



Canadian Oil Sands

Canadian Oil Sands Limited  
2500 First Canadian Centre  
350 – 7<sup>th</sup> Avenue S.W.  
Calgary, AB T2P 3N9

Tel: (403) 218-6200  
Fax: (403) 218-6201

[www.cdnoilsands.com](http://www.cdnoilsands.com)

**Shaun Wrubell**  
**Telephone No. (403) 218-6233**  
**Fax No. (403) 218-6227**  
**Email: [swrubell@cdnoilsands.com](mailto:swrubell@cdnoilsands.com)**

June 12, 2013

**VIA EMAIL**

British Columbia Securities Commission  
Alberta Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
Manitoba Securities Commission  
Ontario Securities Commission  
Autorité des marchés financiers  
New Brunswick Securities Commission  
Superintendent of Securities, Prince Edward Island  
Nova Scotia Securities Commission  
Securities Commission of Newfoundland and Labrador  
Superintendent of Securities, Yukon Territory  
Superintendent of Securities, Northwest Territories  
Superintendent of Securities, Nunavut

**Attention: Anne-Marie Beaudoin, Corporate Secretary**  
Autorité des marchés financiers  
Tour de la Bourse  
800, square Victoria  
C.P. 246, 22e étage  
Montreal, Québec H4Z 1G3  
Fax: (514) 864-6381  
E-mail: [consultation-en-cours@lautorite.qc.ca](mailto:consultation-en-cours@lautorite.qc.ca)

**Attention: The Secretary**  
Ontario Securities Commission  
20 Queen Street West  
Suite 1900, Box 55  
Toronto, Ontario M5H 3S8  
Fax: (416) 593-8145  
E-mail: [comments@osc.gov.on.ca](mailto:comments@osc.gov.on.ca)

**Re: Proposed Amendments to Multilateral Instrument 62-104 *Take-Over Bids and Issuer Bids* and National Policy 62-203 *Take-Over Bids and Issuer Bids* and National Instrument 62-103 *Early Warning System and Related Take-Over Bid and Insider Reporting Issues* (collectively, the “Amendments”)**

Canadian Oil Sands Limited (“COS”) appreciates the efforts of the Canadian Securities Administrators (the “CSA”) to change the early warning reporting system to enhance market transparency and efficiency and facilitate shareholder engagement. COS also appreciates the opportunity to be a part of the CSA’s regulatory reform process.

COS holds a 36.74 per cent working interest in the Syncrude joint venture, providing a pure investment opportunity in Syncrude's crude oil producing assets. Located near Fort McMurray, Alberta, Syncrude Canada operates large oil-sands mines and an upgrading facility that produces a light, sweet crude oil on behalf of its joint venture owners. COS' primary business is its ownership in Syncrude and the marketing and sale of crude oil derived from such ownership.

COS has the following comments on the Amendments:

### **Early Warning Reporting Threshold**

We agree that that the trigger for early warning reporting in Canada should be decreased to 5% from 10%. We believe that increased market transparency leads to greater market efficiency. Information regarding significant shareholders is important information for the market. Accordingly, lowering the early warning reporting threshold to 5% will increase market transparency and efficiency.

Canada's early warning reporting threshold is significantly higher than several other major capital markets. Lowering the early warning reporting threshold to 5% will make Canada consistent with the United States and Australia. The United Kingdom has a 3% threshold.

Canadian reporting issuers often have a limited understanding of the identity of their shareholders. Lowering the early warning reporting threshold to 5% will allow issuers to better identify their shareholders and engage in a dialogue with them regarding corporate governance, activist investors and other matters.

Under the *Business Corporations Act (Alberta)* (the "ABCA"), shareholders holding 5% or more of a company's shares can requisition a shareholder's meeting. Issuers and the public should be aware of shareholders who hold a sufficient amount of shares to requisition a shareholders' meeting.

### **Subsequent Increases/Decreases in Ownership**

We are of the view that beneficial owners should be required to disclose further 1% increases or decreases in share ownership rather than 2% increases or decreases in ownership. 1% of the issued and outstanding shares of many large-cap companies is a significant amount of shares. Disclosure of further 1% increases or decreases in ownership will provide the market with useful information and increase market transparency and efficiency.

### **Disclosure of Investor Intentions**

We agree that the disclosure included in early warning reports regarding the purpose of the transaction and future intentions is often boilerplate and inadequate. More detailed disclosure of the purpose of the transaction and future intentions will provide useful information to the market, allowing it to properly assess the acquisition or disposition. We believe that an officer certification requirement will facilitate such enhanced disclosure.

Thank you for the opportunity to comment on the Amendments.

Yours truly,

**CANADIAN OIL SANDS LIMITED**



Shaun Wrubell  
Legal Counsel  
SMW/ss

- c. Trudy M. Curran, Senior Vice President, General Counsel & Corporate Secretary  
Ryan M. Kubik, Chief Financial Officer  
Wesley R. Twiss, Chairman of the Audit Committee