

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF BRITISH COLUMBIA, ALBERTA,
SASKATCHEWAN, MANITOBA, ONTARIO AND QUEBEC

AND

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

AND

IN THE MATTER OF SHININGBANK ENERGY INCOME FUND

AND

IN THE MATTER OF RAIDER RESOURCES LTD.

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec (the "Jurisdictions") has received an application from Shiningbank Energy Income Fund ("Shiningbank") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that in connection with a take-over bid made by Shiningbank (the "Take-over Bid") for all of the issued and outstanding common shares (the "Shares") of Raider Resources Ltd. (the "Target"), the requirement that all of the holders of securities that are of the same class shall be offered identical consideration (the "Identical Consideration Requirement") shall not apply to Shiningbank with respect to consideration offered to certain security holders pursuant to the Take-over Bid;

2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

3. AND WHEREAS Shiningbank has represented to the Decision Makers that:

3.1 Shiningbank is an open-ended investment trust organized under the laws of Alberta, whose head office and majority of assets are located in Alberta and whose trust units (the "Trust Units") are listed on The Toronto Stock Exchange (the "TSE");

3.2 the Target is a public company incorporated under the *Business Corporations Act* (Alberta) whose Shares are listed on the TSE and which is a reporting issuer for purposes of certain Canadian securities legislation;

3.3 Shiningbank is currently preparing a take-over bid circular with respect to the proposed Take-over Bid, which it intends to mail on or about May 10, 2000;

3.4 under the terms of the Take-over Bid, the price to be paid to holders of Shares is, at the election of each holder, 0.0831 of a Trust Unit for each Share (the "Trust Unit Consideration") or 0.0582 of a Trust Unit and \$0.264 in cash for each Share (the "Mixed Consideration");

3.5 the Trust Units issuable under the Take-over Bid to shareholders of the Target resident in the United States (the "U.S. Shareholders") have not been and will not be registered under the *United States Securities Act of 1933*. Accordingly, the delivery of Trust Units to U.S. Shareholders without further action by Shiningbank may constitute a violation of the laws of the United States;

3.6 Shiningbank is eligible to use the multi-jurisdictional disclosure system ("MJDS") adopted by the United States. However, upon issuing Trust Units into the United States, Shiningbank would become subject to the United States *Investment Company Act* and would have to comply with its registration process and continuous disclosure requirements which would be overly burdensome to Shiningbank. In addition, Shiningbank would be subject to state laws;

3.7 the registered list of holders of the Shares dated May 1, 2000 indicates that U.S. Shareholders, as reflected on such list, hold approximately 1.3% of the Shares;

3.8 the Trust Units issuable under the Take-over Bid to shareholders of Target resident in jurisdictions other than Canada or the United States (the "Foreign Shareholders") have not been and will not be registered under the laws of such jurisdictions. Accordingly, the delivery of Trust Units to Foreign Shareholders without further action by Shiningbank may constitute a violation of the laws of such jurisdictions;

3.9 the registered list of holders of the Shares dated May 1, 2000 indicates that Foreign Shareholders, as reflected on such list, hold approximately 0.1% of the Shares;

3.10 to the extent that U.S. Shareholders and Foreign Shareholders receive Trust Units by electing either the Trust Unit Consideration or the Mixed Consideration in exchange for their Shares, Shiningbank proposes to deliver the Trust Units to Montreal Trust Company of Canada (the "Depository"), who will then sell the Trust Units on behalf of the U.S. Shareholders and Foreign Shareholders and deliver to them their respective pro rata share of the proceeds of such sale, less

commissions and applicable withholding taxes, substantially simultaneously with the delivery to all other Target shareholders of the consideration to which such shareholders are entitled under the Take-over Bid;

3.11 Shiningbank is a reporting issuer or the equivalent in each of the Jurisdictions and is not in default of the Legislation;

4. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

5. AND WHEREAS 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;

6. THE DECISION of the Decision Makers in the Jurisdictions pursuant to the Legislation is that, in connection with the Take-over Bid, the Identical Consideration Requirement shall not apply to Shiningbank with respect to consideration offered to U.S. Shareholders and Foreign Shareholders who accept the offer, provided that they receive, instead of Trust Units, the cash proceeds from the Depositary's sale of the Trust Units in accordance with the procedure set out in paragraph 3.10 above.

DATED at Calgary, Alberta this 12th day of May, 2000.

"Original signed by"

Glenda A. Campbell, Acting Chair

"Original signed by"

Eric T. Spink, Vice-Chair

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - relief from requirement to offer identical consideration to all shareholders. In this case, a small number of shareholders resident outside Canada and the U.S. (1.4% of outstanding units) will receive all cash instead of cash and units or all units. Depositary to sell units that would otherwise go to non-Canadian and non-U.S. resident security holders and remit cash proceeds to such security holders.

Applicable Alberta Statutory Provisions

Securities Act, S.A., 1981, c.S-6.1, as amended, ss. 136(1), 144(2)(c).