

**Headnote**

National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions* - issuer deemed to be no longer a reporting issuer under securities legislation.

**Applicable Alberta Statutory Provisions**

*Securities Act*, R.S.A., 2000, c.S-4, section 153

**Citation: Linear Gold ULC, Re, 2010 ABASC 352**

**Date: 20100727**

In the Matter of  
the Securities Legislation of  
Alberta, Manitoba, Ontario, Québec and Nova Scotia  
(the **Jurisdictions**)

and

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

and

In the Matter of  
Linear Gold ULC (formerly, Linear Gold Corp.)  
(the **Filer**)

Decision

**Background**

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 is not a reporting issuer.

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

- (a) The Nova Scotia Securities Commission is the principal regulator for this application; and
- (b) The decision is the decision of the principal regulator and evidences the decision of each other Decision Maker.

**Interpretation**

Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this decision, unless otherwise defined.

## Representations

The decision is based on the following facts represented by the Filer:

1. the Filer is a corporation governed by the *Business Corporations Act* (Alberta ) with its head office located at Suite 502, 2000 Barrington Street, Halifax, Nova Scotia, B3J 3K1 and its registered office located at Suite 1600, 333 7<sup>th</sup> Avenue S.W., Calgary, Alberta, T2P 2Z1.
2. the Filer is a reporting issuer in each of the Jurisdictions.
3. the Filer's authorized capital consisted of an unlimited number of common shares (the **Common Shares**). At the date hereof, a total of 1 Common Share is issued and outstanding.
4. on June 25, 2010, Linear Gold Corp. filed articles of amalgamation in accordance with a plan of arrangement pursuant to which Linear Gold Corp. amalgamated with 1526735 Alberta ULC to form the Filer and as a result the Filer became and is currently a wholly-owned subsidiary of Brigus Gold Corp. (formerly, Apollo Gold Corp.) (the **Parent**).
5. the Parent is an independent, publicly traded company which is listed on the Toronto Stock Exchange under the ticker symbol "BRD". The Parent is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.
6. other than the Common Share held by the Parent, the Filer has no other securities outstanding.
7. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 security holders in each of the jurisdictions in Canada and fewer than 51 security holders in total in Canada.
8. the Common Shares were de-listed from trading on the Toronto Stock Exchange following the close of trading on June 25, 2010.
9. no securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
10. the Filer has no current intention to seek public financing by way of an offering of securities.
11. the Filer filed a notice in British Columbia under British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* stating that it will cease to be a reporting issuer in British Columbia on July 8, 2010. On June 30, 2010, the British Columbia Securities Commission sent a notice that it had received and accepted such notice and confirmed that non-reporting status was effective on July 8, 2010.

12. the Filer is applying for a decision that it is not a reporting issuer in all of the jurisdictions in Canada in which it is currently a reporting issuer.
13. the Filer is not in default of any of its obligations as a reporting issuer as of the date hereof, other than the obligation to file on June 29, 2010: (i) its annual financial statements for the year ended March 31, 2010 and its Management’s Discussion and Analysis in respect of such financial statements, as required under National Instrument 51-102 *Continuous Disclosure Obligations* (**NI 51-102**), and the related certification of such financial statements as required under National Instrument 52-109 *Certification of Disclosure in Issuer’s Annual and Interim Filings*; and (ii) its annual information form for the year ended March 31, 2010 as required under NI 51-102 (collectively, the **Annual Filings**).
14. the Filer is not eligible to use the simplified procedure under CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* because it is in default of filing the Annual Filings.
15. the Filer, upon the grant of the decision, will no longer be a reporting issuer or the equivalent in any jurisdiction in Canada.

#### **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 Filer is deemed to have ceased to be a reporting issuer and that the Filer’s status as a reporting issuer is revoked.

“H. Leslie O’Brien”

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H. Leslie O’Brien, Q.C.

Chairman

Nova Scotia Securities Commission