

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
ONTARIO, ALBERTA AND SASKATCHEWAN (the Jurisdictions)**

**AND**

**IN THE MATTER OF  
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS IN MULTIPLE  
JURISDICTIONS**

**AND**

**IN THE MATTER OF  
CHANNEL RESOURCES LTD.  
(THE FILER)**

**DECISION**

**Background**

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer under the securities legislation of the Jurisdictions (the **Legislation**) for an order that the Filer has ceased to be a reporting issuer in the Jurisdictions (the **Requested Relief**).

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

- (a) the Ontario 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 the other Decision Maker.

**Interpretation**

Terms defined in National Instrument 14-101 *Definitions* and Multilateral Instrument 11-102 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 formed on November 1, 1989 by way of amalgamation and is a corporation governed by the *Business Corporations Act* (British Columbia) and is a reporting issuer in the provinces of Alberta, Saskatchewan and Ontario. Prior to the Arrangement (as defined below), the Filer's head office was located at Suite 404 – 999 Canada Place, Vancouver, British Columbia.
2. Effective January 17, 2014, West African Resources Limited, a company incorporated under the laws of Australia, acquired all of the issued and outstanding common shares in the capital of the Filer (the **Channel Shares**) by way of a statutory plan of arrangement under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia).
3. As a result of the Arrangement, the Filer is now a wholly owned subsidiary of West African and the Filer's share capital consists entirely of common shares, which are solely held by West African. The Filer has no other outstanding securities, including debt securities.
4. The British Columbia Securities Commission granted the Filer non-reporting status in British Columbia effective February 3, 2014 pursuant to British Columbia Instrument 11-502 *Voluntary Surrender of Reporting Issuer Status*.
5. The outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide.
6. Following completion of the plan of arrangement, the Channel Shares were delisted from the TSX Venture Exchange effective January 23, 2014, as such no securities of the Filer including any 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.
7. The Filer has no intention to seek public financing by way of an offering of securities.
8. The Filer is not a reporting issuer or the equivalent in any jurisdiction in Canada, other than the Jurisdictions.
9. The Filer is applying for a decision that it is not a reporting issuer in all of the Jurisdictions.
10. The Filer is not in default of any of its obligations under the Legislation as a reporting issuer, other than an obligation (arising after the Arrangement) to file on or before January 28, 2014 its annual financial statements and its management discussion and analysis in respect of such statements for the year ended September 30, 2013, as required under National Instrument 51-102 — *Continuous Disclosure Obligations* and the related certificates as required under National Instrument 52-109 — *Certification of Disclosure in Issuers' Annual and Interim Filings* (collectively, the **Filings**).

11. The Filer was 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* as it is in default for failure to file the Filings.
12. The Filer will not be a reporting issuer or the equivalent in any jurisdiction in Canada immediately following the granting of the Requested Relief.

**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 Requested Relief is granted.

Dated this 21<sup>st</sup> day of February, 2014.



Commissioner  
Ontario Securities Commission



Commissioner  
Ontario Securities Commission