

2011 BCSECCOM 286

June 13, 2011

Headnote

Multilateral Instrument 11-102 *Passport System* and National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - National Instrument 43-101, s. 9.1 *Standards of Disclosure for Mineral Projects* – an issuer wants relief from the requirement to file a technical report upon becoming a reporting issuer - the issuer is a wholly owned subsidiary formed to acquire certain royalty interests from its parent as part of a spin out transaction; following completion of a statutory plan of arrangement, the shareholders of the parent will become the shareholders of the issuer; these shareholders currently hold an indirect interest in the royalty interests and, following completion of the arrangement, will continue to hold an indirect interest in the royalty interests; the operators or owners of the mineral projects have disclosed all scientific or technical information that is material to the issuer

Applicable Legislative Provisions

National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, s. 4.1 and 9.1

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
Lumina Royalty Corp.
(the Filer)

Decision

Background

- ¶1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer (the Application) for a decision under the securities legislation of the Jurisdictions (the Legislation) that the Filer be exempted from the requirement in subsection 4.1(1) of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) to file a technical report, upon the Filer becoming a reporting issuer, for each mineral

2011 BCSECCOM 286

project on each property material to the Filer, in the circumstances described below (the Requested Relief).

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 Filer has provided notice that section 4.7(1) of Multilateral Instrument 11-102 (MI 11-102) is intended to be relied on in each of Alberta, Saskatchewan, Manitoba, Nova Scotia, Newfoundland and Labrador, Prince Edward Island, the Northwest Territories, and the Yukon (the Non-Principal Jurisdictions); and
- (c) this 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*, MI 11-102 and NI 43-101 have the same meaning if used in this decision, unless otherwise defined.

Representations

- ¶3 This decision is based on the following facts represented by the Filer:
- 1. the Filer is a corporation incorporated under the *Business Corporations Act* (British Columbia) (the BCCA), with a head office in British Columbia;
 - 2. the Filer is currently not a reporting issuer under the *Securities Act* (British Columbia) (the BC Act), the *Securities Act* (Ontario) (the Ontario Act) or applicable securities legislation in any Non-Principal Jurisdiction;
 - 3. the Filer is not, to the best of its knowledge, in default of the requirements of applicable securities legislation in the Jurisdictions;
 - 4. on or about June 2, 2011, the Filer will purchase from a Chilean subsidiary of Lumina Copper Corp. (LCC), a net smelter royalty with respect to LCC's Taca Taca property in Argentina;
 - 5. on or about June 3, 2011, LCC will transfer to the Filer, among other assets, net smelter royalties with respect to Los Andes Copper Corp.'s Vizcachitas property, Teck Resources Limited's (Teck) Relincho property and Coro

2011 BCSECCOM 286

Mining Corp.'s (Coro) San Jorge property;

6. on May 6, 2011, the Filer entered into an arrangement agreement (the Arrangement Agreement) with LCC pursuant to which the Filer and LCC propose, subject to, among other conditions, obtaining approval of the shareholders of LCC, to effect a statutory plan of arrangement under section 188 of the BCCA (the Arrangement);
7. immediately preceding the Arrangement, LCC will be the sole shareholder of the Filer;
8. pursuant to the Arrangement, among other matters, each shareholder of LCC will receive from LCC as a distribution in respect of a reduction in share capital of LCC, one common share of the Filer for each common share of LCC then held.
9. the Filer will become a reporting issuer under the BC Act, the Ontario Act and each of the applicable securities legislations in the Non-Principal Jurisdictions immediately upon completion of the Arrangement which is expected to be on or about June 9, 2011;
10. after the completion of the Arrangement, the shareholders of LCC prior to the Arrangement will be the shareholders of the Filer;
11. the common shares of the Filer will not be listed for trading on an exchange;
12. under subsection 4.1(1) of NI 43-101, the Filer is required to file a technical report for a mineral project on each property material to the Filer upon becoming a reporting issuer in a jurisdiction of Canada;
13. the definition of mineral project under section 1.1 of NI 43-101 and includes a royalty interest or similar interest;
14. subject to completion of the Arrangement, the Filer anticipates that its royalty interests in the Relincho and San Jorge properties will make those properties material to the Filer;
15. the Filer and LCC have made scientific and technical disclosure regarding the Relincho and San Jorge properties in the Notice of Meeting and Management Information Circular for the Special Meeting of Shareholders dated as of May 9, 2011 (the Circular);
16. neither the Filer nor LCC are the owner or operator of the Relincho property or the San Jorge property;

2011 BCSECCOM 286

17. according to the public disclosure record of Teck, the Relincho property is owned and operated directly or indirectly by Teck, who is a reporting issuer in all of the provinces and territories of Canada;
18. according to the public disclosure record of Teck, Teck is a producing issuer whose securities trade on the Toronto Stock Exchange (the TSX) in the case of Teck's Class A Common shares and on both the TSX and the New York Stock Exchange in the case of Teck's Class B subordinate voting shares;
19. according to the public disclosure record of Teck, Teck discloses mineral reserve and mineral resource estimates in accordance with the definitions adopted by the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) in November 2010;
20. a technical report for the Relincho property entitled Technical Report, Relincho Copper-Molybdenum Property, Region III, Chile dated January 28, 2008 (the Relincho Report) was prepared by Norwest Corporation and filed by Global Copper Corp. (Global), which was purchased by Teck in August 2008. The Relincho Report is available on SEDAR under Global's profile at www.SEDAR.com. According to the public disclosure record of Global, the Relincho Report has been prepared in accordance with NI 43-101 and the qualified persons therein are independent of the Filer;
21. according to the public disclosure record of LCC and Coro, the San Jorge property is owned and operated directly or indirectly by Coro, who is a reporting issuer in each of the provinces of Canada other than Quebec;
22. a technical report for the San Jorge property entitled San Jorge Copper Concentrator, Preliminary Assessment Technical Report, Mendoza Province Argentina, Relincho Copper-Molybdenum Property, Region III, Chile with an effective date of June 18, 2008, revised as of April 2009 (the San Jorge Report) was filed by Coro. The San Jorge Report is available on SEDAR under Coro's profile at www.SEDAR.com. According to the public disclosure record of Coro, the San Jorge Report has been prepared in accordance with NI 43-101 and the qualified persons therein are independent of the Filer;
23. to the best of the Filer's knowledge, information and belief, the current or predecessor owners or operators of the Relincho and San Jorge properties have disclosed the scientific and technical information that is material to the Filer;
24. neither the Filer nor LCC have any rights to either access or inspect the

2011 BCSECCOM 286

Relincho property or the San Jorge property except that LCC has a limited right to inspect the San Jorge property for the purposes of ensuring compliance with the agreement to purchase the shares of Minera San Jorge S.A., the Argentinean subsidiary which owns the San Jorge property, as such agreement is amended from time to time;

25. neither the Filer nor LCC have any rights to receive or access any information or data of any kind from the owner and/or operator of the Relincho property and the San Jorge property not otherwise in the public domain; and
26. the Filer's interest in the Relincho and San Jorge properties is only as a holder of a royalty interest.

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 Maker is that the Requested Relief is granted.

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