



CanaGlobe

COMPLIANCE SOLUTIONS INC.

ISSUE 30 JANUARY 2019

The Compliance Connection

Public Company. Compliant Company.

INSIDE THIS ISSUE:

ASC Information Sessions	1
CSA Staff Notice 51-856	1
SEDI Filing Tip	2
Continuous Disclosure Filing Calendar	2
ASC Corporate Finance Review	2
BCSC Fee Increase	2
CCGG Proxy Circular Best Practices	2
AMF Fee Increase	3
Audit Committee and Whistleblowing	3
In Case You Missed It	3
What We're Reading	3

Our Services

- *Corporate Secretary Services including:
 - End-to-end board administration management
 - On demand minute taking
 - SEDAR Filings
 - SEDI Filings
 - Monthly and event driven TSX, TSXV and CSE reporting
 - Stock option assistance
- *Board administrator training
- *Compliance consulting

CanaGlobe Compliance Solutions Inc.

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

We understand that many small and mid-sized companies don't need a full time, in house corporate secretary, but the management team and the board still need compliance and governance guidance and support, and that's where we come in. When you work with us, your c-suite and board of directors will have an experienced administrator who is organized and proactive, allowing the management team and the board of directors to focus on their jobs rather than wasting time on administrative tasks.

Contact us today at:

Email: info@canaglobecompliance.com or sferguson@canaglobecompliance.com

Website: www.canaglobecompliance.com Phone: 403-452-8002

ASC Corporate Finance Disclosure and Oil & Gas Review Report Information Sessions

The Alberta Securities Commission (ASC) will host a session in Calgary on Tuesday, February 5, 2019, which will highlight information from both the 2018 Corporate Finance Disclosure Report and the 2018 Oil and Gas Report among other relevant topics. For those unable to attend the Sessions in person you can participate via webcast. Further information and registration can be found [HERE](#).

CSA Staff Notice 51-356 Problematic Promotional Activities by Issuers

The Canadian Securities Commission (CSA) has issued *CSA Staff Notice 51-356 Problematic Promotional Activities by Issuers* (the Notice) which addresses disclosure and promotional campaigns that provide unbalanced or unsubstantiated material claims about the issuer's business.

The Notice includes examples of promotional activities that may potentially be misleading and guidance on how to remain compliant with securities laws. You can download a copy of the Notice [HERE](#).

SEDI – Reporting Change of Ownership

One of the most common transactions that insiders forget to report on SEDI is a change of ownership. These transactions often occur in the first couple of months of a new year when an insider moves shares from a cash account to a TFSA or RRSP, but it can happen anytime, and your insiders should know that they need to file a report on SEDI to show that the securities have had a change of ownership.

If you or your insiders have questions about the change of ownership or any other SEDI filings, don't hesitate to give us a call to discuss your specific situation – chances are we've seen something similar in the past and can save you time and frustration with your filings.



CanaGlobe
COMPLIANCE SOLUTIONS INC.

Continuous Disclosure Filing Calendar

You can find the filing due dates for the annual and interim financial statements for venture and non-venture issuers on the [British Columbia Securities Commission website](#).

You can download a PDF version of the filing due dates [HERE](#).

ASC 2018 Corporate Finance Review

The Alberta Securities Commission (“ASC”) has posted to their website the 2018 Corporate Finance Disclosure Report. The purpose of this report is to provide market participants with the ASC’s comments on the quality of continuous disclosure of Alberta reporting issuers and to provide useful and straightforward guidance that makes it easier for issuers to achieve good disclosure.

This year the areas which were identified to have disclosure deficiencies include forward-looking information, unbalanced and promotional disclosures, and the use of non-GAAP financial measures. The report includes examples that did and did not meet the ASC’s expectations.

You can download the report [HERE](#).

BCSC Fee Increases Effective December 30, 2018

The British Columbia Securities Commission (BCSC) has published amendments to its fee schedule including increased fees for Reports of Exempt Distribution, prospectus fees, a variety of application fees (including certain cease trade revocation applications), and registration fees for dealers/advisors.

You can download and review the complete notice [HERE](#) and you can review the accompanying press release [HERE](#).

CCGG 2018 Best Practices for Proxy Circular Disclosure

The Canadian Coalition for Good Governance (“CCGG”) has published to their website the latest edition in their best practices series, *2018 Best Practices for Proxy Circular Disclosure*. This document is updated and produced annually and is an essential tool for reporting issuers to reference when preparing their proxy circulars.

You can download a copy of the document [HERE](#).

AMF Fee Increases

The Autorité des marchés financiers (AMF) has adjusted certain fees by 1.71% which became effective on January 1, 2019.

The bulletin is only available in French; however, you can check the fees for individual filings by using the Canadian Securities Administrators SEDAR Regulatory Fee Guide [HERE](#). You can also contact your SEDAR filing agent (like us!) to assist you in calculating the fees due with your filings.



Don't forget to visit [our blog](#) and connect with us on [LinkedIn: CanaGlobe Compliance Solutions](#)
[Suzanne Ferguson](#)

What questions should the board (or audit committee) ask about the company's whistleblower program?

Does your board or audit committee regularly discuss your whistleblower policy at its meetings? Do they know how many reports were submitted in the past quarter, who is investigating them or whether they have been resolved? If this isn't a regular agenda item, how do the board and the management team track whistleblower reports and their outcomes?

If you have any questions about how our whistleblowing service can support your company's good governance practices, please don't hesitate to [contact us](#) to discuss them .

You can also sign up [HERE](#) to receive our quarterly whistleblowing tips which assist with developing and updating your program to help you get the most out of your anonymous reporting system.

In case you missed it on the Compliance Connection blog:

- The Laurel Hill Advisory Group has published their summaries of the Institutional Shareholder Services, Inc. and Glass Lewis updates to their respective 2019 Policy Guidelines for the Canadian Market. You can read our blog post which includes a link to the summary [HERE](#).
- The ASC has published its 2018 Oil & Gas Review Report. The Report provides a review of disclosure for compliance with securities regulations, specifically NI 51-101 and related forms and outlines recurring disclosure deficiencies and contains other valuable information for reporting issuers. You can download the report [HERE](#).

What We're Reading

A 'Twist' On Top Ten Governance Trends For 2019

While some of these are more US focused, we know that things tend to spill over into Canada as well. A good read to see what could be coming down the pipeline.

5 Ways CEOs and Boards Can Work More Effectively Together

A short and straightforward article that gives CEO's and boards a base to work from and build on.

Nearly Half of CFOs Don't Have A Succession Plan

No one likes to think about being replaced, but there are so many factors to consider other than the CFO resigning or retiring. If your CFO vanished today, how would your company cope?

Do you have an article or publication that you think is a must read for public company c-suite executives, directors and those in compliance support roles? Send your article for our next issue to info@canaglobecompliance.com.