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December 18, 2008

### **Headnote**

Multilateral Instrument 11-102 *Passport System* and National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* – National Instrument 51-102, s. 13.1 *Continuous Disclosure Obligations* - National Instrument 52-109, s. 4.5 *Certification of Disclosure in Issuer’s Annual and Interim Filings* - National Instrument 52-110, s. 8.1 *Audit Committees* - National Instrument 58-101, s. 3.1 *Disclosure of Corporate Governance Practices* – General – An issuer wants relief from the requirement in s. 1.1 definition of “venture issuer”, that a reporting issuer not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc, in order to list on the Risk Capital Segment of the Lima Stock Exchange in Peru - A venture issuer with common shares listed on the TSXV wants to list on an exchange that does not meet the requirements of the definition of a venture issuer; the relevant exchange is a junior market that has similar requirements as the TSXV; the exchange requires the issuer to comply with TSXV requirements in order to acquire and maintain listing on that exchange; to remain a venture issuer, the issuer must continue to have its common shares listed on the TSXV and the exchange must remain a junior market

### **Applicable British Columbia Provisions**

National Instrument 51-102, ss. 1.1 and 13.1

National Instrument 52-109 ss. 1.1 and 4.5

National Instrument 52-110 ss. 1.1 and 8.1

National Instrument 58-101 ss. 1.1 and 3.1

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

and

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

and

In the Matter of

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Bear Creek Mining Corporation  
Rio Cristal Zinc Corporation  
(the Filers)

### Decision

#### **Background**

- ¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the Legislation) for relief from the requirement in the definition of “venture issuer” in section 1.1 of each of National Instrument 51-102 *Continuous Disclosure Obligations*, National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings*, National Instrument 52-110 *Audit Committees* and National Instrument 58-101 *Disclosure of Corporate Governance Practices*, that a reporting issuer not, at the relevant time, have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc (the Exemption Sought).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application,
- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan and Manitoba, and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

#### **Interpretation**

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

In this decision,

“BCM” means Bear Creek Mining Corporation;

“Rio Cristal” means Rio Cristal Zinc Corporation;

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“Exchange” means the Risk Capital Segment of the Lima Stock Exchange (Segmento de Capital de Riesgo de la Bolsa de Valores de Lima) in Peru; and

“TSXV” means the TSX Venture Exchange.

### **Representations**

¶ 3 This decision is based on the following facts represented by the Filers:

1. BCM is a corporation governed by the *Business Corporations Act* (British Columbia); the registered and head office of BCM is located in Vancouver, British Columbia; BCM's common shares are listed on the TSXV under the symbol “BCM”;
2. BCM is a mineral exploration company; its principal mineral exploration properties are the Corani and Santa Ana projects in Peru;
3. BCM is a reporting issuer in British Columbia, Alberta, Manitoba, Saskatchewan and Ontario; based on a review of the reporting issuer lists maintained on the web sites of the securities regulatory authorities in the provinces of Canada in which BCM is a reporting issuer, BCM is not in default of any of the requirements of the applicable securities legislation in any of the jurisdictions where it is a reporting issuer;
4. Rio Cristal is a corporation governed by the *Business Corporations Act* (British Columbia); the registered and head office of Rio Cristal is located in Vancouver, British Columbia; Rio Cristal's common shares are listed on the TSXV under the symbol “RCZ”;
5. Rio Cristal is a mineral exploration company; its principal mineral exploration property is the Charlotte Bongara claim block located in northern Peru;
6. Rio Cristal is a reporting issuer in British Columbia, Alberta and Ontario; based on a review of the reporting issuer lists maintained on the web sites of the securities regulatory authorities in the provinces of Canada in which Rio Cristal is a reporting issuer, Rio Cristal is not in default of any of the requirements of the applicable securities legislation in any of the jurisdictions where it is a reporting issuer;
7. Each of the Filers is in the process of seeking a listing on the Exchange and believes that a listing on the Exchange will provide beneficial exposure to the Peruvian investment community and will facilitate the progression of its exploration projects under the Peruvian mining regime;

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8. the Exchange is a junior market;
9. the Exchange is similar to the TSXV in terms of its requirements as the requirements of the Exchange were modelled after those of the TSXV;
10. the Exchange requires the Filers to comply with TSXV requirements in order to continue to be listed on the Exchange; the Exchange also requires that the Filers file with the Exchange Spanish translated copies of all public disclosure documents filed with Canadian securities regulators; and
11. the information the Filers have provided about the Exchange (and its status as a junior market) for the purposes of review by capital markets staff of the British Columbia Securities Commission, is accurate as at the date of this decision.

### **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 Exemption Sought is granted provided that:

- (a) the Exchange is not restructured in a manner that makes it unreasonable to conclude that it is still a junior market;
- (b) the Representations listed in sections 8 through 11 above continue to be true;
- (c) in respect of each Filer, that it continues to have its common shares listed on the TSXV;
- (d) in respect of each Filer, it does not have any of its securities listed or quoted on any of the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Exchange, the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc; and

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- (e) the effective date of the exemption granted under this decision as it applies to the definition of “venture issuer” contained in section 1.1 of National Instrument 52-109 *Certification of Disclosure in Issuer's Annual and Interim Filings*, shall be the effective date of that instrument, being December 15, 2008.

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