

February 26, 2020

In the Matter of
the Securities Legislation
of Saskatchewan and Ontario
(the **Jurisdictions**)

and

In the Matter of
the Process for Cease to be a Reporting Issuer
Applications

and

In the Matter of
PrimeWest Mortgage Investment Corporation
(the **Filer**)

Order

Background

The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the Financial and Consumer Affairs Authority of Saskatchewan (**FCAA**) is the principal regulator for this application;
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in British Columbia, Alberta, and Manitoba; and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

Terms defined in National Instrument 14-101 *Definitions*, and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

This order is based on the following facts represented by the Filer:

1. The Filer is incorporated under *The Business Corporations Act* (Saskatchewan) (the **SBCA**) and has its head and registered office at 307 Jessop Avenue in Saskatoon, Saskatchewan.
2. The Filer is a reporting issuer in each of British Columbia, Alberta, Saskatchewan, Manitoba, and Ontario.
3. The authorized capital of the Filer consists of an unlimited number of Class A common shares (the **Class A Shares**) and an unlimited number of Class B common shares. As of the date hereof, there are 1,888,374 Class A Shares issued and outstanding and no Class B common shares are issued and outstanding. The Filer has no convertible securities, debt or otherwise.
4. The Filer is unable to determine the ownership of approximately 2,980 Class A Shares.
5. The Class A Shares are held by approximately 319 beneficial shareholders and approximately 311 registered shareholders, including 317 beneficial Canadian shareholders and 2 beneficial shareholders located in the US.
6. Pursuant to the Filer's Management Information Circular dated August 16, 2019, and filed on www.sedar.com on August 30, 2019, the Filer's Management presented shareholders with a special resolution to approve the voluntary liquidation and dissolution of the Filer pursuant to a Liquidation and Dissolution Plan (the **Plan**).
7. The Filer issued a press release on August 20, 2019, announcing the approval of the Plan by the Filer's board of directors, and that the Plan will be put before the Filer's shareholders for approval at its annual general and special meeting on September 24, 2019.
8. The Plan was approved at an annual general and special meeting of the Filer's shareholders on September 24, 2019.
9. The Filer issued a press release on September 25, 2019, announcing that on September 24, 2019, the Filer's shareholders voted in favour of voluntarily liquidating and dissolving the Filer and approved the plan as set out in the Filer's Management Information Circular.
10. The Plan was implemented by the Filer's board of directors effective October 24, 2019, and affirmed and approved by an order (the **Order**) of the Court of Queen's Bench for the Province of Saskatchewan (the **Court**) on October 31, 2019. Pursuant to the Order:
 - (a) KPMG Inc. was appointed liquidator of the Filer's estate (the **Liquidator**);
 - (b) the Filer is exempt from the requirements of sections 149 and 153 of the SBCA to provide any further audited financial statements to its shareholders;
 - (c) the Filer is relieved of any obligation to call a meeting of its shareholders;
 - (d) the Filer is to be liquidated pursuant to the SBCA and the Plan, and under the supervision of the Court.

11. The Filer issued a press release on November 4, 2019, announcing that the Plan had been approved by order of the Court of Queen's Bench for Saskatchewan, and that the Filer's liquidator is in the process of delisting the Filer's Class A Shares trading on the Canadian Stock Exchange (the **CSE**)
12. On November 6, 2019, the Filer filed an application with the CSE to voluntarily delist the Class A Shares from trading on the CSE (the **Delisting**). The Filer's Management deemed it in the best interests of the Filer to make the Delisting application, and such application was granted by the CSE on November 8, 2019, and the Class A Shares were delisted effective November 11, 2019.
13. The Filer intends to maintain its website located at "www.primewest.ca" (**Website**) pending dissolution and will post its press releases on its Website.
14. 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, and the Filer does not intend to have any of its securities listed, traded, or quoted on any marketplace in Canada or any other jurisdiction.
15. The Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*.
16. The Filer must obtain Clearance Certificates pursuant to the following sections of the applicable legislation before it can dissolve:
 - (a) subsection 159(2) of the *Income Tax Act* (Canada);
 - (b) subsection 23(5) of the *Canada Pension Plan*;
 - (c) subsection 86(3) of the *Employment Insurance Act* (Canada);
 - (d) subsections 81(1) and 270(3) of the *Excise Tax Act* (Canada).
17. The Filer will satisfy all of its liabilities and distribute all of its assets to shareholders at times and in amounts at the discretion of the Liquidator under supervision of the Court, and will then dissolve in accordance with the applicable provisions of the SBCA.
18. The Management Information Circular of the Filer dated August 16, 2019, that was provided to the Filer's shareholders included disclosure about the Filer's intention to delist its securities from the CSE and to apply for an order to no longer be a reporting issuer for the purposes of applicable Canadian securities legislation.
19. The Filer has no intention to seek public financing by way of an offering of securities.
20. All issued and outstanding securities of the Filer will be cancelled upon its dissolution.
21. As soon as practicable following the decision that the Filer is no longer a reporting issuer, it will issue a news release advising shareholders that:
 - (a) it has ceased to be a reporting issuer; and

- (b) if possible, the anticipated date of dissolution and final distribution to shareholders.
22. If the Filer is not dissolved by March 31, 2020, it will on or about that date, and thereafter on a quarterly basis until it dissolves, issue a news release on the status of the liquidation and the anticipated timing of its dissolution.
23. The Filer will notify the Jurisdictions at any time before its dissolution if it:
- (a) commences an active business or commercial operations;
 - (b) proposes to undertake a public financing or private offering of securities in any Jurisdiction; and
 - (c) files an application to be revived under the SBCA.
24. As soon as practicable after the time of dissolution, the Filer will issue a news release confirming the dissolution.
25. The Filer is not eligible to use the simplified procedure in National Policy 11-206 *Process for Cease to be a Reporting Issuer Applications* because it has 15 or more shareholders in each of Alberta, British Columbia and Saskatchewan and more than 51 shareholders worldwide.
26. The Filer is not in default of securities legislation in any jurisdiction.

Order

Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.



Dean Murrison
Director, Securities Division
Financial and Consumer Affairs Authority
of Saskatchewan