

### Headnote

Multilateral Instrument 11-102 *Passport System* – 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

September 14, 2023

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 Reporting Issuer Applications

and

In the Matter of  
Thesis Gold (Holdings) Inc.  
(the Filer)

### Order

### Background

- ¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (the Decision Maker) has received an application from the Filer for an order under the securities legislation of the Jurisdiction (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 in British Columbia, Alberta and Ontario;
2. the Filer is governed by the *Business Corporations Act (British Columbia)*;
3. the Filer's head office is located in Vancouver, British Columbia;
4. pursuant to a statutory plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act (British Columbia)*, effective August 23, 2023 (the Effective Date), Benchmark Metals Inc. (the Purchaser) acquired all of the issued and outstanding common shares of the Filer (the Filer Shares), all upon the terms and conditions of the arrangement agreement dated June 5, 2023 between the Filer and the Purchaser (the Arrangement);
5. pursuant to the Arrangement, all other securities of the Filer have either been exchanged for or amended to become securities of the Purchaser;
6. immediately upon the completion of the Arrangement, on the Effective Date, the Filer became a wholly-owned subsidiary of the Purchaser;
7. the Filer Shares have been delisted from the TSX Venture Exchange effective as of the close of trading on August 24, 2023;
8. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;
9. 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;
10. 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;
11. 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;
12. the Filer has no intention to seek public financing by way of an offering of securities;
13. the Filer is not in default of securities legislation in any jurisdiction other than its obligations to file on or before August 29, 2023 its interim financial statements and related management's discussion and analysis for the interim period ended June 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);

14. the requirements to file the Filings did not arise until after completion of the Arrangement;
15. 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
16. but 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 the Order Sought is granted.

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