

## Headnote

NP 11-203 – exemption from the requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* – less than 10% of any class or series of issuer’s securities are beneficially owned by residents of Canada – relief conditional on issuer complying with oil and gas disclosure requirements of the UK and AIM and filing such disclosure, and other conditions

## Applicable Legislative Provisions

National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*, s. 8.1

**Citation: Re Serinus Energy Plc, 2018 ABASC 189**

**Date: 20181221**

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  
Serinus Energy Plc (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 (the **Exemption Sought**) under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer be exempted from the requirements of National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities* (**NI 51-101**).

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 Filer has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Saskatchewan, Manitoba, 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*, MI 11-102 or National Instrument 13-101 *System for Electronic Document Analysis and Retrieval* have the same meaning if used in this decision, unless otherwise defined herein.

## **Representations**

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

1. The Filer is an international oil and gas exploration and production company whose business consists primarily of the exploration for, and development, production and acquisition of, petroleum and natural gas interests in Tunisia and Romania.
2. In May 2018, the Filer completed a corporate reorganization whereby, among other things, it continued from under the *Business Corporations Act* (Alberta) to under the *Companies (Jersey) Law, 1991*, listed its ordinary shares (**Ordinary Shares**) on the Alternative Investment Market (**AIM**) of the London Stock Exchange and voluntarily delisted such shares from the Toronto Stock Exchange.
3. The Filer has a number of subsidiaries that are directly or indirectly wholly-owned by the Filer.
4. The head office of the Filer is located in Calgary, Alberta.
5. The Filer is a reporting issuer in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador (the **Reporting Jurisdictions**), and is not in default of any securities legislation in any jurisdiction of Canada.
6. The authorized share capital of the Filer consists of an unlimited number of Ordinary Shares, of which approximately 217,318,805 are issued and outstanding. The Filer has no debt securities outstanding.
7. The Ordinary Shares are listed on the AIM under the symbol “SENX” and the Warsaw Stock Exchange under the symbol “SEN”. As a result of the Filer’s listing on AIM, the Filer is subject to the disclosure requirements of the United Kingdom, including the AIM Rules for Companies (the **AIM Rules**), which regulate, among other things, reporting by oil and gas companies.
8. The Filer is not in default of any of the disclosure requirements of the United Kingdom, including the AIM Rules.
9. None of the Ordinary Shares are listed for trading on any “marketplace” in Canada (as such term is defined in National Instrument 21-101 *Marketplace Operation*), and the Filer has no current intention to list any securities on any marketplace in Canada.
10. The Filer prepares disclosure with respect to its oil and natural gas activities in accordance with the AIM Rules (the **Oil and Gas Disclosure**).

11. The Filer made a good faith investigation effective October 1, 2018 to confirm the residency of the holders of the Ordinary Shares. The investigation included obtaining geographical surveys of beneficial holders of Ordinary Shares and a list of registered holders of Ordinary Shares from the Filer's transfer agent, Computershare Investor Services (Jersey) Limited (the **Searches**). On the basis of the Searches, and applying the principles of interpretation set forth in National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers (NI 71-102)*, the Filer has concluded that residents of Canada do not beneficially own more than 10% of the Ordinary Shares on a fully-diluted basis.
12. The Filer qualifies as a "designated foreign issuer" under NI 71-102, and as such relies on and complies with the exemptions from Canadian continuous disclosure requirements afforded to designated foreign issuers under Part 5 of NI 71-102.

### **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:

- (a) the Filer continues to be subject to and in compliance with the disclosure requirements of the United Kingdom, including the AIM Rules;
- (b) residents of Canada do not beneficially own more than 10% of the aggregate number of any class or series of securities of the Filer or a subsidiary of the Filer, on a fully-diluted basis, or more than 10% of the aggregate principal amount of any debt securities of the Filer or a subsidiary of the Filer;
- (c) the Filer issues in Canada, and files on SEDAR, a news release stating that it will provide the Oil and Gas Disclosure prepared in accordance with the AIM Rules rather than in accordance with NI 51-101; and
- (d) the Filer files the Oil and Gas Disclosure with the securities regulatory authority or regulator in each of the Reporting Jurisdictions as soon as practicable after the earlier of the date the Oil and Gas Disclosure is required to be filed under the AIM Rules and the date it is filed under the AIM Rules.

*“original signed by”*

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Timothy Robson  
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Alberta Securities Commission