

## Headnote

Mutual Reliance Review System for Exemptive Relief Applications – All of the issuer's issued and outstanding securities are owned and controlled by one securityholder – Issuer is in default of certain continuous disclosure requirements under securities legislation – Issuer deemed to have ceased to be a reporting issuer under applicable securities laws.

## Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., s. 83

August 17th , 2006

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO, ALBERTA, SASKATCHEWAN, MANITOBA, QUÉBEC, NEW  
BRUNSWICK, NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR  
(the "Jurisdictions")**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF  
APPLICATIONS**

**AND**

**IN THE MATTER OF  
4361733 CANADA INC. (the "Filer")**

**MRRS DECISION DOCUMENT**

## Background

The local securities regulatory authority or regulator (the "**Decision Maker**") in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the "**Legislation**") that the Filer be deemed to have ceased to be a reporting issuer (the "**Requested Relief**").

Under the Mutual Reliance Review System for Exemptive Relief Applications (the "**MRRS**"):

- a) the Ontario Securities Commission is the principal regulator for this application, and
- b) this MRRS decision document evidences the decision of each Decision Maker.

## **Interpretation**

Defined terms contained in National Instrument 14-101 *Definitions* have the same meaning in this decision unless they are defined in this decision.

## **Representations**

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

1. The Filer is a company existing under the *Canada Business Corporations Act* (the "**CBCA**") with its head office located at 150 York Street, Suite 1102, in Toronto, Ontario.
2. The Filer was formed on April 5, 2006 through the amalgamation of Desert Sun Mining Corp. ("**DSM**") and a wholly-owned subsidiary of Yamana Gold Inc. ("**Yamana**"), pursuant to an arrangement (the "**Arrangement**") completed under section 192 of the CBCA.
3. The authorized capital of the Filer consists of an unlimited number of common shares, of which 100 common shares are outstanding. The 100 outstanding common shares of the Filer are owned and controlled by Yamana, and there are no other securities, including debt securities, of the Filer outstanding.
4. DSM was a reporting issuer in each of the Jurisdictions and in British Columbia, and as at the date of the Arrangement, was not in default of any of the requirements of the securities legislation of British Columbia or the Jurisdictions (the "**Legislation**").
5. Prior to the Arrangement becoming effective, the common shares of DSM were listed on the Toronto Stock Exchange. The common shares of DSM were delisted from the Toronto Stock Exchange following the closing of the Arrangement.
6. Upon completion of the Arrangement, the Filer became a reporting issuer in each of the Jurisdictions and in British Columbia.
7. Other than a failure to file interim financial statements on or before May 15, 2006 for the interim period ending March 31, 2006, the Filer is not in default of any requirement of the Legislation.
8. No securities of the Filer are currently traded on a marketplace as defined by National Instrument 12-101 *Marketplace Operation*.
9. The Filer does not intend to seek public financing by way of an issue of securities of the Filer.
10. The Filer is applying for the Requested Relief in all of the jurisdictions of Canada in which it is currently a reporting issuer.

## **Decision**

Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

The decision of the Decision Makers under the Legislation is that the Requested Relief is granted.

"Robert W. Davis"  
Commissioner  
Ontario Securities Commission

"David L. Knight"  
Commissioner  
Ontario Securities Commission