

2004 BCSECCOM 174

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief from the requirement that a reporting issuer must send its annual financial statements to securityholders concurrently with filing the statements, subject to conditions

Applicable British Columbia Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 91

IN THE MATTER OF THE SECURITIES LEGISLATION OF ALBERTA, BRITISH COLUMBIA, MANITOBA, NOVA SCOTIA, SASKATCHEWAN AND NEWFOUNDLAND AND LABRADOR

AND

IN THE MATTER OF THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF UTS ENERGY CORPORATION

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, British Columbia, Manitoba, Nova Scotia, Saskatchewan and Newfoundland and Labrador (the “Jurisdictions”) has received an application from UTS Energy Corporation (“UTS”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that the requirement contained in the Legislation for UTS to send to its shareholders its audited annual consolidated financial statements for its fiscal year ending December 31, 2003 (the “Financial Statements”) concurrently with the filing of such Financial Statements as required by the Legislation (the “Concurrent Mailing Requirement”) shall not apply to UTS on the basis below;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the “System”), the Alberta Securities Commission is the principal regulator for this application;

AND WHEREAS, unless otherwise defined, the terms herein have the meaning set out in National Instrument 14-101 Definitions;

AND WHEREAS UTS has represented to the Decision Makers that:

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1. UTS is a corporation continued under the *Canada Business Corporations Act* with its head office located in Calgary, Alberta;
2. The strategic focus of UTS is its interests in the Fort Hills Oil Sands Project (the "Project"). The Project is a joint venture between UTS and TrueNorth Energy L.P. ("TrueNorth") to develop, mine, extract and sell the recoverable clean bitumen from certain oil sands deposits underlying certain bituminous leases owned by UTS and TrueNorth;
3. The common shares of UTS are listed and posted for trading on the Toronto Stock Exchange under the trading symbol "UTS";
4. UTS is a reporting issuer in all provinces of Canada that incorporate such a concept in their legislation;
5. UTS is not in default of any requirements of the applicable securities legislation in any of the provinces in which it is a reporting issuer;
6. UTS proposes to file its Financial Statements and related management's discussion and analysis ("MD&A") after its financial results for the applicable period have been publicly announced, but prior to the time that it will be able to send the Financial Statements and related MD&A to its shareholders;
7. Concurrently with the filing of the Financial Statements, UTS proposes to announce that the Financial Statements have been filed and will be publicly available on the System for Electronic Document Analysis and Retrieval (SEDAR) website (www.sedar.com);
8. UTS proposes to deliver the Financial Statements and MD&A to the shareholders of UTS entitled to receive them concurrently with the mailing of the notice of meeting and management proxy circular for the annual meeting in respect of fiscal 2003 and, in any event, not later than the last date upon which they are required to be filed with the Decision Makers in compliance with the Legislation;

AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each of the Decision Makers (collectively the "Decision");

AND WHEREAS 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;

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THE DECISION of the Decision Makers under the Legislation is that the Concurrent Mailing Requirement shall not apply to UTS in respect of the Financial Statements, provided that:

- (a) UTS issues, concurrently with the filing of the Financial Statements with the Decision Makers, a press release that will:
 - (i) be filed on SEDAR;
 - (ii) include the approximate date on which the Financial Statements will be mailed to the shareholders of UTS who are entitled to receive it; and
 - (iii) state that any of the shareholders of UTS entitled to receive the Financial Statements may, on request to UTS, obtain a copy, and that they will be able to view the Financial Statements on the SEDAR website; and
- (b) UTS sends the Financial Statements to its shareholder entitled to receive them in accordance with the procedures outlined in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* and, in any event, not later than the last date upon which they could have been filed with the Decision Makers in compliance with the Legislation.

DATED at Calgary, Alberta this 10 Day of March, 2004.

Mavis Legg
Manager, Securities Analysis