions;
  3. on October 25, 2012, pursuant to a court-approved plan of arrangement (the Plan of Arrangement) under the Business Corporations Act (British Columbia), the Filer became a wholly-owned subsidiary of QHR Technologies Inc. (QHR) and the former securityholders of the Filer became entitled to receive either cash or common shares of QHR;
  4. pursuant to the Plan of Arrangement, all of the warrants and options of the Filer were exchanged for common shares of QHR;
  5. trading in the common shares of the Filer on the TSX Venture Exchange has been halted since September 7, 2012;
  6. on October 30, 2012, the Filer was delisted from the TSX Venture Exchange;
  7. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
  8. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 -

## 2012 BCSECCOM 438

- Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
9. the Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions of Canada in which it is currently a reporting issuer;
  10. the Filer has no current intention to seek public financing by way of an offering of securities;
  11. the Filer did not voluntarily surrender its status as a reporting issuer in British Columbia pursuant to British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* because it wanted to avoid the 10-day waiting period under that Instrument;
  12. upon granting the Exemptive Relief Sought, the Filer will no longer be a reporting issuer or the equivalent in any jurisdiction of Canada;
  13. the Filer is not eligible to use the simplified procedure under CSA Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* because it is a reporting issuer in British Columbia; and
  14. the Filer is not in default of any of its obligations under the Legislation as a reporting issuer, except for the obligation, that arose after QHR came to be the Filer's sole shareholder pursuant to the Plan of Arrangement, to file its annual financial statements and related management's discussion and analysis for the year ended June 30, 2012, as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certification of such financial statements and management's discussion and analysis as required under National Instrument 52-109 *Certification of Disclosure in Filers' Annual and Interim Filings*.

### Decision

- ¶4 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.

Peter Brady  
Director, Corporate Finance  
British Columbia Securities Commission