# IN THE MATTER OF THE SECURITIES LEGISLATION OF ALBERTA, SASKATCHEWAN, ONTARIO, NOVA SCOTIA AND NEWFOUNDLAND

#### AND

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

AND

## IN THE MATTER OF WATERCAN INC.

### MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, Saskatchewan, Ontario, Nova Scotia and Newfoundland (the "Jurisdictions") has received an application from Watercan Inc. (the "Filer") for:

- (i) a decision under the securities legislation of the Jurisdictions (the "Legislation") that the Filer be deemed to have ceased to be a reporting issuer or its equivalent under the Legislation; and
- (Ii) in Ontario only, an order pursuant to the *Business Corporations Act* (Ontario) (the "OBCA") that the Filer be deemed to have ceased to be offering its securities to the public;

AND WHEREAS under the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Ontario Securities Commission is the principal regulator for this Application;

AND WHEREAS the Filer has represented to the Decision Markers that:

- 1. The Filer is a company existing under the OBCA with its head office located in Toronto, Ontario.
- 2. The Filer was formed on November 9, 2000 by the amalgamation of Jascan Resources Inc. ("Jascan") and a wholly-owned subsidiary of Breakwater Resources Ltd.

("Breakwater") pursuant to an arrangement (the "Arrangement") completed under section 182 of the OBCA.

- 3. Following the completion of the Arrangement, the Filer became a reporting issuer or its equivalent under the Legislation by virtue of Jascan having been a reporting issuer under the Legislation for at least twelve months.
- 4. Other than a failure to file interim financial statements on or before November 29, 2000 for the period ending September 30, 2000, the Filer is not in default of any requirement of the Legislation.
- 5. The authorized capital of the Filer consists of, among other securities, an unlimited number of common shares ("Watercan Shares"), of which one Watercan Share is outstanding. The single outstanding Watercan Share is owned and controlled by Breakwater, and there are no other securities, including debt securities, of the Filer outstanding.
- 6. Prior to the Arrangement becoming effective, the common shares of Jascan were listed on The Toronto Stock Exchange. The common shares of Jascan were delisted from The Toronto Stock Exchange on November 16, 2000 and there are no securities of Jascan or the Filer listed or quoted on any exchange or market in Canada.
- 7. The Filer does not intend to seek public financing by way of an issue of securities of the Filer.

AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides that Decision Maker with the jurisdiction to make the Decision has been met:

THE DECISION of the Decision Makers under the Legislation is that the Filer is deemed to have ceased to be a reporting issuer or its equivalent under the Legislation.

DATED at Toronto this 21st day of December, 2000.

A John Hughes@

John Hughes

Manager, Continuous Disclosure

AND IT IS HEREBY ORDERED by the Ontario Securities Commission pursuant to subsection 1(6) of the OBCA that the Filer is deemed to have ceased to be offering its securities to the public for the purposes of the OBCA.

DATED	at Toronto	this 21st	day of December	r, 2000.

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Howard I. Wetston	J.A. Gellar	

## Headnote

Mutual Reliance Review System for Exemptive Relief Applications - Reporting issuer deemed to have ceased to be a reporting issuer - only one security holder remaining.

Subsection 1(6) of the OBCA - Issuer deemed to have ceased to be offering its securities to the public under the *Business Corporations Act* (Ontario).

## Applicable Ontario Statutory Provisions

Securities Act, R.S.O. 1990, c.S.5, as am., ss.1(1), 6(3) and 83.

Business Corporations Act, R.S.O. 1990, c.B.16, as am., s.1(6).