

November 20, 2015

In the Matter of
the Securities Legislation of British Columbia, Alberta, Saskatchewan, Manitoba,
Ontario, Quebec, New Brunswick, Nova Scotia,
Prince Edward Island, 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
Troy Resources Limited
(the Filer)

Decision

Background

¶ 1 The securities regulatory authority or regulator in each of the Jurisdictions (Decision Maker) has received an application from the Filer under section 3.4 of National Policy 11-203 *Process for Exemptive Relief Applications in Multiple Jurisdictions*, 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 British Columbia 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

¶ 2 Terms defined in National Instrument 14-101 – *Definitions* have the same meaning if used in this decision, unless otherwise defined.

Representations

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

1. the Filer was incorporated under the laws of Australia on February 28, 1984;

2. the registered and head office of the Filer is located at Suite 2, Level 1, 254 Rokeby Road, Subiaco WA 6008, Australia;
3. the Filer does not have operations in Canada;
4. the Filer is authorized to issue an unlimited number of ordinary shares (Ordinary Shares); as of May 15, 2015 (the effective date of the analysis referred to in paragraph 17, below) there were 214,265,161 Ordinary Shares issued and outstanding; subsequent to May 15, 2015, the Filer issued 75,831,250 Ordinary Shares pursuant to a placement and concurrent share purchase plan; none of these securities were issued to Canadian residents; consequently, there are currently 290,096,411 Ordinary Shares issued and outstanding;
5. as of September 9, 2015 12,000 Employee Performance Rights, 1,679,000 Share Appreciation Rights (SARs) and 470,000 Employee Options, were held by a small number of employees of the Filer, each of whom is well-known to the Filer; if the Employee Options and SARs held by Canadian resident employees are converted to Ordinary Shares (and none held by non-Canadians are converted), this would have no material effect on the percentage of Canadian resident shareholders or percentage of shares beneficially held by Canadian residents, as set out in paragraph 16, below, each of which would continue to be below 2%;
6. as of May 15, 2015 there were also 10,000,000 Options held by Investec Bank Plc, which is not a Canadian resident;
7. the Filer has no securities outstanding other than the Ordinary Shares, Employee Performance Rights, SARs, Employee Options and Options listed in paragraphs 4, 5 and 6, above;
8. the Filer is a reporting issuer in the Jurisdictions;
9. the Ordinary Shares are listed on the Australian Securities Exchange (the ASX) (having been listed on the ASX since March 1987) and trade under the symbol "TRY";
10. the Filer is not a reporting issuer, or its equivalent, in any jurisdiction outside of Canada, other than Australia;
11. the Ordinary Shares were previously listed on the Toronto Stock Exchange (TSX) but, at the request of the Filer, were voluntarily delisted from the TSX effective at the close of business on April 22, 2015; following delisting from the TSX, the Filer closed its Canadian share register;
12. none of the Filer's securities are listed, traded or quoted on a marketplace in Canada (as that term is defined in National Instrument 21-101 *Marketplace Operation*) and the Filer does not intend to have its securities listed, traded or quoted on such a marketplace in Canada;
13. the Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following a decision from the Decision Maker granting the Exemptive Relief Sought;

14. in the last twelve months, the Filer has not conducted any offerings, whether by way of a prospectus offering or private placement, of its securities in Canada, nor does the Filer currently intend to conduct any offerings, whether by prospectus offering or private placement, of its securities in Canada; the Filer has not taken any steps to indicate that there is a market for its securities in Canada since its Ordinary Shares were delisted from the TSX; the Filer has only ever attracted a *de minimus* number of Canadian investors and the daily average volume of trading of the Ordinary Shares in the 12 months prior to delisting from the TSX was approximately 10,400 Ordinary Shares, which accounted for less than 1% of the Filer's worldwide daily trading volumes. In contrast, the daily average volume of trading on the ASX for the same period represented approximately 1,100,000 Ordinary Shares;
15. the Filer is not in default of any of the requirements of:
 - (a) securities legislation in any jurisdiction in Canada, with the exception of the requirement to file its audited financial statements for its financial year ended 30 June 2015 as required under National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Filers* (NI 71-102) pursuant to its status as a Designated Foreign Issuer under NI 71-102 described in paragraph 18 below;
 - (b) the Australian Reporting Requirements (as defined below); or
 - (c) any other securities or corporate legislation to which it is subject;
16. as at May 15, 2015, the Filer had 8,850 registered shareholders and, based on the diligent inquiries described in paragraph 17, below, to the best of the Filer's information, knowledge and belief:
 - (a) the Filer had 9,403 beneficial shareholders worldwide;
 - (b) 1,457,687 Ordinary Shares were beneficially held by Canadian residents, representing 0.68% of the total number of outstanding Ordinary Shares;
 - (c) the Filer had 173 Canadian resident beneficial shareholders, representing approximately 1.84% of the total number of beneficial holders of Ordinary Shares worldwide; and
 - (d) accordingly, as at May 15, 2015 and assuming the conversion of Employee Options and SARs held by Canadian resident employees to Ordinary Shares (and that none held by non-Canadians are converted), residents in Canada:
 - (i) did not directly or indirectly beneficially own more than 2% of each class or series of issued and outstanding securities of the Filer worldwide; and
 - (ii) did not directly or indirectly comprise more than 2% of the total number of holders of issued and outstanding securities of the Filer worldwide;
17. in support of the representations in paragraph 16, above, the Filer engaged the services of Orient Capital Pty Ltd (Orient), who made due diligence inquiries:

- (a) Orient conducted an analysis of the entire register of members of the Filer dated May 15, 2015;
 - (b) as a result of this process, both direct and indirect Canadian-resident shareholders were identified for a Canadian holder report, which illustrated the beneficial owners or investment managers domiciled in Canada;
 - (c) the Filer's Company Secretary also reviewed the Filer's entire register of shareholders to satisfy herself that Orient's determination as to the representation of Canadian resident beneficial holders on the Filer's share register was reasonable;
 - (d) the Filer believes that these inquiries, and the conclusions reached, are reasonable in the circumstances;
18. the Filer is subject to the reporting requirements of the ASX and the Australian *Corporations Act, 2001 (Cth)* (together, the Australian Reporting Requirements); the Australian Reporting Requirements are similar in nature and scope to the reporting requirements under National Instrument 51-102 *Continuous Disclosure Obligations*; during the time the Filer has been a reporting issuer in the Jurisdictions, the Filer has been a designated foreign issuer pursuant to, and has complied with, NI 71-102;
19. the Filer provided advance notice to Canadian resident securityholders in a news release dated April 13, 2015 that it has applied to securities regulatory authorities for a decision that it is not a reporting issuer in Canada and, if that decision is made, the Filer will no longer be a reporting issuer in any jurisdiction of Canada; the Filer has received no response from its securityholders in response to the news release dated April 13, 2015;
20. the Filer undertakes that Canadian resident shareholders will continue to receive disclosure material as required by Australian Reporting Requirements; disclosure material is also available under the Filer's profile on the ASX website at www.asx.com.au;
21. the Filer is not eligible for the simplified procedure set out 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 50 securityholders in total worldwide; and
22. the Filer is not eligible 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 is not a "closely held reporting issuer" within the meaning of that instrument, because its outstanding securities are beneficially owned, directly or indirectly, by more than 50 persons and its securities are traded through or quoted on an exchange, namely, the ASX.

Decision

- ¶ 4 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.

Peter J Brady



Peter J. Brady
Director, Corporate Finance
British Columbia Securities Commission