

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-18017

In the Matter of

Can-Cal Resources Ltd., *et al.*,

Respondents.

**DIVISION OF ENFORCEMENT'S OPPOSITION TO
THE MOTION TO SUPPLEMENT THE MOTION TO INTERVENE**

In an effort to expand their inappropriate participation in this Section 12(j) Enforcement proceeding, the proposed intervenors now seek to expand the nature and scope of this case to include an alleged claim of a false and misleading Form 8-K filing by Can-Cal Resources Ltd. ("Can-Cal"). The claim, however, has nothing to do with this Section 12(j) proceeding limited to delinquent filings. The motion confirms that the intervenors' goal is an unprecedented and unauthorized encroachment into a limited Enforcement action for their own tactical purposes.¹

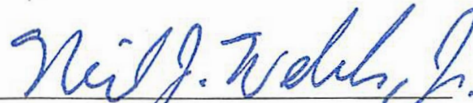
¹ The proposed intervenors previously argued that "[t]he only reason CC has not completed the transfer [] is that it requires a vote of the shareholders and CC cannot comply with the Commission's proxy rules..." Motion to Intervene, at Section III. They further argue that if registration of the subject class were revoked, no guarantee would exist that the proposed intervenors would receive a proxy statement filed with the SEC or disclosure of the financial and other information sought. However, Section 14(a) of the Securities Exchange Act of 1934 and corresponding Regulation 14A thereunder, by their terms, do not confer upon shareholders a right to vote. Any right to vote on a purported impending asset transfer originates in a source of authority other than the federal securities laws, and is granted under and governed by state law. See Stephen M. Bainbridge, *The Scope of the SEC's Authority over Shareholder Voting Rights*, 7. The proposed intervenors, by their own admission, acknowledge that upon revocation of the registration, "CC will immediately call for a shareholders' meeting" where shareholders will be asked to approve the asset transfer. Motion to Intervene, at Section III. Accordingly, CC

Conclusion

For the reasons previously stated in the Division's Opposition to Intervention, the motion should be denied. Such intervention would result in delay and potential confusion in this or any similar Section 12(j) proceeding if proposed intervenors, without any ability to cure delinquent filings or file a new registration statement, are allowed to intervene and then interpose consecutively more irrelevant claims.

Dated: August 4, 2017

Respectfully submitted,



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COUNSEL FOR

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will remain dependent upon the receipt of shareholder approval for the asset transfer regardless of whether or not registration of this class is revoked.

CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Opposition to the Motion to Supplement the Motion to Intervene were served on the following on this 4th day of August, 2017, in the manner indicated below:

By Email:

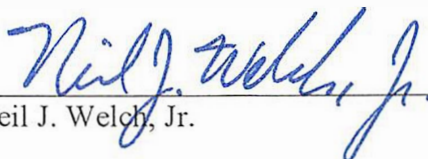
The Honorable Brenda P. Murray
Chief Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557

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