

Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Application to be deemed to have ceased to be a reporting issuer.

Applicable Alberta Statutory Provisions

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

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF THE PROVINCES OF ALBERTA, SASKATCHEWAN, ONTARIO, QUÉBEC,
NOVA SCOTIA AND NEWFOUNDLAND AND LABRADOR

AND

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

AND

IN THE MATTER OF RIO ALTO EXPLORATION LTD.

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the “Decision Maker”) in Alberta, Saskatchewan, Ontario, Québec, Nova Scotia and Newfoundland and Labrador (the “Jurisdictions”) has received an application from Rio Alto Exploration Ltd. (“Rio Alto”) for a decision under the securities legislation of the Jurisdictions (the “Legislation”) that Rio Alto 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 Rio Alto has represented to the Decision Makers that:
 - 3.1 Rio Alto is a corporation organized under the laws of Alberta and its head office is located in Calgary, Alberta;
 - 3.2 Rio Alto is a reporting issuer under the Legislation and became a reporting issuer in Alberta on July 11, 1975 by receiving a receipt for a final prospectus;
 - 3.3 Rio Alto is not in default of any of the requirements of the Legislation;
 - 3.4 the authorized capital of Rio Alto consists of an unlimited number of common shares (the “Common Shares”), an unlimited number of first preferred shares issuable in

series and an unlimited number of second preferred shares issuable in series of which there are 75,957,627 Common Shares outstanding;

- 3.5 as a result of a plan of arrangement involving Canadian Natural Resources Limited (“CNQ”) and Rio Alto, on July 1, 2002, CNQ acquired all of the outstanding Common Shares of Rio Alto and became the sole holder of the outstanding Common Shares;
 - 3.6 at the close of business on July 5, 2002, the Common Shares were delisted from TSX Inc. and no securities of Rio Alto are listed or quoted on any exchange or market;
 - 3.7 in addition to the outstanding Common Shares, Rio Alto has US\$125,000,000 senior unsecured U.S. dollar notes (the “Notes”) which were issued in a private placement to 16 institutional buyers (the “Note Holders”);
 - 3.8 the head and registered office of each Note Holder is located outside of Canada and the Notes are held outside of Canada;
 - 3.9 Rio Alto has no securities, including debt securities, outstanding, other than the outstanding Common Shares and the Notes; and
 - 3.10 Rio Alto does not intend to seek public financing by way of an 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 Rio Alto is deemed to have ceased to be a reporting issuer.

DATED this 16th day of August, 2002

“original signed by”

Patricia M. Johnston

Director, Legal Services & Policy Development