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### Headnote

Securities Act, s. 91(1) - relief from requirements of BCI 52-509 - An exchangeable share issuer wants an exemption from BC Instrument 52-509 *Audit Committees* - The issuer is an exchangeable share issuer; the issuer is exempt from continuous disclosure requirements provided it files the continuous disclosure of its parent; the parent is subject to US audit committee requirements

### Exemption Order

#### Molson Coors Canada Inc.

#### Section 91(1) of the *Securities Act*, R.S.B.C. 1996, c. 418

### Background

Molson Coors Canada Inc. (the Applicant) applied for an exemption from the requirements of BC Instrument 52-509 *Audit Committees* (BCI 52-509).

### Representations

The Applicant represents that:

1. it is an exchangeable share issuer with its head office located in Toronto, Ontario;
2. it is a reporting issuer or equivalent in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador;
3. it is a wholly-owned subsidiary of Molson Coors Brewing Company (Molson Coors), a Delaware corporation;
4. its exchangeable shares are listed on the Toronto Stock Exchange;
5. its exchangeable shares are exchangeable into common shares of Molson Coors;
6. Molson Coors is a reporting issuer or equivalent in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick, Nova Scotia and Newfoundland and Labrador;
7. the Applicant is permitted to rely on the continuous disclosure of Molson Coors to satisfy continuous disclosure obligations under an MRRS decision of the Canadian securities regulators dated November 29, 2004 (the CD Relief);

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8. Molson Coors is a “US issuer” as defined in National Instrument 71-101 *The Multijurisdictional System* (NI 71-101), and an “SEC foreign issuer” as defined in National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (NI 71-102);
9. Molson Coors satisfies its continuous disclosure obligations under Canadian securities legislation by filing its US disclosure under the applicable exemptions in NI 71-101 and NI 71-102;
10. the Applicant is exempt from the requirements of Multilateral Instrument 52-110 *Audit Committees* in other Canadian jurisdictions under an MRRS decision dated December 17, 2004 and a decision of the Autorité des marchés financiers in Quebec dated June 29, 2005;
11. Molson Coors is subject to audit committee requirements in the US that achieve the same substantive purposes as Canadian audit committee requirements.

### **Order**

Because it is not prejudicial to the public interest, the Commission orders under section 91(1) of the Act that the Applicant is exempt from the requirements of BCI 52-509, provided that:

1. the Applicant and Molson Coors comply with the conditions of the CD Relief:  
and
2. Molson Coors complies with applicable audit committee requirements.

January 24, 2006

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