

Headnote

Multilateral Instrument 11-102 *Passport System* and National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - exemption granted from the requirement to include three years of audited financial statements for an issuer for which securities are being distributed in connection with a restructuring transaction – issuer completed a financial reorganisation.

Applicable Legislative Provisions

National Instrument 51-102 *Continuous Disclosure Obligations*, 13.1, Form 51-102F5 *Information Circular*, Item 14.2

Citation: Crescent Point Energy Trust and Wild River Resources Ltd., Re, 2009

ABASC 249

Date: 20090527

In the Matter of
the Securities Legislation
of Alberta and Ontario (the **Jurisdictions**)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Crescent Point Energy Trust (the **Trust**)
and Wild River Resources Ltd. (**Wild River**) (the **Filers**)

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **Decision Maker**) has received an application from the Filers for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Trust and Wild River be exempt from the requirement under Item 14.2 of Form 51-102F5 *Information Circular* to include in a joint information circular (the **Joint Information Circular**) for the Arrangement (defined below) the audited annual financial statements of Wild River for the year ended March 31, 2007 (the **Exemption Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

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

- (b) the Filers have provided notice that section 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, Québec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, 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

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

Representations

This decision is based on the following facts represented by the Trust and by Wild River:

The Arrangement

1. On May 7, 2009, the Trust, Crescent Point General Partner Corp. and Wild River entered into an arrangement agreement in respect of an arrangement (the **Arrangement**) under section 193 of the *Business Corporation Act* (Alberta) pursuant to which, among other things, the holders (the **Trust Unitholders**) of trust units (the **Trust Units**) will exchange their Trust Units for common shares of Wild River (**Wild River Shares**), thereby providing for the conversion of the Trust into a corporation.
2. The Arrangement is subject to the approval of the shareholders of Wild River (the **Wild River Shareholders**) and the Trust Unitholders. The Joint Information Circular detailing the Arrangement is anticipated to be mailed to the Wild River Shareholders and the Trust Unitholders on or about May 27, 2009.

The Trust

3. The head office and registered office of the Trust are in Calgary, Alberta.
4. The Trust is a reporting issuer in each of the Provinces of Canada and is not in default of its obligations as a reporting issuer.

Wild River

5. The head office and registered office of Wild River are in Calgary, Alberta.
6. Wild River is not a reporting issuer or its equivalent in any jurisdiction and the common shares of Wild River are not listed or posted for trading on the facilities of any stock exchange.

7. Wild River was incorporated in British Columbia on April 20, 1994 under the name "Westport Research Inc." Wild River continued into Alberta on August 1, 2006. Wild River had a financial year-end of March 31.
8. Prior to June 13, 2006, Wild River was a wholly-owned subsidiary of Westport Innovations Inc. (**Westport**) and was involved in the research and development of environmental technologies to allow diesel engines to operate on cleaner burning fuels such as natural gas.
9. On June 13, 2006, Westport entered into an agreement with Matco Capital Ltd. to reorganize Wild River. Effective July 31, 2006, Westport transferred all of the current assets, liabilities and operations of Wild River to other wholly-owned subsidiaries of Westport and Matco Capital Inc. acquired a 45% equity interest in Wild River with Westport retaining a 55% equity interest in Wild River.
10. On October 11, 2006, Wild River changed its name to "1259126 Alberta Ltd." and on February 8, 2007 Wild River changed its name to "Wild River Resources Ltd."
11. On February 8, 2007, Wild River completed a reorganization whereby it: (i) adjusted its stated capital account; (ii) subdivided its common shares; (iii) appointed a new management team and slate of directors; (iv) created a new class of non-voting common shares; (v) properly eliminated approximately \$228 million of inter-company debt that was on the balance sheet of Wild River, without the degradation of any tax pools of Wild River; and (vi) completed a series of private placements.
12. In March 2007, Wild River became engaged in the acquisition of, exploration for and development of crude oil and natural gas in western Canada.
13. During July 2007, Wild River changed its financial year end from March 31 to December 31.
14. The business Wild River will conduct following the completion of the Arrangement will be the exploration, development and production of oil and natural gas.
15. The Trust will constitute the primary business of the entity resulting from the completion of the Arrangement and the transaction will be accounted for as a reverse takeover.
16. The form of prospectus that Wild River would be eligible to use for a distribution of securities is the form of prospectus prescribed by National Instrument 41-101 *General Prospectus Requirements*.

The Joint Information Circular

17. Form 41-101F1 *Information Required in a Prospectus* requires the Joint Information Circular to contain, *inter alia*, three years of historical income statements, statements of retained earnings and cash flow statements of Wild River.

18. As a result of the reorganization and the change in business during 2007, the financial information otherwise required for the year ended March 31, 2007 would not be relevant or assist in providing Trust Unitholders with an accurate representation of Wild River.
19. The Joint Information Circular will contain the following disclosure regarding Wild River and the Trust:

Wild River Financial Statements

- (a) audited statements of income, retained earnings and cash flows for the year ended December 31, 2008 and the period from February 8, 2007 to December 31, 2007 and audited balance sheets as at December 31, 2008 and 2007;
- (b) unaudited balance sheet as at March 31, 2009 and comparative statements of income, retained earnings and cash flows for the three months ended March 31, 2009;

The Trust financial Statements

- (c) audited statements of income, retained earnings and cash flows for each of the years ended December 31, 2008 and 2007 and audited balance sheets as at December 31, 2008 and 2007;
- (d) unaudited balance sheet as at March 31, 2009 and comparative statements of income, retained earnings and cash flows for the three months ended March 31, 2009;

Pro forma financial statements reflecting the acquisition of the Trust by Wild River:

- (e) a pro forma balance sheet as at March 31, 2009 giving effect to the Arrangement;
- (f) a pro forma income statement for the three months ending March 31, 2009 that gives effect to the Arrangement; and
- (g) a pro forma income statement for the year ended December 31, 2008 that gives effect to the Arrangement.

(collectively, the **Proposed Financial Disclosure**).

20. The Joint Information Circular will contain sufficient information for the Trust Unitholders and Wild River Shareholders to make a reasoned decision about whether to approve the Arrangement.

Decision

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 provided that the Joint Information Circular includes the Proposed Financial Disclosure.

“original signed by” _____
Agnes Lau, CA
Associate Director, Corporate Finance