



British Columbia Securities Commission

Citation: 2018 BCSECCOM 368

## **Partial Revocation Order**

### **Pacific Cascade Minerals Inc.**

#### **Section 171 of the *Securities Act*, R.S.B.C. 1996, c. 418**

- ¶ 1 On February 5, 2016, the Executive Director issued an order (the Order) under section 164(1) of the *Securities Act*, R.S.B.C. 1996, c. 418 (the Act) that all trading in the securities of Pacific Cascade Minerals Inc. (Pacific Cascade) cease until it files the required records referred to in the Order.
- ¶ 2 Pacific Cascade has made an application to the Executive Director under section 171 of the Act for a partial revocation of the Cease Trade Order to permit certain trades in connection with the issuance of securities as described below.
- ¶ 3 Pacific Cascade represented to the Commission that:
1. Pacific Cascade's head office is in British Columbia.
  2. Pacific Cascade is a reporting issuer in the provinces of British Columbia and Alberta.
  3. Pacific Cascade is seeking a partial revocation of the Cease Trade Order in order to complete a private placement (the Private Placement) of convertible promissory notes (the Notes) for aggregate gross proceeds of \$150,000. The convertible promissory notes will bear interest at the rate of seven (7%) percent per annum, convertible at the option of the holder into securities of Pacific Cascade following re-activation of Pacific Cascade as a Tier 2 issuer on the TSXV. The term of the Notes will be one year. Principal and accrued interest of the Notes will be convertible following re-activation of Pacific Cascade as a Tier 2 issuer to units (the Units) of securities of Pacific Cascade for the price of \$0.05 per Unit. Each Unit will consist of one common share of Pacific Cascade and one share purchase warrant exercisable for \$0.10 for a period of two (2) years from the date of re-activation, for one additional common share of Pacific Cascade.



4. Pacific Cascade seeks to conduct the Private Placement to enable it to raise sufficient funds to prepare and file all outstanding continuous disclosure records, and provide it with sufficient working capital to continue its operations until it can apply for and receive a full revocation of the Cease Trade Order.
5. Pacific Cascade intends to apply to the Executive Director for a full revocation of the Cease Trade Order.
6. For each distribution made in respect of the Private Placement, Pacific Cascade will comply with one or more of the accredited investor exemptions contained in section 2.3 of National Instrument 45-106 Prospectus Exemptions (NI 45-106), the family, friends and business associates exemption in section 2.5 of NI 45-106, and the employee, executive officer, director and consultant exemption in section 2.24 of NI 45-106. Pacific Cascade will only use the exemption in section 2.24 of NI 45-106 to raise funds from executive officers and directors and not to raise funds from employees or consultants.
7. The Private Placement is intended to take place in British Columbia.
8. Pacific Cascade reasonably expects the proceeds from the Private Placement will be used in a manner consistent with the below table.

<b>Description</b>	<b>Cost</b>
Auditing and accounting fees	\$ 45,000
Accounts payable	\$ 30,000
Legal fees	\$ 25,000
Filing fees and penalties	\$ 21,000
Registrar and transfer agency costs	\$ 10,000
Working capital	\$ 19,000
<b>Total:</b>	<b>\$ 150,000</b>

9. Pacific Cascade reasonably expects the proceeds from the Private Placement will be sufficient to bring its continuous disclosure up to date and to apply for a full revocation and pay all outstanding related fees.
10. Before completing the Private Placement, Pacific Cascade will:



- a. Provide each investor in the Private Placement a copy of the Cease Trade Order;
  - b. Provide each investor in the Private Placement a copy of this Partial Revocation Order; and
  - c. Obtain a signed and dated acknowledgement from each investor in the Private Placement, which clearly states that the issuance of a partial revocation order does not guarantee the issuance of a full revocation in the future.
- ¶ 4 The Executive Director is satisfied that this order is not prejudicial to the public interest.
- ¶ 5 The Executive Director orders under section 171 of the Act that the Order be partially revoked solely to permit completion of the Private Placement.
- ¶ 6 November 20, 2018

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