



British Columbia Securities Commission

Citation: 2016 BCSECCOM 53

Partial Revocation Order

Admiral Bay Resources Inc.

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

- ¶ 1 On December 6, 2011, the Executive Director issued an order (the Cease Trade 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 Admiral Bay Resources Inc. (Admiral Bay) cease until it files the required records referred to in the Cease Trade Order.
- ¶ 2 Admiral Bay has applied to the Executive Director, under National Policy 12-202 *Revocation of a Compliance Cease Trade Order*, for an order under section 171 of the Act for a partial revocation of the Cease Trade Order to permit certain acts in furtherance of a trade as described below.
- ¶ 3 Admiral Bay represented to the Executive Director that:
1. Admiral Bay's head office is in Vancouver, British Columbia.
 2. Admiral Bay is a reporting issuer in the provinces of British Columbia and Alberta.
 3. Admiral Bay proposes to negotiate the terms of, and enter into, a definitive agreement with Zeecol Limited (Zeecol), a non-reporting New Zealand company (the Definitive Agreement). The Definitive Agreement would contemplate the following steps:
 - a. the founder of Zeecol Limited will incorporate an Alberta corporation, which, in turn, will acquire all the issued shares of Zeecol;
 - b. the Alberta corporation will incorporate a British Columbia corporation;



- c. Admiral Bay, the Alberta corporation, and the British Columbia corporation, will enter into an amalgamation agreement or an arrangement agreement (the Reorganization Agreement),
 - d. Under the Reorganization Agreement, the shareholders of Admiral Bay will receive shares of the Alberta corporation, which will be a reporting issuer.
 4. The Definitive Agreement will contain a provision that Zeecol will fund the costs to bring all of the continuous disclosure records of Admiral Bay up to date (the Funding Provision). These costs are estimated to be approximately \$45,000.
 5. Admiral Bay will not file an information circular to seek shareholder approval or hold a meeting of the shareholders of Admiral Bay to approve the Reorganization Agreement until the Cease Trade Order has been fully revoked.
 6. Admiral Bay intends to apply to the Executive Director for a full revocation of the Cease Trade Order.
- ¶ 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 Cease Trade Order be partially revoked solely to permit each of the Definitive Agreement, including the Funding Provision, and the Reorganization Agreement.
- ¶ 6 February 23, 2016

Michael L Moretto, CPA, CA
Manager
Corporate Finance