



CanaGlobe

COMPLIANCE SOLUTIONS INC.

ISSUE 16 NOV 2012

The Compliance Connection

Public Company. Compliant Company.

INSIDE THIS ISSUE:

In Camera Meeting Minutes Webinar	1
TSX Staff Notice- Transactions Requiring Security Approval	1
Stock Option Grants	1
Filing Deadlines/Downloadable Calendars	2
TSX Company Manual Amendments	2

Contact Information:

Brenda Davis

Phone Direct: 403-452-8026

Email:

bdavis@canaglobecompliance.com

Suzanne Ferguson

Phone Direct: 403-452-8002

Email:

sferguson@canaglobecompliance.com

CanaGlobe Compliance Solutions Inc.

CanaGlobe Compliance Solutions Inc. is a consulting firm focused on all aspects of corporate compliance with an emphasis on electronic regulatory

filings in both Canada and the United States. Brenda Davis and Suzanne Ferguson have a strong understanding of the need for good corporate governance

and coupled with years of experience in the field are poised to meet the unique needs of each client.

info@canaglobecompliance.com

www.canaglobecompliance.com

November 20 Webinar - In Camera Meeting Minutes

CanaGlobe Compliance Solutions Inc. and Eli Mina Consulting collaborate to bring you the following series of professional development session:

IN-CAMERA MEETING MINUTES – WEBINAR NOVEMBER 20, 2012

What business should or must be conducted behind closed doors (“in-camera”)? Should minutes be taken in such meetings, and if so, who should take them?

For more details and to register for the seminars or the webinar click [HERE](#).

TSX Issues Staff Notice on Transactions Requiring Security Approval

The Toronto Stock Exchange (“TSX”) has issued a Staff Notice which provides guidance on transactions requiring security approval including the disclosure and other related requirements where a transaction is subject to security holder approval pursuant to the TSX Company Manual.

The Staff Notice also provides guidance on the procedures relating to stock symbol reservations

You can find the complete notice [HERE](#).

Stock Option Grants

We receive several questions from our clients about stock option grants and option exercises and what the various steps in the processes are. We have highlighted the three most commonly asked questions and have provided some helpful hints when granting stock options.

You can find the information [ON OUR BLOG](#) .

Our Services Include:

- Corporate Secretary Services
- SEDAR Filings
- EDGAR Filings
- SEDI Filings
- Compliance Consulting
- Shareholder Meetings
- Stock Exchange Applications
- Whistleblowing



CanaGlobe

COMPLIANCE SOLUTIONS INC.

Public Company. Compliant Company
www.canaglobecompliance.com

Don't forget to visit our Blog at:
[http://
thecomplianceconnection.wordpress
.com](http://thecomplianceconnection.wordpress.com)

2012 Filing Deadlines/Downloadable Calendars

We have created downloadable and installable calendars to help simplify the complicated world of filing due dates for both Venture and Non-venture reporting companies. This feature contains calendars that are organized by year end and stock exchange and contain the filing deadlines specific to that year end. By simply selecting the appropriate link from the list you will be able to download your financial filing deadlines for the 2012 calendar year either into your current calendar or you can create a separate calendar within your email program.

You can find the calendars and the download instructions [HERE](#).

**The 2013 Calendars will be posted on
December 4, 2012. Click [HERE](#) to
download a reminder.**

For information on the fees payable with the filing of the audited financial statements please see [our website](#).

TSX Approves Amendments to Part IV of the TSX Company Manual

The Toronto Stock Exchange ("TSX") has adopted changes to the TSX Manual to improve corporate governance standards and disclosure for all TSX listed issuers. The amendments include the requirement to:

1. elect directors individually;
2. hold annual elections for all directors;
3. disclose annually in Management Information Circulars:
 - (a) whether they have adopted a majority voting policy for directors for uncontested meetings; and
 - (b) if not, to explain:
 - i) their practices for electing directors; and
 - ii) why they have not adopted a majority voting policy;
4. advise TSX if a director receives a majority of "withhold" votes (if a majority voting policy has not been adopted); and
5. promptly issue a news release providing detailed disclosure of the voting results for the election of directors.

The amendments will become effective on **December 31, 2012** and by December 31, 2013, all TSX listed issuers and applicants are expected to be in compliance with the amendments.

The complete notice can be accessed [HERE](#).

TIP: When preparing your proxy and information circular take a look at your bylaws. Are there any items that should be updated? If so, they may need shareholder approval and should be added to the items to be voted on at the meeting.

Reminder - When a material change occurs the company must file a material change report within 10 days of the date of the change. You can find the Material Change Report Form 51-102F3 [HERE](#).

DISCLAIMER: The contents of this Newsletter is provided for information purposes only and does not provide advice, legal or otherwise.