

2010 BCSECCOM 704

December 20, 2010

Headnote

Multilateral Instrument 11-102 *Passport System* and National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* – National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101) – s. 2.1(b) - An issuer wants relief from the requirement in section 2.1(b) of NI 54-101 to set the record date for a meeting no more than 60 days before the meeting date - Issuer is undertaking a significant transaction requiring shareholder approval; trading in the issuer's shares was halted at the time that the transaction was announced and trading remained halted between that date and a date less than 60 days before the meeting date; there have been very few changes in ownership of the issuer's shares between the record date and the date 60 days before the meeting; the issuer will permit a transferee of securities who establishes they acquired securities between the proposed record date and the date 60 days before the meeting to vote at the meeting; the issuer will comply with all other requirements of NI 54-101 in connection with the meeting

Applicable British Columbia Provisions

National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101) – s. 2.1(b)

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
ReMac Zinc Corp.
(the Filer)

Decision

Background

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

2010 BCSECCOM 704

the securities legislation of the Jurisdictions (the Legislation) exempting the Filer from the requirement in subsection 2.1(b) of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (NI 54-101) that the record date for notice of a meeting of shareholders be no more than 60 days before the meeting date (the Exemption Sought).

Under the Process for Exemptive Relief Application 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 subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta; 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.

Representations

- ¶ 3 This decision is based on the following facts represented by the Filer:
- 1. the Filer is a corporation governed by the *Business Corporations Act* (British Columbia) with its head office located in Vancouver, British Columbia;
 - 2. the Filer is a reporting issuer in British Columbia, Alberta, and Ontario;
 - 3. the common shares of the Filer are listed for trading on the TSX Venture Exchange (the TSXV) under the symbol “RMZ”;
 - 4. the Filer is not in default of securities legislation in any jurisdiction in Canada;
 - 5. the Filer has entered into a share exchange agreement dated October 6, 2010 with 0887398 B.C. Ltd. (0887398), Corazón Exploraciones S.A. (Corazón) and 0887406 B.C. Ltd., pursuant to which the Filer will acquire all of the issued and outstanding shares of 0887398 and indirectly acquire all of the issued and outstanding shares of Corazón (the Transaction);

2010 BCSECCOM 704

6. on June 14, 2010, the Filer issued a press release and filed a material change report with respect to the Transaction;
7. as a result of the proposed Transaction, trading in the shares of the Filer on the TSXV was halted on June 14, 2010 at the Filer's request;
8. no shares of the Filer traded on the TSXV between June 14, 2010, when trading in such shares was halted, and December 6, 2010, when trading in such shares resumed;
9. on October 7, 2010, the Filer announced that it would be holding an annual and special meeting of shareholders of the Filer (the Meeting) on November 24, 2010, to approve, among other things, the Transaction, with the record date of the Meeting to be October 14, 2010;
10. in addition to requiring shareholder approval, the Transaction requires approval of the TSXV;
11. due to the complicated nature of the TSXV approval process, the associated disclosure requirements, and the current workload of the TSXV, the Filer was delayed in obtaining TSXV approval and providing the required materials to the Filer's shareholders in respect of the Meeting;
12. the Filer obtained conditional approval of the Transaction from the TSXV on December 2, 2010 and the Meeting is now scheduled to take place on December 31, 2010;
13. subsection 2.1(b) of NI 54-101 provides that the record date for shareholder meetings shall be no more than 60 days before the meeting date;
14. the current record date of October 14, 2010 precedes the proposed Meeting date of December 31, 2010 by 78 days;
15. to the Filer's knowledge, there has been no over-the-counter or private trading of its shares between October 14, 2010 and November 1, 2010, being 60 days before the Meeting, and to the extent that a transferee can establish that it acquired shares during this period, the Filer undertakes to provide such transferee with the Meeting materials and the opportunity to vote at the Meeting; and
16. the Filer has complied with, and will continue to comply with, all other provisions of the Legislation applicable to the Meeting.

2010 BCSECCOM 704

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.

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