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March 18, 2008

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - National Instrument 51-102 *Continuous Disclosure Obligations*, s. 13.1 - filing requirements for comparative annual financial statements and interim financial statements - Financial Statements – Annual and Interim – An issuer wants relief from the requirements to file comparative annual financial statements and interim financial statements for periods before its reorganization - The issuer is an investment company that completed a reorganization resulting in the issuer divesting its assets and most liabilities; as a result of the reorganization, the issuer effectively started a new business with new management; the issuer's comparative annual financial statements and interim financial statements for periods before the reorganization will not provide meaningful disclosure to investors; the issuer will provide sufficient information about the transaction for shareholders to understand the reorganization

Applicable British Columbia Provisions

National Instrument 51-102, ss. 4.1, 4.3, and 13.1

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

and

In the Matter of
the Mutual Reliance Review System for Exemptive Relief Applications

and

In the Matter of
Trinorth Capital Inc.
(the Filer)

MRRS Decision Document

Background

The local securities regulatory authority or regulator (the Decision Maker) in each of the Jurisdictions has received an application from the Filer for a decision under

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the securities legislation of the Jurisdictions (the Legislation) for an exemption from the requirement in the Legislation for the Filer to prepare and file comparative interim and annual financial statements for periods prior to October 10, 2007 pursuant to sections 4.1 and 4.3 of National Instrument 51-102 – *Continuous Disclosure Obligations* (the Requested Relief).

Under the Mutual Reliance Review System for Exemptive Relief Applications

- (a) the Ontario Securities Commission is the principal regulator for this application, and
- (b) this MRRS decision document evidences the decision of each Decision Maker.

Interpretation

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in the decision.

Representations

This decision is based on the following facts represented by the Filer:

1. The Filer was incorporated under the laws of Canada on January 14, 1972 and continued under the *Canada Business Corporations Act* by articles of continuance dated November 19, 1979. Its head and registered offices are located at 220 Bay Street, Suite 1500, Toronto, Ontario, M5J 2W4.
2. The financial year end of the Filer is December 31.
3. The Filer is a reporting issuer in each of the provinces of Canada. Its common shares trade on the Toronto Stock Exchange under the symbol “TRT”.
4. Prior to October 10, 2007, the Filer was a Canadian-based investment company with investments in privately held and publicly-traded companies. An opportunity was presented to the Filer to raise equity from a broad group of investors interested in having the Filer appoint Lawrence Asset Management Inc. (the “Manager”) to manage the assets of the Filer commencing upon the completion of the Reorganization (as defined below). Since the Reorganization, the Manager has exclusive authority to manage and to make all decisions regarding the undertaking of the Filer. The Manager is responsible for the management and control of the business and affairs of the Filer on a day-to-day basis and for implementing the investment strategies of the Filer.

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5. The Manager is a performance oriented investment firm that manages a growing family of alternative investment funds designed to deliver a combination of capital appreciation and yield in a tax efficient manner. Its head and registered offices are located at 220 Bay Street, Suite 1500, Toronto, Ontario, M5J 2W4.
6. At a special meeting held on September 7, 2007, the shareholders of the Filer adopted a special resolution approving the completion of a reorganization (the "Reorganization"). Pursuant to the Reorganization completed on October 10, 2007, all of the Filer's assets and liabilities (except liabilities relating to the Filer's refinancing) were transferred to Centiva Capital Inc. ("Centiva"), a wholly-owned subsidiary of the Filer in exchange for common shares of Centiva.
7. To give effect to the Reorganization, the Filer:
 - (a) transferred all of its assets and liabilities (except liabilities relating to the Filer's refinancing) to Centiva in exchange for common shares of Centiva;
 - (b) reduced the stated capital of the Filer's common shares; and
 - (c) distributed to its shareholders all of the common shares of Centiva as a payment on the reduction of stated capital.
8. All directors and officers of the Filer other than Mr. John Pennal resigned upon the Reorganization becoming effective and have been replaced by new directors and officers.
9. Since the Reorganization, the Filer has not owned, and the Filer does not currently own, any common shares of Centiva.
10. The Filer is now a Canadian-based investment company that has a number of venture investments and a portfolio of marketable securities. The Filer's primary source of revenue arises from interest income from its cash and cash equivalents and capital gains and dividends from its marketable securities and other investments.
11. The Filer's historical financial statements for periods prior to October 10, 2007 are not relevant to the business carried on by the Filer post-Reorganization.
12. Including comparative statements would be of little value to investors given that all of the assets and liabilities of the Filer related to the period prior to the

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Reorganization were transferred to Centiva in connection with the Reorganization. Presenting financial information of the Filer for periods prior to October 10, 2007 will not provide meaningful disclosure to investors and could be misleading as this historical financial information relates to a business that has been transferred to Centiva.

13. The Filer will include the following disclosure to the notes to the financial statements for the period from January 1, 2007 to October 10, 2007:

“1. FINANCING and REORGANIZATION

On July 19, 2007 TriNorth Capital Inc. (the “Company”) engaged Agents for a private placement of special warrants to be sold by offering memorandum. The offering (the “Financing”) closed on August 30, 2007 and resulted in net proceeds of \$24,242,957 which were placed in escrow. Each special warrant was exercisable into one common share and one common share purchase warrant for no additional consideration on closing of the Reorganization (as defined below).

At a special meeting held on September 7, 2007, the Company adopted a special resolution approving the completion of a reorganization of the Company’s net assets (the “Reorganization”). Pursuant to the Reorganization, all of the Company’s assets and liabilities (except those relating to the Company’s refinancing) were transferred on October 10, 2007 to Centiva Capital Inc. (“Centiva”), a wholly-owned subsidiary of the Company, in exchange for common shares of Centiva. All of the common shares of Centiva were then distributed to existing shareholders of the Company, except for shareholders resident in the United States who received cash in lieu of such common shares.

The special warrants were exercised on November 22, 2007.

2. FINANCIAL STATEMENT PRESENTATION

With the disposal effective October 10, 2007 of all then-existing assets and liabilities of the Company other than those resulting from the financing, the attached financial statements and notes thereto reflect the Company’s operations from October 11, 2007 only, except where otherwise stated.”

Decision

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make this decision has

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been met. The decision of the Decision Makers under the Legislation is that the Requested Relief is granted.

Erez Blumberger

Manager, Corporate Finance
Ontario Securities Commission