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Headnote

A shareholder that acquired securities under an exemption that are subject to a restricted period wants to resell the securities without a prospectus - Shareholder is acquiring securities under an exemption that are subject to a restricted period; due to the unique circumstances of the shareholder, it would significantly prejudice the shareholder if it was not able to sell the securities until the expiry of the restricted period

Exemption Order

Maya Mountain Gold s. de. R.L.

Section 76 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 Maya Mountain Gold s. de. R.L. applied for an exemption from the requirement to file and obtain receipts for a preliminary prospectus and prospectus in section 61 of the *Securities Act* (the prospectus requirement) for trades by it of common shares of Christopher James Gold Corp. (CJG).

Representations

- ¶ 2 Maya represents that:
1. CJG is a reporting issuer in British Columbia with its common shares listed for trading on the TSX Venture Exchange (TSXV);
 2. Maya is a private Columbian company with three equal shareholders, all of whom have served as president of CJG in the past, and one is currently a director of CJG;
 3. CJG has agreed with Maya to settle its outstanding debt in the amount of \$90,464.00 by issuing to Maya 176,983 common shares at a deemed price of \$0.51 per share (the debt settlement) under the exemption from the prospectus requirement in section 128(e) of the *Securities Rules*, B.C. Reg. 194/97;
 4. CJG's shares currently trade on the TSXV at a price of approximately \$0.23 per share;
 5. the original debt arose as a result of a cash loan from Maya to CJG in 2000 in the amount of \$72,737.00, which was repayable as soon as CJG was in a sufficiently favourable financial position to repay it without jeopardizing ongoing operations;

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6. under Multilateral Instrument 45-102 *Resale of Securities* (MI 45-102), securities issued under the exemption in section 128(e) of the Rules are subject to a four month restricted period;
7. the TSXV has accepted the debt settlement and agreed to waive its four month hold period because
 - (a) the debt has been outstanding since 2000, and
 - (b) the deemed value of the shares is set at a significant premium to the current trading price; and
8. Maya intends to sell the shares received from the debt settlement within the four month restricted period to meet the needs of one of its shareholders who is subject to an advanced medical condition.

Order

- ¶ 3 Because it is not prejudicial to the public interest, the Executive Director orders, under section 76 of the Act, that a trade by Maya of common shares of CJG received by it under the debt settlement is exempt from the prospectus requirement provided that it satisfies the conditions in section 2.6 of MI 45-102.
- ¶ 4 June 1, 2005

Martin Eady, CA
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British Columbia Securities Commission