



CanaGlobe

COMPLIANCE SOLUTIONS INC.

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The Compliance Connection

Public Company. Compliant Company.

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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:

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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
- Board administrator training
- Compliance consulting
- Whistleblowing Hotline

CSA Continuous Disclosure Review Program for the Fiscal Years Ended March 31, 2018 and March 31, 2017

The Canadian Securities Administrators ("CSA") has issued *CSA Staff Notice 51-355 Continuous Disclosure Review Program Activities for the fiscal years ended March 31, 2018 and March 31, 2017*. As announced in July 2017, the CSA has moved from publishing this notice annually to publishing it every other year.

This staff notice summarizes the results of the continuous disclosure review program of reporting issuers (other than investment funds) and is important for all reporting issuers to review as it highlights the most common disclosure deficiencies as well as illustrates best practices which can be used to improve future disclosure.

Some of the issues discussed in this continuous disclosure review are, *Financial Statement Deficiencies, Management's Discussion and Analysis Deficiencies and Other Regulatory Disclosure Deficiencies*.

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

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

Updating Your Whistleblowing Policy

When did you last review and update your whistleblowing policy? While these policies were initially designed to deal with fraud and theft issues, with the surge of the #MeToo movement many companies are now revamping their whistleblowing policies to also encourage human resource issues such as bullying and harassment.

Whether it is theft, fraud or harassment, you may decide that it is better for your company to receive a report internally than have it show up in the media where you will have to respond publically and risk damage to the company's reputation.



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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 [Ontario Securities Commission website](#).

TSX and TSXV Electronic PIF Filings

Beginning October 1, 2018, the TSX and TSXV will only accept electronic submissions of the Personal Information Forms (PIF) and Declarations. This follows through on the TSX Staff Notices and TSXV Corporate Finance Bulletins issued in December 2017 and updated in June 2018.

Three of the key changes with the move to electronic submissions are:

1. **Online Filing** – Individuals will be able to complete, save, edit and submit the Electronic PIF and Electronic Declaration online.
2. **Eliminate “wet ink” Signatures** – Currently, the Paper PIF and Paper Declaration require an individual to manually sign them and expressly prohibit electronic signatures. In light of changes in technology and the increasing acceptance of electronic signatures, the need for “wet ink” signatures is eliminated, and electronic signatures are permitted for the Electronic PIF and Electronic Declaration.
3. **Eliminate Notarization** - Currently, the Paper PIF and Paper Declaration and any attachments (including any photocopies of identification of the individual) are required to be notarized. The need for notarization is eliminated in the Electronic PIF and Electronic Declaration.

All PIFs and Declarations will now be submitted via the online portal found [HERE](#).

You can find the TSX Staff Notice [HERE](#) and the TSXV Corporate Finance Bulletin [HERE](#).

TSXV-File

Did you know that you can now file documents and pay fees online for all TSX Venture issuer transactions through TSX V-File system? The system was recently upgraded to allow the issuer to select the transaction including stock option plans, private placement, normal course issuer bids and more and then upload all filing material required and pay the submission fee. Users will also be able to view the issuer information, receive email notifications, exchange notes with TSXV staff, view the status of the review process and modify the submission if necessary.

The TSXV V-File system launched in 2015 and is available to all venture issuers. The initial set-up needs to be completed by a director or officer of the company, however administrative access can then be granted to others, including employees or consultants who may be submitting the paperwork on behalf of the company.

To learn more about the system and to get your company set-up with V-File contact your TSXV analyst.



ASC Fee Calculator for Reports of Exempt Distribution

Did you know that the Alberta Securities Commission (“ASC”) has an online calculator that you can use to help determine the fees payable to the ASC with your exempt distribution filings?

You can find the calculator [HERE](#).

SEDI Filing Tip– Filing Expired Options

One of the most common things that we see when reviewing and updating SEDI reports for insiders is that they haven't filed reports to show that options, warrants, or other securities with expiration dates have expired and are no longer exercisable. An expiration report should be filed within 5 calendar days of the expiration date so if you are an insider who files your own reports or if you file on behalf of your company's insiders you may want to make note of expiration dates to ensure that reports are filed in a timely manner and profiles are up to date.

In case you missed it on the Compliance Connection blog:

- If you are a cannabis issuer the CSA published a staff notice following a continuous disclosure review of cannabis issuers. You can read our blog post which includes a link to the notice [HERE](#).
- The Canadian Coalition for Good Governance published a new guide for directors which discusses and provides guidance on environmental and social matters. You can download a copy of the guide [HERE](#).

What We're Reading

[Don't Laugh. Humor Can Boost the Bottom Line](#) This article is excellent food for thought. When I think about the meetings that I've been in over the years and how each were handled, the overall tone in organizations makes a world of difference in how projects are completed and how companies react to bad news. That's certainly not to say that difficult situations should be turned into laughing matters, but if some positivity can be seen in it, the organization will undoubtedly benefit.

[Directors and Officers in Canada](#) Stikeman Elliott has updated their Directors and Officers guide, and it is a must read, particularly for new directors. This is a publication that we often include in orientation manuals, training programs, and presentations and workshops.

[The Secret to Successful CEO Succession Every Board Should Know](#) “The board's number one responsibility is CEO succession planning, yet so many boards ignore the criticality of proactively discussing the senior leadership succession plan.” The opening line in this blog post is why it is a must-read. No one wants to think about replacing the CEO (especially the CEO!), but not planning ahead can leave the board, and the company, in a dire situation. Hopefully, you can use this article to jump-start the conversation on CEO succession planning.

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.