

Headnote

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions – Securities Act*, s. 88 – The securities of the issuer are beneficially owned by more than 50 persons and are not traded through any exchange or market - The issuer is in the process of winding up; the issuer has distributed almost all of its assets to shareholders; the issuer has ceased all commercial activity and will be dissolved after the liquidation process is complete; shareholders voted to approve the liquidation plan and were notified of the issuer's intention to file an application to cease to report; the issuer has undertaken to provide shareholders with alternative disclosure and to notify the securities regulator if they commence an active business and no longer intend to dissolve.

Applicable Legislative Provisions

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

May 16, 2024

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
REALnorth Opportunities Fund
(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 a decision 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, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island and Saskatchewan; 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 trust formed in British Columbia pursuant to a declaration of trust dated August 27, 2014 (the Declaration of Trust);
2. the Filer's head office is located in North Vancouver, British Columbia;
3. the Filer currently has approximately 11,215 units (Units) issued and outstanding; the Units are the only issued and outstanding securities of the Filer;
4. as of April 17, 2024, based on the Filer's diligent inquiries conducted with Broadridge Financial Solutions, Inc., the Filer has one registered unitholder and 566 beneficial unitholders in the following jurisdictions:

British Columbia	218
Ontario	150
Alberta	64
Quebec	1
Saskatchewan	79
Manitoba	41
New Brunswick	2
Northwest Territories	1
United States	8
Other Foreign	2

5. the Filer is a reporting issuer in Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island and Saskatchewan;
6. on January 24, 2024, the Filer announced, among other things, that:
 - (a) the Filer had entered into agreements to sell its remaining properties (the Exit Sale);
 - (b) the intention of the trustees of the Filer to wind-up and terminate the Filer in accordance with the Declaration of Trust following the completion of the Exit Sale (the Fund Termination);
 - (c) the Exit Sale and the Fund Termination would be put forward to unitholders for approval by way of an ordinary resolution (in the case of the Exit Sale, the Exit Sale Resolution) and a special resolution (in the case of the Fund Termination, the Fund Termination Resolution) at special meeting of unitholders of the Filer to be held on March 21, 2024 (the Meeting); and
 - (d) the intention of the Filer to apply to cease to be a reporting issuer following the completion of the Exit Sale;
7. the Filer sent an information circular dated February 22, 2024 to its unitholders in advance of the

Meeting and re-iterated the Filer's intention to apply to cease to be a reporting issuer following the completion of the Exit Sale;

8. at the Meeting, holders of 100% of the Units represented at the Meeting, both in person and by proxy, voted in favour of each of the Exit Sale Resolution and the Fund Termination Resolution;
9. on April 1, 2024, the Filer issued a news release announcing, among other things:
 - (a) the results of the Meeting, with each of the Exit Sale Resolution and Fund Termination Resolution approved with 100% of votes cast in person and by proxy in favour of each resolution;
 - (b) the closing of the Exit Sale;
 - (c) the Filer's intention to apply to cease to be a reporting issuer following the completion of the Exit Sale; and
 - (d) the commencement of the wind-up of the Filer;
10. as of April 1, 2024, the Filer's remaining assets consisted of cash and an assignable promissory note issued to one of the Filer's subsidiaries as partial consideration under the Exit Sale (the Note);
11. on April 29, 2024, the Filer announced that:
 - (a) it has filed the application to cease to be a reporting issuer in all applicable jurisdictions of Canada; and
 - (b) it will make an interim distribution to its unitholders of \$176 per Unit on or about May 3, 2024;
12. on May 3, 2024, the Filer completed that interim distribution, which represents substantially all of the Filer's remaining assets, save for a reserve to satisfy the Filer's remaining liabilities, general and administrative costs in connection with the wind-up and professional fees;
13. following the sale of the Note and the release and satisfaction of all liabilities of the Filer and its subsidiaries, the Filer will make a final distribution of its remaining funds to its unitholders (the Final Distribution) and terminate the Filer in accordance with the Declaration of Trust as approved by the Fund Termination Resolution;
14. the expected time frame to obtain the release and discharge of the liabilities of the Filer and its subsidiaries is approximately three to nine months;
15. all of the issued and outstanding Units will be redeemed in accordance with the Declaration of Trust upon the payment of the Final Distribution;
16. the Filer has no intention to seek public financing by way of an offering of securities;
17. the Filer has undertaken that:
 - (a) it will, as soon as practicable, following the decision (the Order) that it is no longer a reporting issuer, issue a news release advising unitholders that it has ceased to be a

reporting issuer, and the anticipated timing of the termination of the Filer and payment of the Final Distribution;

- (b) on or before each 3 month period after the date of Order, if the Filer still has not been terminated, it will issue a news release regarding the status of its wind-up and the anticipated timing of the termination of the Filer;
 - (c) it will not re-commence any active business or any commercial operations or propose to undertake a public or private offering of securities in any jurisdiction; and
 - (d) as soon as practicable after the time of termination of the Filer, it will issue a news release confirming the termination of the Filer;
18. the Filer intends to maintain its website pending termination of the Filer and will post its news releases on its website;
19. the Filer is not in default of securities legislation in any jurisdiction other than its obligation to file on or before April 29, 2024 its annual financial statements and related management discussion and analysis for the fiscal year ended December 30, 2023, as required under National Instrument 51-102 *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the Filings);
20. the requirements to file the Filings did not arise until after the completion of the Exit Sale;
21. no securities of the Filer, including debt securities, are or have ever been 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;
22. the Filer is not an OTC reporting issuer as defined in Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
23. the Filer is not eligible to use the simplified procedure in section 19 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* as it has more than 50 securityholders worldwide;
24. the Filer is not eligible to use the modified procedure in section 20 of National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* as it is not incorporated or organized under the laws of a foreign jurisdiction;
25. the Filer is applying for the Order Sought from the securities regulatory authority or regulator in each of the jurisdictions of Canada in which it is a reporting issuer; and
26. the Filer, upon the grant of the Order Sought, will no longer be a reporting issuer in any jurisdiction of Canada.

¶ 4 **Order**

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.

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