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Headnote

An applicant wants to keep an application and order confidential for an additional limited amount of time after the order is granted - The record provides intimate financial, personal or other information; the disclosure of the information before a specific transaction continues to be detrimental to the person affected; the information will be made available after a specific date

Exemption Order

Jinshan Gold Mines Inc.
(the Filer)

Section 169 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 On December 22, 2009, the Filer received from the British Columbia Securities Commission:
- (a) an order under Sections 48 and 76 of the *Securities Act*, R.S.B.C. 1996, c. 418 (Act) exempting the Filer from the requirements of Sections 34 and 61 of the Act for the issuance of common shares in its capital (Common Shares) under a global offering (HK Global Offering) consisting of a public offering in Hong Kong and a distribution to qualified institutional buyers under local prospectus and registration exemptions including accredited investors in Canada, all in reliance on a Hong Kong prospectus (HK Prospectus) and an international offering circular which incorporates the information in the HK Prospectus (but excluding information which is customarily included only in the HK Prospectus);
 - (b) an order under Section 76 of the Act exempting the Filer from the requirements of Section 61 of the Act for the first trade by a holder of Common Shares purchased in the HK Global Offering; and
 - (c) a decision that the order and the accompanying application made by the Filer be kept confidential until the earlier of:
 - (i) the date of posting on a web site of the Stock Exchange of Hong Kong Limited (HKSE) of a Web Proof Information Pack about the Filer and a description of the other information to be set out in the HK Prospectus;

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(ii) the date on which the Filer first publicly discloses the HK Listing Application; and

(iii) the date that is 120 days from the date of the order.

(collectively, (a) through (c) the Original Order, and (i) through (iii), the Confidentiality Relief).

The Filer requests that the Commission extends the Confidentiality Relief until June 22, 2010 and that this decision and the accompanying application also be kept confidential until June 22, 2010.

Representations

¶ 2 The Filer represents that:

1. representations 1 through 8 in the Original Order remain accurate as of April 22, 2010;
2. the Filer has encountered numerous unanticipated delays beyond the Filer's control that have impeded the Filer from advancing the HK Global Offering and the related proposed multijurisdictional related party acquisition of a mineral property (Acquisition) on its originally proposed timetable;
3. these delays include the preparation of applicable mineral property reporting documentation in compliance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) for the mineral property related to the Acquisition; the report was delayed because it was necessary for the Filer's qualified person to revise the resource model and the reserves and mine plan to conform to Canadian standards as opposed to Chinese standards;
4. the delay in the preparation of the NI 43-101 materials resulted in a delay in the preparation of a valuation required by Multilateral Instrument 61-101 with respect to the Acquisition and the Filer has not yet completed the valuation process; the Filer will not be able to proceed with the requisite shareholder approval for the Acquisition until this process is completed and the parties conclude negotiations with respect to the Acquisition;
5. the Acquisition and the HK Global Offering are subject to regulatory review and approvals by applicable Chinese regulators and the HK Global Offering is subject to regulatory review and approvals by the HKSE which are still in progress and Filer must obtain shareholder approval of the Acquisition before it will be permitted to commence the HK Global Offering; and

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6. the Filer will suffer prejudice if the Confidentiality Relief is not extended because (i) it will result in piecemeal disclosure of the HK Global Offering and the Acquisition without allowing it to be disseminated in the ordinary course of the transactions and without the benefit of disclosure of all material terms of the transactions; and (ii) it represents premature disclosure of the HK listing to the marketplace in advance of disclosure in accordance with customary HKSE process, in which the initial announcement to the market is made by posting of the Web Proof Information Pack, and thereby could be prejudicial to the Company if there is dissemination to the public of details relating to the HK Global Offering prior to appropriate filing milestones, as it might disrupt the HKSE review of the Company's HK Prospectus.

Order

- ¶ 3 Considering that it is not prejudicial to the public interest, the Commission orders under Section 169 of the Act that the Confidentiality Relief granted under the Original Order be varied to continue to June 22, 2010.

Considering that it is not prejudicial to the public interest, the Commission orders under Section 169 of the Act, this order and the accompanying application be kept confidential until the earlier of:

- (a) the date of posting on a web site of the HKSE of a Web Proof Information Pack about the Filer and a description of the other information to be set out in the HK Prospectus;
- (b) the date on which the Filer first publicly discloses the HK Listing Application; and
- (c) June 22, 2010.

April 22, 2010

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