



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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**IN THE MATTER OF THE *SECURITIES ACT*  
R.S.O. 1990, c. S.5, AS AMENDED**

**- and -**

**IN THE MATTER OF WESTERN WIND ENERGY CORP.,  
BROOKFIELD RENEWABLE ENERGY PARTNERS LP, and  
WWE EQUITY HOLDINGS INC.**

**Order  
(Sections 104 and 127)**

**WHEREAS** on November 26, 2012, WWE Equity Holdings Inc., an indirect subsidiary of Brookfield Renewable Energy Partners LP, (together, the “Respondent”) made an Offer to Purchase For Cash (the “Offer”) all of the outstanding common shares of Western Wind Energy Corp. (the “Applicant”) which had an initial expiry date of January 28, 2013 at 5:00p.m.;

**AND WHEREAS** on January 28, 2013, the Respondent extended the Offer by Notice of Variation and Extension until February 11, 2013 at 5:00p.m.;

**AND WHEREAS** the Applicant filed an application (the “Application”) with the Ontario Securities Commission (the “Commission”) dated January 28, 2013 requesting that the Commission issue:

- (a) an order compelling the Respondent to obtain at its own expense a formal valuation of the Applicant and to otherwise comply with section 2.3 of Multilateral Instrument (“MI”) 61-101;
- (b) an interim and interlocutory order cease trading the Offer until the Respondent has complied with the order requested in subparagraph (a);
- (c) an expedited hearing for the relief set out in subparagraphs (a) and (b) above; and
- (d) a confidentiality order with respect to confidential business information of the Applicant contained in the record;

**AND WHEREAS** the Respondent brought a cross-motion dated February 4, 2013 (the “Respondent’s Motion”) for:

- (a) an order dismissing the Application and, if necessary, and out of an abundance of caution, exempting the Offer from the valuation requirement under MI 61-101; and
- (b) such further relief as the Commission may deem just;

**AND WHEREAS** on February 7, 2013, a hearing was held before the Commission to address the granting of:

- (a) an interim and interlocutory order cease trading the Offer;
- (b) the Respondent's Motion; and
- (c) confidentiality motions;

**AND WHEREAS** the Commission heard oral submissions from the Applicant, the Respondent and Staff of the Commission and reviewed all the materials submitted by the parties;

**AND WHEREAS** the Commission is of the view that it is in the public interest to make this order with reasons to follow;

**IT IS HEREBY ORDERED:**

1. The Applicant's request for an interim and interlocutory order cease trading the Offer is dismissed;
2. The Respondent's Motion to dismiss the Application is granted; and
3. Only redacted copies of the record will be made publicly available and all redacted copies of hearing materials shall be filed with the Office of the Secretary by 4:30p.m. on February 11, 2013.

Dated at Toronto this 7<sup>th</sup> day of February, 2013

*"Mary G. Condon"*

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Mary G. Condon

*"James E. A. Turner"*

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James E. A. Turner

*"Judith N. Robertson"*

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Judith N. Robertson