

CSA Notice of Changes to Companion Policy 43-101CP *Standards of Disclosure for Mineral Projects*

February 25, 2016

Introduction

The Canadian Securities Administrators (the **CSA** or **we**) are making changes to Companion Policy 43-101 *Standards of Disclosure for Mineral Projects* (the **Companion Policy**) (the **Changes**). The Changes are not material and are not being published for comment.

List of Foreign Associations and Membership Designations

NI 43-101 *Standards of Disclosure for Mineral Projects* (**NI 43-101**) requires that all disclosure of scientific or technical information made by an issuer must be based upon information prepared by or under the supervision of a qualified person or approved by a qualified person. A “qualified person”, as defined in NI 43-101, is required to meet several conditions including holding a specified membership designation in a professional association. In turn, a “professional association”, as defined, includes a test for what is considered an acceptable foreign association.

Appendix A to the Companion Policy provides a list of the foreign associations that in our view meet all the tests in the definition of a “professional association” and the membership designations listed meet the criteria in paragraph (e) of the definition of a “qualified person” (the **Tests**). The Companion Policy notes that periodic updates to Appendix A will be made to reflect other professional associations and membership designations that, in our view, meet the Tests.

In August 2012 and February 2013, members of Engineers Australia and Engineers New Zealand holding the designation of Chartered Professional Engineer (CPEng) were noted as having met the Tests in CSA Staff Notice 43-308 (Revised) *Professional Associations under NI 43-101 Standards of Disclosure for Mineral Projects* (**Staff Notice 43-308**). Appendix A was not updated at the time to reflect the change.

At this time, we are of the view that the Russian Society of Subsoil Use Experts (OERN) with members holding the designation of Expert meet the Tests and Appendix A to the Companion Policy is being updated to reflect this. At the same time, Appendix A is being updated to add Engineers Australia and Engineers New Zealand. Changes to Appendix A are provided by way of blackline in Annex A to this notice. The Staff Notice 43-308 is being withdrawn as a result of these changes to Appendix A of the Companion Policy.

List of Acceptable Foreign Codes

NI 43-101 requires that disclosure of mineral resources or mineral reserves use either the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards or an “acceptable foreign code”, as defined, which includes five specific foreign codes and criteria for recognizing other acceptable foreign codes.

We are of the view that the Russian Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves (NAEN Code) meets the criteria for an acceptable foreign code and the Companion Policy will be changed to include Appendix A.1 listing additional acceptable foreign codes. We have also changed the guidance in paragraph 1.1(1)(b) of the Companion Policy to refer to periodic updates to the list in Appendix A.1 rather than through CSA Staff Notices. Annex B to this notice provides changes by way of blackline.

The Changes come into effect on February 25, 2016.

Contents of Annexes

Annex A – Changes to Appendix A of the Companion Policy

Annex B – Addition of Appendix A.1 of the Companion Policy

Questions

Please refer your questions to any of the following people:

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ANNEX A

CHANGES TO APPENDIX A OF THE COMPANION POLICY

Annex A shows, by way of blackline, changes approved to Appendix A of the Companion Policy. These changes become effective February 25, 2016.

Appendix A
Acceptable Foreign Associations and Membership Designations

| Foreign Association | Membership Designation |
|---|---|
| American Institute of Professional Geologists (AIPG) | Certified Professional Geologist (CPG) |
| The Society for Mining, Metallurgy and Exploration, Inc. (SME) | Registered Member |
| Mining and Metallurgical Society of America (MMSA) | Qualified Professional (QP) |
| Any state in the United States of America | Licensed or certified as a professional engineer |
| European Federation of Geologists (EFG) | European Geologist (EurGeol) |
| Institute of Geologists of Ireland (IGI) | Professional Member (PGeo) |
| Institute of Materials, Minerals and Mining (IMMM) | Professional Member (MIMMM), Fellow (FIMMM), Chartered Scientist (CSci MIMMM), or Chartered Engineer (CEng MIMMM) |
| Geological Society of London (GSL) | Chartered Geologist (CGeol) |
| Australasian Institute of Mining and Metallurgy (AusIMM) | Fellow (FAusIMM) or Chartered Professional Member or Fellow [MAusIMM (CP), FAusIMM (CP)] |
| Australian Institute of Geoscientists (AIG) | Member (MAIG), Fellow (FAIG) or Registered Professional Geoscientist Member or Fellow (MAIG RPGeo, FAIG RPGeo) |
| <u>The Institution of Engineers Australia¹</u> <u>(Engineers Australia)</u> | <u>Chartered Professional Engineer (CPEng)</u> |
| <u>The Institution of Professional Engineers New Zealand²</u> <u>(Engineers New Zealand, IPENZ)</u> | <u>Chartered Professional Engineer (CPEng)</u> |
| Southern African Institute of Mining and Metallurgy (SAIMM) | Fellow (FSAIMM) |
| South African Council for Natural Scientific Professions (SACNASP) | Professional Natural Scientist (Pr.Sci.Nat.) |
| Engineering Council of South Africa (ECSA) | Professional Engineer (Pr.Eng.) or Professional Certificated Engineer (Pr.Cert.Eng.) |
| Comisión Calificadora de Competencias en Recursos y Reservas Mineras (Chilean Mining Commission) | Registered Member |

¹ As of August 16, 2012.

² As of February 21, 2013.

ANNEX B

CHANGES TO THE COMPANION POLICY AND ADDITION OF APPENDIX A.1

Annex B shows, by way of blackline, changes approved to the Companion Policy including the addition of Appendix A.1. These changes become effective February 25, 2016.

PART 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

- (1) **“acceptable foreign code”** – The definition of “acceptable foreign code” in the Instrument lists five internationally recognized foreign codes that govern the estimation and disclosure of mineral resources and mineral reserves. The JORC Code, PERC Code, SAMREC Code, and Certification Code use mineral resource and mineral reserve definitions and categories that are substantially the same as the CIM definitions mandated in the Instrument. These codes also use mineral resource and mineral reserve categories that are based on or consistent with the International Reporting Template, published by the Committee for Mineral Reserves International Reporting Standards (“the CRIRSCO Template”), as amended.

We think other foreign codes will generally meet the test in the definition if they

- (a) have been adopted or recognized by appropriate government authorities or professional organizations in the foreign jurisdiction; and
- (b) use mineral resource and mineral reserve categories that are based on the CRIRSCO Template, and are substantially the same as the CIM definitions mandated in the Instrument, the JORC Code, the PERC Code, the SAMREC Code, and the Certification Code, as amended and supplemented.

~~We will publish CSA Staff Notices periodically listing the Appendix A.1 to the Policy provides a list of additional codes that we CSA members² staff think satisfy the definition of “acceptable foreign code”. We will publish updates to the list periodically.~~ We will also consider submissions from market participants regarding the proposed addition of foreign codes to the list. Submissions should explain the basis for concluding that the proposed foreign code meets the test in the definition and include appropriate supporting documentation.

³ As of February 25, 2016.

Appendix A.1

Additional Acceptable Foreign Codes

Russian Code for the Public Reporting of Exploration Results, Mineral Resources and Mineral Reserves¹ (NAEN Code)

¹ As of February 25, 2016.