

IN THE MATTER OF  
THE SECURITIES LEGISLATION  
OF ALBERTA, SASKATCHEWAN AND ONTARIO

AND

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

AND

IN THE MATTER OF LIBERTY OIL & GAS LTD.

**MRRS DECISION DOCUMENT**

1. WHEREAS the Canadian securities regulatory authority or regulator (the “Decision Maker”) in each of Alberta, Saskatchewan and Ontario (the “Jurisdictions”) has received an application from Liberty Oil & Gas Ltd. (“Liberty”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that Liberty be deemed to have ceased to be a reporting issuer under the Legislation;
2. AND WHEREAS under 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 Liberty has represented to the Decision Makers that:
  - 3.1 Liberty is a corporation amalgamated under the *Canada Business Corporations Act* (the “CBCA”);
  - 3.2 Liberty’s head office is located in Calgary, Alberta;
  - 3.3 Liberty is a reporting issuer in the Jurisdictions;
  - 3.4 Liberty became a reporting issuer in Alberta as a result of an amalgamation with Rockport Energy Corporation on November 30, 1998;
  - 3.5 Liberty is not in default of any of the requirements of the Legislation, with the exception of its failure to file an annual information form in Ontario for the year ended December 31, 2001;
  - 3.6 the authorized capital of Liberty consists of an unlimited number of common shares (the “Common Shares”);
  - 3.7 there is one Common Share issued and outstanding;
  - 3.8 Lexxor Energy Inc. (“Lexxor”), a corporation amalgamated under the *Business*

*Corporations Act* (Alberta) and with its head office in Calgary, Alberta, owns the only outstanding Common Share;

- 3.9 Lexxor became the sole security holder of Liberty pursuant to an arrangement under the CBCA completed effective July 23, 2002 (the “Arrangement”);
  - 3.10 under the Arrangement, the predecessor of Liberty amalgamated with Lexxor Acquisition Company Ltd., a wholly owned subsidiary of Lexxor, and the former holders of Liberty common shares exchanged those common shares for common shares and warrants to purchase common shares of Lexxor;
  - 3.11 the Common Shares were delisted from the TSX Venture Exchange on August 12, 2002 and no securities of Liberty are listed or quoted on any exchange or market;
  - 3.12 Liberty has no securities, including debt securities, outstanding other than the Common Shares; and
  - 3.13 Liberty does not intend to seek financing by way of a public offering of its securities;
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 under the Legislation is that Liberty is deemed to have ceased to be a reporting issuer under the Legislation.

DATED this 11<sup>th</sup> day of September, 2002.

“original signed by”

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Patricia M. Johnston  
Director, Legal Services & Policy Development

**Headnote**

Mutual Reliance Review System for Exemptive Relief Applications - corporation deemed to have ceased to be a reporting issuer after all of its outstanding securities were acquired by another corporation.

**Applicable Alberta Statutory Provisions**

*Securities Act*, R.S.A., 2000, c.S-4, s. 153