

In the Matter of
the Securities Legislation of
British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Québec, New Brunswick,
Prince Edward Island, Nova Scotia and Newfoundland and Labrador
(the **Jurisdictions**)

and

In the Matter of
the Process for Exemptive Relief Applications in Multiple Jurisdictions

and

In the Matter of
Suncor Energy Ventures Holding Corporation
(the **Filer**)

Decision

Background

The securities regulatory authority or regulator in each of the Jurisdictions (the **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 in the Jurisdictions (the **Exemptive Relief Sought**).

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

- (a) the Alberta Securities Commission is the principal regulator for this application; and
- (b) this 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 meaning if used in this decision, unless otherwise defined.

Representations

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

1. Canadian Oil Sands Limited (COS) was formed on 31 December 2010 from the amalgamation of Canadian Oil Sands Limited and 1506633 Alberta Ltd.

2. On 5 October 2015, Suncor Energy Inc. (**Suncor**) made an offer as amended (the **Offer**), to purchase all of the issued and outstanding common shares of COS. Pursuant to the Offer, Suncor ultimately acquired approximately 84% of the issued and outstanding common shares of COS.
3. On 21 March 2016, pursuant to an amalgamation agreement, among other things:
 - (a) COS amalgamated with 1950456 Alberta Ltd., an indirect wholly-owned subsidiary of Suncor to create the Filer (the **Amalgamation**);
 - (b) each outstanding common share of COS not already owned by Suncor was automatically converted into .28 of a Suncor common share; and
 - (c) each common share of COS owned by Suncor was automatically converted into one common share of the Filer.
4. As a result of the Amalgamation and related steps, all of the Filer's common shares are now held by Suncor (indirectly through Suncor's direct wholly-owned subsidiary Suncor Energy Ventures Corporation (**Holdco**)). It is anticipated that the Filer will amalgamate with Holdco, and as a result such amalgamated company will be a direct, wholly-owned subsidiary of Suncor.
5. The Filer is organized pursuant to the *Business Corporations Act* (Alberta). The Filer is a reporting issuer in the Jurisdictions.
6. The Filer's head office is located in Calgary, Alberta.
7. The common shares of COS, which traded on the Toronto Stock Exchange, were delisted effective at the close of markets on 23 March 2016.
8. The ticker symbol "COSWF" for the common shares of COS on the OTC grey market has been eliminated.
9. The Filer currently has the following debt securities outstanding:
 - (a) issued by indenture dated 1 April 1997 between COS, the Bank of New York Mellon and Canadian Oil Sands Limited Partnership #1 (the **Parties**), as amended by supplemental indentures dated 2 January 2003 and 31 December 2010, US\$75 million aggregate principal amount of 8.2% notes due 2027 (the **8.2% Notes**) (of which US\$1,050,000 were subsequently repurchased and cancelled);
 - (b) issued by indenture dated 24 August 2001 between the Parties, as amended by supplemental indentures dated 20 December 2002 and 31 December 2010, US\$250 million aggregate principal amount of 7.9% notes due 2021 (the **7.9% Notes**);

- (c) issued by indenture dated 11 May 2009 between the Parties, as amended and restated 31 December 2010, US\$500 million aggregate principal amount of 7.75% notes due 2019 (the **7.75% Notes**); and
 - (d) issued by indenture dated 29 March 2012 between the Parties, US\$300 million aggregate principal amount of 6.0% notes due 2042 (the **6.0% Notes**), and US\$400 million aggregate principal amount of 4.5% notes due 2022 (the **4.5% Notes**; and collectively with the 8.2% Notes, the 7.9% Notes, the 7.75% Notes and the 6.0% Notes, the **Senior Notes**).
10. Other than its common shares which are held by Suncor as described above, the Filer's only other outstanding securities are the Senior Notes.
 11. The aggregate principal amount of Senior Notes currently outstanding is US\$1,523,950,000. The Senior Notes are not convertible or exchangeable into any other voting or equity securities.
 12. The Filer is not required by the terms of the Senior Notes to be a reporting issuer in the Jurisdictions or to otherwise complete any public reporting.
 13. To the best of the Filer's knowledge and belief, the Senior Notes were sold solely in the United States, and on a private placement basis to "qualified institutional buyers" under U.S. federal securities law. The Senior Notes are not listed on any exchange or marketplace, and to the best of the Filer's knowledge and belief have never been listed on any exchange or marketplace. They are not registered under U.S. federal securities law, and are subject to transfer restrictions as set out in each applicable indenture.
 14. The Filer is required to provide the trustee under each indenture (each, a **Trustee**) with annual audited financial statements (**Annuals**) within 120 days after the end of each fiscal year, and unaudited financial statements (**Interims**) within 60 days after the end of each of the first three fiscal quarters of each year. Upon request by a holder of Senior Notes, and provided such holder has given satisfactory evidence respecting their ownership of the Senior Notes and made such request within a reasonable time period following the provision of the Annuals or Interims to the Trustee, the Filer will provide or cause the Trustee to provide, within a reasonable time period, the Annuals or Interims that have been so requested to such holder.
 15. COS made diligent enquiry (the **Investigation**) through D.F. King Canada, a division of CST Investor Services Inc., to ascertain the beneficial ownership of the Senior Notes. As of 4 February 2016 and 16 February 2016 to the best of the Filer's knowledge and belief and based on the Investigation, the Senior Notes were held by approximately 543 beneficial holders:
 - (a) approximately 28 of which were located in Canada, holding approximately 1.64% of the principal amount of the Senior Notes (ten were identified as being residents of Ontario, four of Québec, eleven of Alberta, two of British Columbia and one of Manitoba);

- (b) approximately 407 of which were located in the United States, holding approximately 77.98% of the principal amount of the Senior Notes; and
 - (c) approximately 108 of which were located outside of both Canada and the United States, and held approximately 20.38% of the principal amount of the Senior Notes.
16. In its take-over bid circular dated 5 October 2015 in connection with the Offer, Suncor disclosed that if permitted by applicable law, subsequent to the successful completion of the Offer and any compulsory acquisition or subsequent acquisition transaction, Suncor intended to cause COS to cease to be a reporting issuer under applicable Canadian securities laws.
 17. In its management proxy circular dated 19 February 2016 that was mailed to holders of its common shares in connection with the meeting in respect of the Amalgamation, COS disclosed that subsequent to the Amalgamation it expected that an application would be made to have COS cease to be a reporting issuer in all provinces of Canada.
 18. On 22 February 2016 in a press release regarding the Amalgamation, COS again disclosed its intention to make an application to cease to be a reporting issuer in all provinces of Canada.
 19. The Filer is not eligible to use the simplified procedure in CSA Staff Notice 12-307 *Applications for a Decision that an Issuer is not a Reporting Issuer* because its outstanding securities, including debt securities, are beneficially owned, directly or indirectly, by more than 51 securityholders in total worldwide and because the Filer is a reporting issuer in British Columbia.
 20. The Filer is not able to surrender its status as a reporting issuer in British Columbia under British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status* because it has more than 50 securityholders.
 21. No securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported.
 22. The Filer is not a reporting issuer in any jurisdictions of Canada other than the Jurisdictions.
 23. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer.
 24. The Filer has no current intention to distribute its securities by way of a public or private offering of securities in Canada.

25. The Filer is applying for the Exemptive Relief Sought from the securities regulatory authority or regulator in each of the jurisdictions of Canada in which it is a reporting issuer.
26. The Filer, upon the grant of the Exemptive Relief Sought, will no longer be a reporting issuer in any jurisdiction of 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.



Cheryl McGillivray
Manager, Corporate Finance