

May 14, 2009

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

and

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

and

In the Matter of
Welton Energy 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) 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 meaning if used in this decision, unless otherwise defined.

Representations

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

1. The Filer was continued under the *Business Corporations Act* (Alberta) (the **ABCA**) on February 10, 2009 and its head office is located in Calgary, Alberta.

2. Churchill Energy Inc. acquired all of the issued and outstanding securities of the Filer by way of a plan of arrangement under the ABCA effective February 12, 2009 and thus 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.
3. No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 *Marketplace Operation*.
4. The Filer has no current intention to seek public financing by way of an offering of securities.
5. The Filer is applying for a decision that the Filer is not a reporting issuer in all the jurisdictions in Canada in which it is currently a reporting issuer.
6. The Filer is not in default of any requirement of the securities legislation in any of the jurisdictions in Canada except for the obligation to file its audited annual financials, Form 51-102F1 *Management Discussion & Analysis*, annual information form, certification of such filings and annual oil and gas disclosure under National Instrument 51-101 *Standards of Disclosure For Oil and Gas Activities* for the year ended December 31, 2008, all of which became due on March 31, 2009.
7. Upon grant of the Exemptive Relief Sought, the Filer will not be a reporting issuer or the equivalent 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.

“original signed by”

Blaine Young

Associate Director, Corporate Finance

Alberta Securities Commission