

Headnote

Multilateral Instrument 11-102 *Passport System* and National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications - Securities Act* s. 88 Cease to be a reporting issuer in BC - The securities of the issuer are beneficially owned by not more than 50 persons and are not traded through any exchange or market - The issuer is not an OTC reporting issuer; the securities of the issuer are beneficially owned by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders worldwide; no securities of the issuer are traded on a market in Canada or another country; the issuer is not in default of securities legislation except it has not filed certain continuous disclosure documents

Applicable Legislative Provisions

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

May 26, 2025

In the Matter of
the Securities Legislation of
British Columbia and Ontario
(the Jurisdictions)

and

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

and

In the Matter of
Gold79 Holding Two Corp.
(the Filer)

Order

Background

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

- (a) the British Columbia Securities Commission is the principal regulator for this application,

(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, and

(c) this order is the order 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 order, unless otherwise defined.

Representations

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

1. the Filer is a reporting issuer under the laws of British Columbia, Ontario and Alberta;
2. the Filer was incorporated under, and is governed by, the *Business Corporations Act* (British Columbia);
3. the Filer's head office is located in Vancouver, British Columbia;
4. pursuant to an amalgamation, West Point Gold Corp. (WPG), formerly Gold79 Mines Ltd., beneficially acquired all of the issued and outstanding common shares of the Filer (the Filer Shares), all upon the terms and conditions of the amalgamation agreement dated September 3, 2024, as amended, between the Filer, WPG and 1492834 B.C. Ltd. (the Amalgamation);
5. on November 25, 2024, at the special meeting of shareholders of the Filer (the Meeting), shareholders of the Filer approved the Amalgamation by 99.99% of the votes cast by Filer shareholders present in person or represented by proxy at the Meeting;
6. pursuant to the Amalgamation which was completed on November 26, 2024, all other securities of the Filer have been exchanged for securities of WPG;
7. immediately upon the completion of the Amalgamation, the Filer amalgamated with 1492834 B.C. Ltd. and became a wholly-owned subsidiary of WPG;
8. the Filer Shares have been delisted from the TSX Venture Exchange effective as of the close of trading on November 29, 2024;
9. the Filer has no intention to seek public financing by way of an offering of securities;
10. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
11. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
12. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly

reported;

13. 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;
14. the Filer is not in default of securities legislation in any jurisdiction other than its obligation to file on or before April 30, 2025 its annual financial statements and related management's discussion and analysis for the fiscal year ended December 31, 2024, as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certificates required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the Filings);
15. the requirements to file the Filings did not arise until after the completion of the Amalgamation;
16. the Filer is not eligible to use the simplified procedure under National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* (NP 11-206) as it is in default for failure to file the Filings; and
17. except for the fact that the Filer failed to file the Filings, the Filer would be eligible for the simplified procedure under NP 11-206.

Order

- ¶4 Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

Gordon Smith
Manager, Legal Services, Corporate Finance
British Columbia Securities Commission