

May 28, 2014

In the Matter of  
the Securities Legislation of  
British Columbia, Alberta, Ontario, Saskatchewan and Manitoba  
(the Jurisdictions)

and

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

and

In the Matter of  
New Moon Minerals Corp.  
(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 be deemed to cease to be 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 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**

Terms defined in National Instrument 14-101 *Definitions and Interpretation* 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 is a corporation that was incorporated on January 22, 2010 under the *Canada Business Corporations Act* (the CBCA);
2. the head office of the Filer is located in Delta, British Columbia, Canada.
3. the Filer is a reporting issuer in each of the Jurisdictions;
4. the Filer applied to list its common shares on the TSX Venture Exchange (the TSX Venture) and attempted to complete an initial public offering (the First Offering) pursuant to a final long form prospectus dated August 31, 2011 (the First Prospectus), an amended and restated prospectus dated December 7, 2011 (the Amended First Prospectus) and again (the Second Offering) pursuant to a final long form prospectus dated June 28, 2012 (the Second Prospectus collectively with the First Prospectus and the Amended First Prospectus, the Prospectuses) in the Jurisdictions for which the Decision Maker issued receipts dated September 1, 2011, December 8, 2011 and June 29, 2012 respectively;
5. the Filer became a reporting issuer on September 1, 2011 when it obtained a receipt for the First Prospectus filed in the Jurisdictions;
6. market conditions did not permit the Filer to complete the First Offering or the Second Offering by way of the Prospectuses;
7. no securities of the Filer have been, or will be, distributed under the Prospectuses, and the Filer has no current intention to seek financing by way of public offering;
8. 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;
9. the Filer does not have a TSX Venture listing;
10. the Filer is not in default of securities legislation in any jurisdiction of Canada;
11. the Filer is authorized to issue an unlimited number of common shares, of which there are currently 35,379,351 common shares issued; the Filer also has 16,560,051 common share purchase warrants outstanding and 1,300,000 fully vested stock options of the Filer outstanding;
12. the outstanding securities of the Filer are beneficially owned by 172 security holders, including 58 shareholders in British Columbia, 12 in Alberta, 28 in Saskatchewan, 59 in Manitoba, 12 in Ontario, one in Newfoundland and two whose addresses are unknown;
13. 22 of the Filer's current security holders were not security holders prior to the filing of the Prospectuses (the Post-Prospectus Security Holders); the Filer has contacted 21 of the Post-

Prospectus Security Holders (the Contacted Security Holders); the Contacted Security Holders have all signed consents to the Filer cease to be reporting; the Filer has made its best efforts to contact the one other Post-Prospectus Security Holder but has been unable to contact such Post-Prospectus Security Holder;

14. the Filer issued a news release on March 20, 2014 announcing that it had filed an application in the Jurisdictions for a decision that it is not a reporting issuer;
15. no trading of the Filer's securities has occurred since it filed the First Prospectus, other than:
  - (a) on September 12, 2011, the issuance of 50,000 shares pursuant to a property option agreement dated September 14, 2010;
  - (b) on September 12, 2011, the issuance of 500,000 shares pursuant to a property purchase and sale agreement dated September 15, 2010;
  - (c) on February 24, 2012, the issuance (under a private placement) of 1,215,000 units at a price of \$0.10 per unit, each unit consisting of one common share and one warrant;
  - (d) on March 1, 2012, the issuance of 200,000 shares pursuant to a property option agreement dated February 11, 2011;
  - (e) on March 1, the issuance of 540,000 shares pursuant to a property option agreement dated February 9, 2010;
  - (f) on March 13, 2012, the issuance (under a private placement) of 500,000 units at a price of \$0.10 per unit, each unit consisting of one common share and one warrant;
  - (g) on April 2, 2012, the issuance (under a private placement) of 350,000 units at a price of \$0.10 per unit, each unit consisting of one common share and one warrant;
  - (h) on May 9, 2012, the issuance of 200,000 shares in respect of legal services pursuant to a credit agreement dated May 1, 2012 and loan bonus;
  - (i) on May 22, 2012, the transfer of 150,000 shares;
  - (j) on August 16, 2012, the transfer of 2,000 shares;
  - (k) on September 14, 2012, the issuance of 75,000 shares pursuant to a property option agreement dated September 14, 2010;
  - (l) on September 15, 2012, the issuance of 500,000 shares pursuant to a property purchase and sale agreement dated September 15, 2010;
  - (m) on January 22, 2013, the issuance (under a private placement) of 4,160,000 units at a price of \$0.025 per unit, each unit consisting of one common share and one warrant;

- (n) on April 30, 2013, the issuance (under a private placement) of 5,260,000 units at a price of \$0.025 per unit, each unit consisting of one common share and one warrant;
  - (o) on April 30, 2013, the issuance (in settlement of debt) of 2,475,051 units at a price of \$0.025 per unit, each unit consisting of one common share and one warrant;
  - (p) on April 7, 2014, the issuance (under a private placement) of 1,000,000 units at a price of \$0.025 per unit, each unit consisting of one common share and one warrant;
16. except as provided for in paragraph 15 above, to the knowledge of the Filer, no trading of its securities has occurred since it filed the First Prospectus;
17. 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* because it is a reporting issuer in British Columbia and is unable to cease reporting in British Columbia under BCI 11-502 *Voluntary Surrender of Reporting Issuer Status* because it has more than 50 beneficial security holders and therefore has too many security holders to use the simplified procedure; and
18. if the Exemptive Relief Sought is granted, the Filer will no longer be a reporting issuer or equivalent in any jurisdiction in Canada.

**Decision**

Each of the Decision Makers is satisfied that the Decision meets the tests 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.



Andrew S. Richardson  
Acting Director, Corporate Finance  
British Columbia Securities Commission