

2006 BCSECCOM 425

Headnote

Securities Act s. 48, 76 - Corp Acquisitions & Reorgs - relief from registration and prospectus requirements in ss. 34(1)(a) and 61 - Trades in securities of an issuer for the acquisition of an asset by the issuer's subsidiary - The asset is an interest in a resource property; in consideration for the issuer's securities, the owner of the asset will transfer the asset to the issuer's wholly-owned subsidiary

Exemption Order

Rodinia Minerals Inc.

Sections 48 and 76 of the *Securities Act*, R.S.B.C. 1996, c. 418

Background

- ¶ 1 Rodinia Minerals Inc. (Rodinia) has applied for an exemption from the requirements to be registered to trade and to file and obtain receipts for a preliminary prospectus and prospectus in sections 34(1)(a) and 61 of the Act (the registration and prospectus requirements) for certain intended trades.

Representations

- ¶ 2 Rodinia represents that:
1. it was incorporated in British Columbia on April 14, 1986;
 2. its authorized share capital consists of an unlimited number of common shares, of which 18,488,547 shares were issued and outstanding as at June 19, 2006;
 3. it is a reporting issuer in British Columbia and Alberta and is not in default of any requirements of the securities legislation in those jurisdictions;
 4. its shares are listed for trading on the TSX Venture Exchange (Exchange);
 5. it owns 100% of the issued and outstanding share capital of Donnybrook Platinum Resources Inc. (Donnybrook);

2006 BCSECCOM 425

6. Donnybrook is a corporation incorporated under the laws of the State of Wyoming, U.S.A., and is not a reporting issuer in any province or territory of Canada;
7. Rodinia is party to a binding letter of intent dated October 26, 2004, as amended February 11, 2005, with Cooper Minerals, Inc. (Cooper), which will be replaced by an agreement (collectively, the agreement), under which Rodinia, through Donnybrook, has the right to acquire an interest (option) in certain federal unpatented mining claims located in Arizona, U.S.A. (property);
8. under the laws of the United States, only U.S. citizens or U.S. corporations can hold federal unpatented mining claims;
9. the agreement requires Rodinia to pay an aggregate \$135,000 to Cooper, issue 2,500,000 of its shares to the direction of Cooper, expend an aggregate US\$2,000,000 on the property over a four year period and assume Cooper's obligations under an underlying agreement, to exercise the option;
10. Upon exercise of the option, Donnybrook will have acquired all of Cooper's right and interest in the property;
11. the Exchange has approved issuing 2,500,000 shares under the agreement; and
12. if Rodinia acquired the property directly, rather than through its wholly-owned subsidiary Donnybrook, Rodinia could rely on the registration and prospectus exemptions in sections 45(2)(21) and 74(2)(18) of the Act or section 2.13 of National Instrument 45-106 *Prospectus and Registration Exemptions* to distribute the shares as part of the consideration.

Order

¶ 3 Considering that it is not prejudicial to the public interest, the Commission orders that:

1. under sections 48 and 76 of the Act, Rodinia is exempt from the registration and prospectus requirements for trades of its shares to the direction of Cooper under the agreement, provided that Rodinia files a Form 45-106F1 and pays the required fee within 10 days of each distribution, and

2006 BCSECCOM 425

2. under section 76 of the Act, any trade in the Rodinia shares issued under this Order is deemed to be a distribution unless the conditions in subsection 2.5(2) of National Instrument 45-102 *Resale of Securities* are satisfied.

¶ 4 July 14, 2006

Noreen Bent
Manager, Legal Services, Corporate Finance
British Columbia Securities Commission