

Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions – Securities Act*, s. 88 – Cease to be a reporting issuer in BC – The issuer's securities are traded only on a market or exchange outside of Canada; Canadian residents own less than 2% of the issuer's securities and represent less than 2% of the issuer's total number of security holders. The issuer does not intend to do a public offering of its securities to Canadian residents, will not be a reporting issuer in a Canadian jurisdiction, is subject to the reporting requirements of UK securities laws, and all shareholders receive the same disclosure.

Applicable Legislative Provisions

Securities Act, R.S.B.C. 1996, c. 418, s. 88

January 13, 2025

In the Matter of
the Securities Legislation of
British Columbia
(the Jurisdiction)

and

In the Matter of
the Process for Cease to be a Reporting Issuer Applications

and

In the Matter of Adriatic Metals plc
(the Filer)

Order

Background

- ¶ 1 The principal regulator in the Jurisdiction has received an application from the Filer for an order under the securities legislation of the Jurisdiction of the principal regulator (the Legislation) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the Order Sought).

Under the Process for Cease to be a Reporting Issuer Applications (for a passport application):

- (a) the British Columbia Securities Commission is the principal regulator for this application, and
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta.

Interpretation

- ¶ 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

¶ 3 This order is based on the following facts represented by the Filer:

1. the Filer is an exploration and development stage mining company existing under the *Companies Act 2006* (United Kingdom) with its registered office and principal place of business in Cheltenham, United Kingdom;
2. none of the board or management of the Filer are residents of Canada, and the Filer has no operations, employees, or offices in Canada;
3. on October 7, 2020, the Filer completed a plan of arrangement (the Arrangement) with Tethyan Resource Corp. (TRC), a corporation incorporated under the laws of British Columbia that was at that time a reporting issuer in British Columbia and Alberta, and whose shares were listed on the TSX Venture Exchange;
4. under the Arrangement and in exchange for securities of TRC, the Filer became a reporting issuer in British Columbia and Alberta by issuing:
 - (a) ordinary shares of the Filer (the Ordinary Shares) to all of the holders of common shares of TRC;
 - (b) warrants of the Filer (the Arrangement Warrants) to all of the holders of warrants of TRC; and
 - (c) options of the Filer (the Arrangement Options) to all of the holders of options of TRC;
5. all of the Arrangement Warrants expired on January 30, 2024 and all of the Arrangement Options held by residents of Canada expired on March 7, 2024;
6. the Filer's authorized share capital consists of an unlimited number of Ordinary Shares, and as of October 31, 2024, there were a total of:
 - (a) 324,476,883 Ordinary Shares issued and outstanding; and
 - (b) performance rights (Performance Rights) issued pursuant to the Filer's employee incentive plan entitling the holders thereof to potentially receive up to 2,367,910 Ordinary Shares;
7. residents of Canada do not beneficially own any of the issued and outstanding Performance Rights;
8. the Ordinary Shares are listed on the London Stock Exchange (LSE) and the Australian Securities Exchange (ASX);
9. the Filer files continuous disclosure reports under United Kingdom and Australian securities laws, which are available to securityholders on the Filer's website and on the websites of the ASX and the LSE;
10. the Filer is not in default of any requirements of United Kingdom or Australian securities or corporate legislation, or the rules and policies of the LSE or ASX;

11. the Filer is a "designated foreign issuer" under National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers* (NI 71-102) and has relied on and complied with the exemptions from Canadian continuous disclosure requirements for designated foreign issuers under Part 5 of NI 71-102;
12. as at October 31, 2024, based on the Filer's diligent inquiries conducted with Computershare Investor Services United Kingdom, Computershare Investor Services Australia and Orient Capital Pty Ltd:
 - (a) residents of Canada, directly or indirectly, beneficially own a total of 6,010,221 Ordinary Shares, representing approximately 1.85% of the issued and outstanding Ordinary Shares worldwide; and
 - (b) the Filer has a total of 3,698 beneficial holders of Ordinary Shares worldwide, of which 37 are residents of Canada who represent approximately 1% of the total number of the Filer's beneficial holders of Ordinary Shares worldwide;
13. residents of Canada do not:
 - (a) directly or indirectly, beneficially own more than 2% of each class or series of the issued and outstanding securities, including debt securities, of the Filer worldwide; or
 - (b) directly or indirectly, comprise more than 2% of the total number of securityholders of the Filer worldwide;
14. in the 12 months preceding this application, the Filer has not taken any steps that indicate there is a market for its securities in Canada, including conducting a prospectus offering in Canada, establishing or maintaining a listing on an exchange in Canada, or having its securities traded on a marketplace or any other facility in Canada for bringing together buyers and sellers where trading data is publicly reported;
15. the Filer has no current intention to have any of its securities listed, traded or quoted on a marketplace or facility in Canada or to seek public financing by way of offering its securities in Canada;
16. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter-Markets*;
17. no securities of the Filer, including debt securities, are traded in Canada on a marketplace as defined in National Instrument 21-101 *Marketplace Operations* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
18. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer;
19. on December 20, 2024, the Filer issued and filed a press release announcing that it has applied for an order to cease to be a reporting issuer in the jurisdictions in which it is a reporting issuer and, if that order is made, the Filer will no longer be a reporting issuer in any jurisdiction of Canada;

20. the Filer did not receive any complaints from its Canadian securityholders in response to the December 20, 2024 news release;
21. the Filer has undertaken to concurrently deliver to its Canadian securityholders all disclosure the Filer would be required to deliver to its non-Canadian securityholders under United Kingdom and Australian securities laws or the LSE and ASX requirements in the manner and at the same time as required by applicable United Kingdom and Australian securities laws or the LSE and ASX requirements;
22. as a result, securityholders resident in Canada will continue to receive all continuous disclosure documents delivered to securityholders of the Filer who are not resident in Canada; and
23. the Filer is not in default of securities legislation in any jurisdiction.

Order

- ¶ 4 The principal regulator is satisfied that the order meets the test set out in the Legislation for the principal regulator to make the order.

The decision of the principal regulator under the Legislation is that the Order Sought is granted.

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