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COMPLIANCE SOLUTIONS INC.

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The Compliance Connection

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INSIDE THIS ISSUE:

Tips on Filing Reports of Exempt Distribution	1
Continuous Disclosure Filing Calendar	2
TSX Issuer Reminder	2
Spring Cleaning for SEDI	2
Directors' Alert	2
Education Opportunities	2
Does Your Company Encourage Whistleblowers?	3
What We're Reading	3

Contact Information:

Brenda Davis

Phone Direct: 403-452-8026

Email:

bdavis@canaglobecompliance.com

Suzanne Ferguson

Phone Direct: 403-452-8002

Email:

sferguson@canaglobecompliance.com

Our Services Include:

- Corporate Secretary Services
- SEDAR Filings
- SEDI Filings
- Monthly TSX, CSE and AIM Reporting
- Compliance Consulting
- Stock Exchange Applications
- Whistleblowing

CanaGlobe Compliance Solutions Inc.

CanaGlobe Compliance Solutions Inc. is a consulting firm providing corporate compliance and governance services to private and public companies.

We can help you navigate the maze of listing requirements mandated by stock exchanges and securities commissions, and take care of electronic regulatory filings.

In addition, we offer full Corporate Secretary Services and provide assistance in creating Corporate Governance policies for our clients.

Email: info@canaglobecompliance.com

Website: www.canaglobecompliance.com

Tips on Filing Report of Exempt Distribution - 45-106F1

The filing of the Form 45-106F1 on SEDAR (with the exception of British Columbia and Ontario who each have their own filing systems) has been mandatory since June 2016, however we still see various filing issues with these forms and thought we would share a few filing tips with you:

- Remove the instruction pages from the form before filing.
- Make sure information in schedules 1 and 2 (if applicable) matches the information in the 45-106F1 form.
- Reports need to be filed in each jurisdiction where there are participants as well as your home jurisdiction even, if there are no participants in that jurisdiction.
- The form and schedules must be filed on SEDAR using the prescribed templates which can be found [HERE](#).
- The applicable fees required to be filed with the report are often forgotten. The Canadian Securities Administrators (CSA) has a tool for determining the fees not only on these filings but on all filing types and can be found [HERE](#). In addition to these fees there is a \$25 fee payable to the SEDAR system.
- The report and the schedules (if applicable) are required to be filed within 10 days of the distribution

If you have not filed these forms under the new filing rules and have any questions on an upcoming filing please feel free to contact us to discuss the process.

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

Education Opportunities

Are you looking for opportunities to expand your knowledge base or are you responsible for finding education opportunities for your board of directors?

The TSX Venture Exchange is hosting its Venture Filing Fundamentals workshops in Calgary, Vancouver, Toronto and Montreal this May and again in November. The cost is \$200.00 and the topics covered include private placements, acquisitions and sale of assets and stock options. More information can be found [HERE](#).

If you are a TSX issuer you may be interested in the upcoming workshop Simplifying Timely Disclosure which will help you understand your disclosure obligations and how to best meet them. The cost for this workshop is \$100.00 and it is presented by the Toronto Stock Exchange in Calgary, Vancouver, Montreal and Toronto this April. More information can be found [HERE](#).

The Institute of Corporate Directors offers a variety of education opportunities at the national and local chapter levels which are open to members and non-members alike. You can find upcoming events [HERE](#).

The Institute of Chartered Secretaries offers several on-demand webinar that address a variety of governance issues. You can find the current webinars and registration information [HERE](#).

Continuous Disclosure Filing Calendar

You can find the filing dates for the annual and interim financial statements for venture and non venture issuer's on the [Ontario Securities Commission website](#).

Directors' Alert

Each year the Deloitte Centre for Corporate Governance publishes is *Directors' Alert* which highlights current and upcoming governance issues that boards may want to consider including on their agenda. In this year's edition, *Directors' Alert: Linkages to Success*, a variety of issues are addressed including:

- The missing link in CEO succession planning: Organizational culture
- Exercising oversight of digital innovation: How boards can keep pace
- Strengthening the link between strategy and risk appetite: How the board can lead the way

This publication doesn't just discuss these issues, it also provides questions that boards should be asking, a Q&A with a thought leader in each area discussed as well as a list of additional resources so that your board can dig deeper into each issue. The *Directors' Alert: Linkages to Success* is available for download [HERE](#).

TSX Listed Issuer Reminder

By April 1, 2018 all TSX listed issuers are required to have the following documents, if adopted, on a website that is accessible from the issuer's home page or investor relations page:

- articles of incorporation, amalgamation, continuation or any other constating or establishing documents of the listed issuer and its bylaws;
- majority voting policy;
- advance notice policy;
- position descriptions for the chairman of the board and the lead director (if applicable);
- board mandate and board committee charters.

Spring Cleaning Your SEDI Profile

Did you know that as an insider you are required to keep your SEDI profile current at all times? Changes to any of the following are to be made within 10 days of the change:

- your name
- relationship to the issuer
- cease to be an insider

Your contact information must be also current in order for the regulators to contact you should they require any clarification of your filings and can be done the next time you file an insider report. Sections 4.2.5 and 4.2.9 of the [CSA Staff Notice 55-316](#) speak to both of these issues.

Issuers are also required to maintain their profile and to ensure that the information is current. To amend the company address or name you will need to first make these changes on SEDAR, which will then automatically update the SEDI system. The SEDI issuer profile also includes an insider affairs contact, who is the point of contact for the regulators regarding SEDI issues, and this information is updated in the SEDI system and also needs to be current at all times. We often see outdated information due to the contact person having retired or moved on from the company and the company has simply forgotten to update the issuer profile so it is important to review it on an annual basis. You can also add or archive security designations within the issuer profile. If you have any questions or need assistance with your insider or issuer profile please don't hesitate to [contact us](#).



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[LinkedIn](#):
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[Brenda Davis](#)
[Suzanne Ferguson](#)

Does Your Company Actively Encourage Whistleblowers?

How well does your company promote your whistleblower program? Does your employees know what steps to take if they think that they have discovered a fraud or other wrongdoing? Even if your program is as simple as sending an anonymous letter to the audit committee chairman by mail, you should still actively promote the program as a tool for employees to report any perceived wrongdoing without retaliation.

“The most common detection method in our study was tips (39.1% of cases), but organizations that had reporting hotlines were much more likely to detect fraud through tips than organizations without hotlines (47.3% compared to 28.2%, respectively).” [ACFE 2016 Report to the Nations](#)

How are your employees trained to remain vigilant to potential fraud? Do you have posters in common areas that provide information on what to be on the lookout for and how to submit a report? Do you send periodic reminders about your program with paystubs or include information in an employee newsletter? Or perhaps this information is included in the employee code of conduct, but, if it is, how often is this information reviewed by the employees or is it signed once at the beginning of their employment and then never updated or reviewed again?

We strongly encourage our clients and readers to set yearly reminders to review their company's whistleblowing policy and process at the audit committee and board level as well as review it with employees, contractors and other stakeholders who need to know how to submit a report.

If your company is reviewing its whistleblower program and would like to explore using a third party reporting system please [email](#) or call us now for your no obligation information package. And remember, you can't stop a fraud that you don't know about.

What We're Reading

Suzanne

[The Right Way to Cut People Off in Meetings](#) This has been one of my favorite articles since it came out. It may seem silly at first read, but when adopted it can be a very useful tool in keeping meetings on track.

[Proxy Season 2018: Key Things to Know](#) This article summarizes a variety of current corporate governance issues to watch this season, including board gender diversity, advance notice, majority voting and virtual shareholder meetings.

[Four Ways Boards Can Refresh Its Oversight On Corporate Risk](#) The author of this piece, Paula Loop, writes a lot of great articles and I suggest following her on LinkedIn to get her latest commentary. Although this article is a year old, it's still one that I review and share often to help start the discussion on corporate risk because it also includes a link to PWC's report "*Why your board should take a fresh look at risk oversight: a practical guide for getting started*".

Brenda

[The Effective Not-for-Profit Board: A value-driving force](#) Published by Deloitte LLP, I found this to be an invaluable overview of the importance of governance as well as the expectations and the role of the board. It's a great resource for anyone who is a new director or thinking of becoming a director for a Not-for-Profit Organization. It even has appendices with examples of a board mandate, audit committee charter and a board performance evaluation.

[So You're Chairing a Committee Meeting](#): I liked this one, it starts off poking some fun at the concept of meetings but contains some good tips. Let's face it chairing any kind of meeting isn't as easy as it looks but going in with a plan can definitely help.

[2018 Proxy Season Checklist](#) For those of us involved in shareholder meetings and proxy material preparation each year we need to keep on top of the new round of disclosure issues for the season. I like this article by Lawson Lundell LLP. It has all of the updates and guidance from the regulators, stock exchange and proxy advisors all in one spot.