

**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

September 9, 2013

In the Matter of  
the Securities Legislation of  
Ontario, British Columbia, Alberta, Saskatchewan, Manitoba, Québec, New Brunswick, Nova  
Scotia, Nunavut, Northwest Territories, and Newfoundland and Labrador  
(the Jurisdictions)

and

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

and

In the Matter of Sprott Resource Lending Corp.  
(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) for an order deeming the Filer 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):

- (a) the Ontario Securities Commission 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 was incorporated under the *Canada Business Corporations Act* and has a head office in Toronto, Ontario.
2. The Filer is a reporting issuer in each of the Jurisdictions.
3. The Filer seeks an order that the Filer is not a reporting issuer in all of the Jurisdictions in which it is currently a reporting issuer.
4. Pursuant to a plan of arrangement completed on July 24, 2013, Sprott Inc. (Sprott) acquired all of the issued and outstanding common shares of the Filer (SRLC Shares).
5. The authorized capital of the Filer consists of an unlimited number of SRLC Shares. As of August 15, 2013 there are 146,903,445 SRLC Shares issued and outstanding, all of which are held by Sprott. Other than the SRLC Shares, the Filer has no other securities outstanding, including debt securities and convertible securities.
6. The SRLC Shares were delisted from the Toronto Stock Exchange on July 29, 2013 and from the NYSE MKT on August 5, 2013.
7. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 – *Market Operation*.
8. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by less than 15 security holders in each of the jurisdictions in Canada and less than 51 security holders in total worldwide.
9. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, except for the obligation to file its interim financial statements and related management's discussion and analysis for the period ended June 30, 2013, 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* (the Filings), all of which became due on August 14, 2013. As the Plan of Arrangement resulted in Sprott becoming the only securityholder of the Filer prior to the date on which the Filings were due, the Filings were not prepared nor filed as required under the Legislation.

10. The Filer has no current intention to seek public financing by way of an offering of securities.
11. 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 in default of its obligation to file the Filings and because it is a reporting issuer in British Columbia.
12. Upon the grant of the Exemptive Relief Sought, the Filer will not be a reporting issuer or the equivalent in any jurisdiction of Canada.

**Decision**

- ¶ 4 Each of the Decision Makers is satisfied that the decision meets the test set out in the Legislation for the Decision Makers to make the decision.

The decision of the Decision Makers under the Legislation is that the Exemptive Relief Sought is granted.

*“Deborah Leckman”*  
Commissioner  
Ontario Securities Commission

*“Mary Condon”*  
Vice-Chair  
Ontario Securities Commission