

**DATE: May 19, 2010**

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ALBERTA, SASKATCHEWAN, MANITOBA, ONTARIO, QUEBEC, NEW  
BRUNSWICK, NOVA SCOTIA, PRICE EDWARD ISLAND, NEWFOUNDLAND AND  
LABRADOR, YUKON TERRITORY, NORTHWEST TERRITORIES AND NUNAVUT  
(THE JURISDICTIONS)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE  
JURISDICTIONS**

**AND**

**IN THE MATTER OF  
VAALDIAM RESOURCES LTD.  
(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 (the **Exemptive Relief Sought**).

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

- (a) The Ontario 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 meanings if used in this decision, unless otherwise defined.

**Representations**

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

- (a) The Filer is a corporation governed by the *Canada Business Corporations Act* (the **CBCA**) with its registered and head office located at 55 University Avenue, Suite 1105, Toronto, Ontario.
- (b) The Filer is a reporting issuer in the Jurisdictions.
- (c) The Filer's authorized capital consists of an unlimited number of common shares without par value (the **Common Shares**).
- (d) On March 23, 2010, the Filer filed articles of arrangement pursuant to the CBCA and as a result became and is currently a wholly-owned subsidiary of Vaaldiam Mining Inc. (the **Parent**).
- (e) The Parent is an independent, publicly traded company which is listed on the Toronto Stock Exchange under the ticker symbol "VAA". The Parent is a reporting issuer under the Legislation.
- (f) Other than the Common Shares held by the Parent, the Filer has no other securities outstanding.
- (g) 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.
- (h) The Common Shares were de-listed from the Toronto Stock Exchange following the close of trading on March 25, 2010.
- (i) No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
- (j) The Filer filed a notice in British Columbia under BC Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* stating that it will cease to be a reporting issuer in British Columbia. On March 31, 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 April 8, 2010.
- (k) 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.
- (l) The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, except for the obligation to file: (i) its annual financial statements for the year ended December 31, 2009 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 Filer's Annual and Interim Filings*; and (ii) its annual information form for the year ended December 31, 2009 as required under NI 51-102, all of which became due on March 31, 2010.

(m) 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* in order to apply for the Exemptive Relief Sought.

(n) The Filer, upon the grant of the Exemptive Relief Sought, 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 Exemptive Relief Sought is granted.

*"Mary G. Condon"*  
*Commissioner*  
*Ontario Securities Commission*

*"C. Wesley M. Scott"*  
*Commissioner*  
*Ontario Securities Commission*