

ALBERTA SECURITIES COMMISSION

ORDER

Citation: Cougar Oil and Gas Canada Inc., Re, 2010 ABASC 366

Date: 20100806

Cougar Oil and Gas Canada Inc.

Background

Cougar Oil and Gas Canada Inc. (the **Filer**) has applied to the Alberta Securities Commission (the **Commission**) for an order under section 145(1)(a) of the *Securities Act* (the **Act**) declaring that the Filer is a reporting issuer in Alberta.

Representations

The Filer makes the following representations to the Commission:

1. The Filer was incorporated under the laws of Alberta on 20 June 2007.
2. The Filer's registered and head office is located in Calgary, Alberta. All of the Filer's directors and executive officers (as that term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*), and substantially all of its employees, reside in Alberta.
3. The Filer is not a reporting issuer under the securities laws of any jurisdiction of Canada, has not filed a preliminary prospectus or prospectus in any jurisdiction of Canada and no securities of the Filer are listed on an exchange in Canada.
4. The Filer is registered with the United States (**US**) Securities and Exchange Commission (the **SEC**) under the US *Securities Exchange Act of 1934* (the **1934 Act**) and is not exempt from the reporting requirements of the 1934 Act.
5. The Filer is in compliance with the reporting and other requirements of US securities laws, pursuant to which it has filed with the SEC continuous disclosure under the 1934 Act since 20 February 2008, including a copy of a 2009 reserves assessment and evaluation relating to reserves data (as defined in National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*) of a wholly-owned subsidiary of the Filer (collectively, the **Filer's US Continuous Disclosure Record**).
6. The authorized capital of the Filer consists of an unlimited number of common shares (the **Common Shares**) of which, as at 21 June 2010, 61,270,768 Common Shares were issued and outstanding, less than 10% being held by Alberta residents.
7. The Common Shares are not listed on any Canadian exchange but are publicly quoted on the over-the-counter bulletin board service of the US National Association of Securities Dealers.

8. The Filer will promptly file the Filer's US Continuous Disclosure Record on SEDAR, the System for Electronic Document Analysis and Retrieval.

Decision

The Commission, being satisfied that it would not be prejudicial to the public interest, orders under section 145(1)(a) of the Act that the Filer is declared a reporting issuer.

For the Commission:

"original signed by"
William Rice, QC
Chair

"original signed by"
Stephen Murison
Vice-Chair