

**National Instrument 43-101**  
***Standards of Disclosure for Mineral Projects***

**Table of Contents**

<b><u>PART</u></b>	<b><u>TITLE</u></b>
PART 1	DEFINITIONS AND INTERPRETATION
1.1	Definitions
1.2	Mineral Resource
1.3	Mineral Reserve
1.4	Independence
PART 2	REQUIREMENTS APPLICABLE TO ALL DISCLOSURE
2.1	Requirements Applicable to All Disclosure
2.2	All Disclosure of Mineral Resources or Mineral Reserves
2.3	Restricted Disclosure
2.4	Disclosure of Historical Estimates
PART 3	ADDITIONAL REQUIREMENTS FOR WRITTEN DISCLOSURE
3.1	Written Disclosure to Include Name of Qualified Person
3.2	Written Disclosure to Include Data Verification
3.3	Requirements Applicable to Written Disclosure of Exploration Information
3.4	Requirements Applicable to Written Disclosure of Mineral Resources and Mineral Reserves
3.5	Exception for Written Disclosure Already Filed
PART 4	OBLIGATION TO FILE A TECHNICAL REPORT
4.1	Obligation to File a Technical Report Upon Becoming a Reporting Issuer
4.2	Obligation to File a Technical Report in Connection with Certain Written Disclosure About Mineral Projects on Material Properties
4.3	Required Form of Technical Report
PART 5	AUTHOR OF TECHNICAL REPORT
5.1	Prepared by a Qualified Person
5.2	Execution of Technical Report
5.3	Independent Technical Report
PART 6	PREPARATION OF TECHNICAL REPORT
6.1	The Technical Report
6.2	Current Personal Inspection
6.3	Maintenance of Records
6.4	Limitation on Disclaimers

- PART 7      USE OF FOREIGN CODE
  - 7.1      Use of Foreign Code
  
- PART 8      CERTIFICATES AND CONSENTS OF QUALIFIED PERSONS FOR  
TECHNICAL REPORTS
  - 8.1      Certificates of Qualified Persons
  - 8.2      Addressed to Issuer
  - 8.3      Consents of Qualified Persons
  
- PART 9      EXEMPTIONS
  - 9.1      Authority to Grant Exemptions
  - 9.2      Exemptions for Royalty Interests
  - 9.3      Exemption for Certain Types of Filings
  
- PART 10     EFFECTIVE DATE AND REPEAL
  - 10.1     Effective Date
  - 10.2     Repeal

**National Instrument 43-101**  
***Standards of Disclosure for Mineral Projects***

**PART 1 DEFINITIONS AND INTERPRETATION**

**1.1 Definitions – In this Instrument**

“acceptable foreign code” means the JORC Code, the PERC Code, the SAMREC Code, SEC Industry Guide 7, the Certification Code, or any other code, generally accepted in a foreign jurisdiction, that defines mineral resources and mineral reserves in a manner that is consistent with mineral resource and mineral reserve definitions and categories set out in sections 1.2 and 1.3;

“adjacent property” means a property

- (a) in which the issuer does not have an interest;
- (b) that has a boundary reasonably proximate to the property being reported on; and
- (c) that has geological characteristics similar to those of the property being reported on;

“advanced property” means a property for which

- (a) the potential economic viability of its mineral resources is supported by a preliminary economic assessment, or
- (b) the economic viability of its mineral reserves is supported by a pre-feasibility study or a feasibility study;

“Certification Code” means the Certification Code for Exploration Prospects, Mineral Resources and Ore Reserves prepared by the Mineral Resources Committee of the Institution of Mining Engineers of Chile, and the Chilean Ministry of Mining, as amended;

“data verification” means the process of confirming that data has been generated with proper procedures, has been accurately transcribed from the original source and is suitable to be used;

“development property” means a property that is being prepared for mineral production or a material expansion of current production, and for which economic viability has been demonstrated by a pre-feasibility or feasibility study;

“disclosure” means any oral statement or written disclosure made by or on behalf of an issuer and intended to be, or reasonably likely to be, made available to the public in a jurisdiction of Canada, whether or not filed under securities legislation, but does not include written disclosure that is made available to the public only by reason of having been filed with a government or agency of government pursuant to a requirement of law other than securities legislation;

“early stage exploration property” means a property for which the technical report being filed has

- (a) no current mineral resources or mineral reserves defined; and
- (b) no drilling or trenching proposed;

“effective date” means, with reference to a technical report, the date of the most recent scientific or technical information included in the technical report;

“exploration information” means geological, geophysical, geochemical, sampling, drilling, trenching, analytical testing, assaying, mineralogical, metallurgical, and other similar information concerning a particular property that is derived from activities undertaken to locate, investigate, define, or delineate a mineral prospect or mineral deposit;

“feasibility study” means a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental, and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production;

“historical estimate” means an estimate of the quantity, grade, or metal or mineral content of a deposit that an issuer has not verified as a current mineral resource or mineral reserve, and which was prepared before the issuer acquiring, or entering into an agreement to acquire, an interest in the property that contains the deposit;

“JORC Code” means the Australasian Code for Reporting of Mineral Resources and Ore Reserves prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Mineral Council of Australia, as amended;

“mineral project” means any exploration, development or production activity, including a royalty interest in these activities, in respect of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals;

“NI 44-101” means National Instrument 44-101 *Short Form Prospectus Distributions*;

“PERC Code” means the Reporting Code for Mineral Reserves and Mineral Resources prepared by the Pan-European Reserves and Resources Reporting Committee, as amended;

“preliminary economic assessment” means a study, other than a pre-feasibility or feasibility study, that includes an economic analysis of the potential viability of mineral resources;

“preliminary feasibility study” and “pre-feasibility study” each mean a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established and an effective method of mineral processing has been determined, and includes a financial analysis based on reasonable assumptions of technical, engineering, legal, operating, economic, social, and environmental factors and the evaluation of other relevant factors which are sufficient for a qualified person, acting reasonably, to determine if all or part of the mineral resource may be classified as a mineral reserve;

“producing issuer” means an issuer with annual audited financial statements that disclose

- (a) gross revenues, derived from mining operations, of at least \$30 million Canadian for the issuer’s most recently completed financial year; and
- (b) gross revenues, derived from mining operations, of at least \$90 million Canadian in the aggregate for the issuer’s three most recently completed financial years;

“professional association” means a self-regulatory organization of engineers, geoscientists or both engineers and geoscientists that

- (a) is
  - (i) given authority or recognition by statute in a jurisdiction of Canada, or
  - (ii) a foreign association that is generally accepted within the international mining community as a reputable professional association;
- (b) admits individuals on the basis of their academic qualifications, experience, and ethical fitness;
- (c) requires compliance with the professional standards of competence and ethics established by the organization; and

- (d) has and applies disciplinary powers, including the power to suspend or expel a member regardless of where the member practises or resides;

“qualified person” means an individual who

- (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice;
- (b) has experience relevant to the subject matter of the mineral project and the technical report; and
- (c) is in good standing with a professional association and, in the case of a professional association in a foreign jurisdiction, has a membership designation that
  - (i) requires a university degree or equivalent accreditation in an area of geoscience, or engineering, relating to mineral exploration or mining;
  - (ii) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment;
  - (iii) requires or encourages continuing professional development; and
  - (iv) requires
    - A. a favourable confidential peer evaluation of the individual’s character, professional judgement, experience, and ethical fitness; or
    - B. a recommendation for membership by at least three peers, and at least ten years of post-degree practical experience or demonstrated prominence in the field of mineral exploration or mining;

“quantity” means either tonnage or volume, depending on which term is the standard in the mining industry for the type of mineral;

“SAMREC Code” means the South African Code for Reporting of Mineral Resources and Mineral Reserves prepared by the South African Mineral Committee (SAMREC) under the auspices of the South African Institute of Mining and Metallurgy (SAIMM), as amended;

“SEC Industry Guide 7” means the mining industry guide entitled “Description of Property by Issuers Engaged or to be Engaged in Significant Mining Operations” contained in the Securities Act Industry Guides published by the United States Securities and Exchange Commission, as amended;

“specified exchange” means the Australian Stock Exchange, the Johannesburg Stock Exchange, the London Stock Exchange Main Market, the Nasdaq Stock Market, the New York Stock Exchange, or the Hong Kong Stock Exchange;

“technical report” means a report prepared and filed in accordance with this Instrument and Form 43-101F1 Technical Report that includes, in summary form, all material scientific and technical information in respect of the subject property as of the effective date of the technical report; and

“written disclosure” includes any writing, picture, map, or other printed representation whether produced, stored or disseminated on paper or electronically, including websites.

- 1.2 Mineral Resource** - In this Instrument, the terms “mineral resource”, “inferred mineral resource”, “indicated mineral resource” and “measured mineral resource” have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council on December 11, 2005, as amended.
- 1.3 Mineral Reserve** - In this Instrument, the terms “mineral reserve”, “probable mineral reserve” and “proven mineral reserve” have the meanings ascribed to those terms by the Canadian Institute of Mining, Metallurgy and Petroleum, as the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council on December 11, 2005, as amended.
- 1.4 Independence** - In this Instrument, a qualified person is independent of an issuer if there is no circumstance that, in the opinion of a reasonable person aware of all relevant facts, could interfere with the qualified person’s judgment regarding the preparation of the technical report.

## **PART 2 REQUIREMENTS APPLICABLE TO ALL DISCLOSURE**

- 2.1 Requirements Applicable to All Disclosure** - All disclosure of scientific or technical information made by an issuer, including disclosure of a mineral resource or mineral reserve, concerning a mineral project on a property material to the issuer must be
- (a) based upon information prepared by or under the supervision of a qualified person; or
  - (b) approved by a qualified person.

**2.2 All Disclosure of Mineral Resources or Mineral Reserves - An issuer must not disclose any information about a mineral resource or mineral reserve unless the disclosure**

- (a) uses only the applicable mineral resource and mineral reserve categories set out in sections 1.2 and 1.3;
- (b) reports each category of mineral resources and mineral reserves separately, and states the extent, if any, to which mineral reserves are included in total mineral resources;
- (c) does not add inferred mineral resources to the other categories of mineral resources; and
- (d) states the grade or quality and the quantity for each category of the mineral resources and mineral reserves if the quantity of contained metal or mineral is included in the disclosure.

**2.3 Restricted Disclosure**

- (1) An issuer must not disclose
  - (a) the quantity, grade, or metal or mineral content of a deposit that has not been categorized as an inferred mineral resource, an indicated mineral resource, a measured mineral resource, a probable mineral reserve, or a proven mineral reserve;
  - (b) the results of an economic analysis that includes or is based on inferred mineral resources or an estimate permitted under subsection 2.3(2) or section 2.4;
  - (c) the gross contained metal or mineral value of a deposit or a sampled interval or drill intersection; or
  - (d) a metal or mineral equivalent grade for a multiple commodity deposit, sampled interval, or drill intersection, unless it also discloses the grade of each metal or mineral used to establish the metal or mineral equivalent grade.
- (2) Despite paragraph (1)(a), an issuer may disclose in writing the potential quantity and grade, expressed as ranges, of a target for further exploration if the disclosure
  - (a) states with equal prominence that the potential quantity and grade is conceptual in nature, that there has been insufficient exploration to

define a mineral resource and that it is uncertain if further exploration will result in the target being delineated as a mineral resource; and

- (b) states the basis on which the disclosed potential quantity and grade has been determined.
- (3) Despite paragraph (1)(b), an issuer may disclose a preliminary economic assessment that includes or is based on inferred mineral resources if the disclosure
- (a) states with equal prominence that the preliminary economic assessment is preliminary in nature, that it includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary economic assessment will be realized;
  - (b) states the basis for the preliminary economic assessment and any qualifications and assumptions made by the qualified person; and
  - (c) describes the impact of the preliminary economic assessment on the results of any pre-feasibility or feasibility study in respect of the subject property.
- (4) An issuer must not use the term preliminary feasibility study, pre-feasibility study, or feasibility study when referring to a study unless the study satisfies the criteria set out in the definition of the applicable term in section 1.1.

**2.4 Disclosure of Historical Estimates** - Despite section 2.2, an issuer may disclose an historical estimate, using the original terminology, if the disclosure

- (a) identifies the source and date of the historical estimate, including any existing technical report;
- (b) comments on the relevance and reliability of the historical estimate;
- (c) to the extent known, provides the key assumptions, parameters, and methods used to prepare the historical estimate;
- (d) states whether the historical estimate uses categories other than the ones set out in sections 1.2 and 1.3 and, if so, includes an explanation of the differences;
- (e) includes any more recent estimates or data available to the issuer;

- (f) comments on what work needs to be done to upgrade or verify the historical estimate as current mineral resources or mineral reserves; and
- (g) states with equal prominence that
  - (i) a qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves; and
  - (ii) the issuer is not treating the historical estimate as current mineral resources or mineral reserves.

### **PART 3 ADDITIONAL REQUIREMENTS FOR WRITTEN DISCLOSURE**

**3.1 Written Disclosure to Include Name of Qualified Person** - If an issuer discloses in writing scientific or technical information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure the name and the relationship to the issuer of the qualified person who

- (a) prepared or supervised the preparation of the information that forms the basis for the written disclosure; or
- (b) approved the written disclosure.

**3.2 Written Disclosure to Include Data Verification** - If an issuer discloses in writing scientific or technical information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure

- (a) a statement whether a qualified person has verified the data disclosed, including sampling, analytical, and test data underlying the information or opinions contained in the written disclosure;
- (b) a description of how the data was verified and any limitations on the verification process; and
- (c) an explanation of any failure to verify the data.

### **3.3 Requirements Applicable to Written Disclosure of Exploration Information**

- (1) If an issuer discloses in writing exploration information about a mineral project on a property material to the issuer, the issuer must include in the written disclosure a summary of
  - (a) the material results of surveys and investigations regarding the property;

- (b) the interpretation of the exploration information; and
  - (c) the quality assurance program and quality control measures applied during the execution of the work being reported on.
- (2) If an issuer discloses in writing sample or analytical or testing results on a property material to the issuer, the issuer must include in the written disclosure
- (a) the location and type of the samples collected;
  - (b) the location, azimuth, and dip of any drill holes and the depth of the sample intervals;
  - (c) a summary of the relevant analytical values, widths, and to the extent known, the true widths of the mineralized zone;
  - (d) the results of any significantly higher grade intervals within a lower grade intersection;
  - (e) any drilling, sampling, recovery, or other factors that could materially affect the accuracy or reliability of the data referred to in this subsection; and
  - (f) a summary description of the type of analytical or testing procedures utilized, sample size, the name and location of each analytical or testing laboratory used, and any relationship of the laboratory to the issuer.

**3.4 Requirements Applicable to Written Disclosure of Mineral Resources and Mineral Reserves** - If an issuer discloses in writing mineral resources or mineral reserves on a property material to the issuer, the issuer must include in the written disclosure

- (a) the effective date of each estimate of mineral resources and mineral reserves;
- (b) the quantity and grade or quality of each category of mineral resources and mineral reserves;
- (c) the key assumptions, parameters, and methods used to estimate the mineral resources and mineral reserves;

- (d) the identification of any known legal, political, environmental, or other risks that could materially affect the potential development of the mineral resources or mineral reserves; and
- (e) if the disclosure includes the results of an economic analysis of mineral resources, an equally prominent statement that mineral resources that are not mineral reserves do not have demonstrated economic viability.

**3.5 Exception for Written Disclosure Already Filed** - Sections 3.2 and 3.3 and paragraphs (a), (c), and (d) of section 3.4 do not apply if the issuer includes in the written disclosure a reference to the title and date of a previously filed document that complies with those requirements.

#### **PART 4 OBLIGATION TO FILE A TECHNICAL REPORT**

##### **4.1 Obligation to File a Technical Report Upon Becoming a Reporting Issuer**

- (1) Upon becoming a reporting issuer in a jurisdiction of Canada an issuer must file in that jurisdiction a technical report for each mineral property material to the issuer.
- (2) Subsection (1) does not apply if the issuer is a reporting issuer in a jurisdiction of Canada and subsequently becomes a reporting issuer in another jurisdiction of Canada.
- (3) Subsection (1) does not apply if
  - (a) the issuer previously filed a technical report for the property;
  - (b) at the date the issuer becomes a reporting issuer, there is no new material scientific or technical information concerning the subject property not included in the previously filed technical report; and
  - (c) the previously filed technical report meets any independence requirements under section 5.3.

##### **4.2 Obligation to File a Technical Report in Connection with Certain Written Disclosure about Mineral Projects on Material Properties**

NOTE TO READER: The CSA is seeking comment on whether to keep or eliminate the short form prospectus trigger in (1)(b), therefore all references to the short form prospectus trigger in this draft Instrument are square-bracketed. Please see the discussion in the CSA Notice and Request for Comment dated April 23, 2010.

- (1) An issuer must file a technical report to support scientific or technical information in any of the following documents filed or made available to the public in a jurisdiction of Canada that describes a mineral project on a property material to the issuer, or in the case of paragraph (c), the resulting issuer:
  - (a) a preliminary prospectus, other than a preliminary short form prospectus filed in accordance with NI 44-101;
  - (b) [a preliminary short form prospectus filed in accordance with NI 44-101];
  - (c) an information or proxy circular concerning a direct or indirect acquisition of a mineral property where the issuer or resulting issuer issues securities as consideration;
  - (d) an offering memorandum, other than an offering memorandum delivered solely to accredited investors as defined under securities legislation;
  - (e) for a reporting issuer, a rights offering circular;
  - (f) an annual information form;
  - (g) a valuation required to be prepared and filed under securities legislation;
  - (h) an offering document that complies with and is filed in accordance with Policy 4.6 - *Public Offering by Short Form Offering Document* and Exchange Form 4H - *Short Form Offering Document*, of the TSX Venture Exchange, as amended;
  - (i) a take-over bid circular that discloses a preliminary economic assessment, mineral resources, or mineral reserves on a property material to the offeror if securities of the offeror are being offered in exchange on the take-over bid; and
  - (j) any written disclosure made by or on behalf of an issuer, other than in a document described in paragraphs (a) to (i), that discloses for the first time
    - (i) a preliminary economic assessment, mineral resources, or mineral reserves on a property material to the issuer that constitutes a material change in respect of the affairs of the issuer; or

- (ii) a change in a preliminary economic assessment, mineral resources, or mineral reserves from the most recently filed technical report that constitutes a material change in respect of the affairs of the issuer.
- (2) Subsection (1) does not apply for disclosure of an historical estimate in a document referred to in paragraph (1)(j) if the disclosure is made in accordance with subsection 2.4.
- (3) If a technical report is filed under paragraph (1)(a) [or (b)], and new material scientific or technical information concerning the subject property becomes available before the filing of the final version of the prospectus [or short form prospectus], the issuer must file an updated technical report or an addendum to the technical report with the final version of the prospectus [or short form prospectus].
- (4) The issuer must file the technical report referred to in subsection (1) not later than the time it files or makes available to the public the document listed in subsection (1) that the technical report supports.
- (5) Despite subsection (4), an issuer must
  - (a) file a technical report supporting disclosure under paragraph (1)(j) not later than 45 days after the date of the disclosure or, if the disclosure is in a directors' circular, by the earlier of 45 days after the date of the disclosure and 3 business days before expiry of the take-over bid; and
  - (b) issue a news release at the time it files the technical report disclosing the filing of the technical report and reconciling any material differences in the preliminary economic assessment, mineral resources, or mineral reserves between the technical report and the issuer's disclosure under paragraph (1)(j).
- (6) Despite subsection (4), if a property referred to in an annual information form first becomes material to the issuer less than 30 days before the filing deadline for the annual information form, the issuer must file the technical report within 45 days of the date that the property first became material to the issuer.
- (7) Despite subsections (4) and (5), an issuer is not required to file a technical report within 45 days to support disclosure under subparagraph (1)(j)(i), if
  - (a) the preliminary economic assessment, mineral resources, or mineral reserves
    - (i) were prepared by or on behalf of another issuer who holds or previously held an interest in the property;

- (ii) were disclosed by the other issuer in a document listed in subsection (1); and
    - (iii) are supported by a technical report filed by the other issuer;
  - (b) the issuer, in its disclosure under subparagraph (1)(j)(i),
    - (i) identifies the title and effective date of the previous technical report and the name of the other issuer that filed it;
    - (ii) names the qualified person who reviewed the technical report on behalf of the issuer; and
    - (iii) states with equal prominence that, to the best of the issuer's knowledge, information, and belief, there is no new material scientific or technical information that would make the disclosure of the preliminary economic assessment, mineral resources, or mineral reserves inaccurate or misleading;
  - (c) the issuer files a technical report supporting its disclosure of the preliminary economic assessment, mineral resources, or mineral reserves within 6 months of the date of its disclosure; and
  - (d) the issuer issues a news release at the time it files the technical report disclosing the filing of the technical report and reconciling any material differences in the preliminary economic assessment, mineral resources, or mineral reserves between the technical report and the issuer's disclosure under subparagraph (1)(j)(i).
- (8) Subsection (1) does not apply if
- (a) the issuer previously filed a technical report that supports the scientific or technical information in the document;
  - (b) at the date of filing the document, there is no new material scientific or technical information concerning the subject property not included in the previously filed technical report; and
  - (c) the previously filed technical report meets any independence requirements under section 5.3.

**4.3 Required Form of Technical Report** - A technical report that is required to be filed under this Part must be prepared

- (a) in English or French; and

- (b) in accordance with Form 43-101F1.

## **PART 5 AUTHOR OF TECHNICAL REPORT**

- 5.1 Prepared by a Qualified Person** - A technical report must be prepared by or under the supervision of one or more qualified persons.
- 5.2 Execution of Technical Report** - A technical report must be dated, signed and, if the qualified person has a seal, sealed by

- (a) each qualified person who is responsible for preparing or supervising the preparation of all or part of the report; or
- (b) a person or company whose principal business is providing engineering or geoscientific services if each qualified person responsible for preparing or supervising the preparation of all or part of the report is an employee, officer, or director of that person or company.

### **5.3 Independent Technical Report**

- (1) A technical report required under any of the following provisions of this Instrument must be prepared by or under the supervision of one or more qualified persons that are, at the effective and filing dates of the technical report, all independent of the issuer:
  - (a) section 4.1;
  - (b) paragraphs (a) and (g) of subsection 4.2(1); or
  - (c) paragraphs (b), (c), (d), (e), (f), (h), (i), and (j) of subsection 4.2(1), if the document discloses
    - (i) for the first time a preliminary economic assessment, mineral resources, or mineral reserves on a property material to the issuer, or
    - (ii) a 100 percent or greater change in the total mineral resources or total mineral reserves on a property material to the issuer, since the issuer's most recently filed independent technical report in respect of the property.
- (2) Despite subsection (1), a technical report required to be filed by a producing issuer under paragraph (1)(a) is not required to be prepared by or under the supervision of an independent qualified person if the securities of the issuer trade on a specified exchange.

- (3) Despite subsection (1), a technical report required to be filed by a producing issuer under paragraph (1)(b) or (c) is not required to be prepared by or under the supervision of an independent qualified person.
- (4) Despite subsection (1), a technical report required to be filed by an issuer concerning a property which is or will be the subject of a joint venture with a producing issuer is not required to be prepared by or under the supervision of an independent qualified person, if the qualified person preparing or supervising the preparation of the report relies on scientific and technical information prepared by or under the supervision of a qualified person that is an employee or consultant of the producing issuer.

## **PART 6 PREPARATION OF TECHNICAL REPORT**

**6.1 The Technical Report** - A technical report must be based on all available data relevant to the disclosure that it supports.

### **6.2 Current Personal Inspection**

- (1) Before an issuer files a technical report, the issuer must have at least one qualified person who is responsible for preparing or supervising the preparation of all or part of the technical report complete a current inspection on the property that is the subject of the technical report.
- (2) Subsection (1) does not apply to an issuer provided that
  - (a) the property that is the subject of the technical report is an early stage exploration property;
  - (b) seasonal weather conditions prevent a qualified person from accessing any part of the property or obtaining beneficial information from it; and
  - (c) the issuer discloses in the technical report, and in the disclosure that the technical report supports, that a personal inspection by a qualified person was not conducted, the reasons why, and the intended time frame to complete the personal inspection.
- (3) If an issuer relies on subsection (2), the issuer must
  - (a) as soon as practical, have at least one qualified person who is responsible for preparing or supervising the preparation of all or part of the technical report complete a current inspection on the property that is the subject of the technical report; and

- (b) promptly file a technical report and the certificates and consents required under Part 8 of this Instrument.

**6.3 Maintenance of Records** - An issuer must keep for 7 years copies of assay and other analytical certificates, drill logs, and other information referenced in the technical report or used as a basis for the technical report.

**6.4 Limitation on Disclaimers**

- (1) An issuer must not file a technical report that contains a disclaimer by any qualified person responsible for preparing or supervising the preparation of all or part of the report that
  - (a) disclaims responsibility for, or reliance by another party on, any information in the part of the report the qualified person prepared or supervised the preparation of; or
  - (b) limits the use or publication of the report in a manner that interferes with the issuer's obligation to reproduce the report by filing it on SEDAR.
- (2) Despite subsection (1), an issuer may file a technical report that includes a disclaimer in accordance with Item 3 of Form 43-101F1.

**PART 7 USE OF FOREIGN CODE**

**7.1 Use of Foreign Code** - Despite section 2.2, an issuer may make disclosure and file a technical report that uses the mineral resource and mineral reserve categories of an acceptable foreign code, if the issuer

- (a) is incorporated or organized in a foreign jurisdiction; or
- (b) is incorporated or organized under the laws of Canada or a jurisdiction of Canada, for its properties located in a foreign jurisdiction.

**PART 8 CERTIFICATES AND CONSENTS OF QUALIFIED PERSONS FOR TECHNICAL REPORTS**

**8.1 Certificates of Qualified Persons**

- (1) An issuer must, when filing a technical report, file a certificate that is dated, signed, and if the signatory has a seal, sealed, of each qualified person responsible for preparing or supervising the preparation of all or part of the technical report.
- (2) A certificate under subsection (1) must state

- (a) the name, address, and occupation of the qualified person;
- (b) the title and effective date of the technical report to which the certificate applies;
- (c) the qualified person's qualifications, including a brief summary of relevant experience, the name of all professional associations to which the qualified person belongs, and that the qualified person is a "qualified person" for purposes of this Instrument;
- (d) the date and duration of the qualified person's most recent personal inspection of each property, if applicable;
- (e) the item or items of the technical report for which the qualified person is responsible;
- (f) whether the qualified person is independent of the issuer as described in section 1.4;
- (g) what prior involvement, if any, the qualified person has had with the property that is the subject of the technical report;
- (h) that the qualified person has read this Instrument and the technical report, or part that the qualified person is responsible for, has been prepared in compliance with this Instrument; and
- (i) that, at the effective date of the technical report, to the best of the qualified person's knowledge, information, and belief, the technical report, or part that the qualified person is responsible for, contains all scientific and technical information that is required to be disclosed to make the technical report not misleading.

**8.2 Addressed to Issuer** - All technical reports must be addressed to the issuer.

**8.3 Consents of Qualified Persons**

- (1) An issuer must, when filing a technical report, file a statement of each qualified person responsible for preparing or supervising the preparation of all or part of the technical report, dated, and signed by the qualified person
  - (a) consenting to the public filing of the technical report;
  - (b) identifying the document that the technical report supports;

- (c) consenting to the use of extracts from, or a summary of, the technical report in the document; and
  - (d) confirming that the qualified person has read the document and that it fairly and accurately represents the information in the technical report or part that the qualified person is responsible for.
- (2) Paragraphs (1)(b), (c), and (d) do not apply to a consent filed with a technical report filed under section 4.1.
  - (3) If an issuer relies on subsection (2), the issuer must file an updated consent that includes paragraphs (1)(b), (c), and (d) for any subsequent use of the technical report to support disclosure in a document filed under subsection 4.2(1).

## **PART 9 EXEMPTIONS**

### **9.1 Authority to Grant Exemptions**

- (1) The regulator or the securities regulatory authority may, on application, grant an exemption from this Instrument, in whole or in part, subject to such conditions or restrictions as may be imposed in the exemption in response to an application.
- (2) Despite subsection (1), in Ontario, only the regulator may grant such an exemption.
- (3) Except in Ontario, an exemption referred to in subsection (1) is granted under the statute referred to in Appendix B to National Instrument 14-101 *Definitions* opposite the name of the local jurisdiction.

### **9.2 Exemptions for Royalty Interests**

- (1) An issuer whose interest in a mineral project is only a royalty interest is not required to file a technical report to support disclosure in a document under subsection 4.2(1) if
  - (a) the operator of the mineral project is
    - (i) subject to the requirements of this Instrument, or
    - (ii) a producing issuer whose securities trade on a specified exchange and that discloses mineral resources and mineral reserves under an acceptable foreign code;

- (b) the issuer identifies in its document under subsection 4.2(1) the source of the scientific and technical information; and
  - (c) the operator of the mineral project has disclosed the scientific and technical information.
- (2) An issuer whose interest in a mineral project is only a royalty interest and that does not qualify to use the exemption in subsection (1) is not required to
- (a) comply with section 6.2; and
  - (b) complete those items under Form 43-101F1 that require data verification, inspection of documents, or personal inspection of the property to complete those items.
- (3) Paragraphs (2)(a) and (b) only apply if the issuer
- (a) has requested but has not received access to the necessary data from the operating company and is not able to obtain the necessary information from the public domain;
  - (b) under Item 3 of Form 43-101F1, states the issuer has requested but has not received access to the necessary data from the operating company and is not able to obtain the necessary information from the public domain and describes the content referred to under each item of Form 43-101F1 that the issuer did not complete; and
  - (c) includes in all scientific and technical disclosure a statement that the issuer has an exemption from completing certain items under Form 43-101F1 in the technical report required to be filed and includes a reference to the title and effective date of that technical report.

**9.3 Exemption for Certain Types of Filings** - This Instrument does not apply if the only reason an issuer files written disclosure of scientific or technical information is to comply with the requirement under securities legislation to file a copy of a record or disclosure material that was filed with a securities commission, exchange, or regulatory authority in another jurisdiction.

## **PART 10 EFFECTIVE DATE AND REPEAL**

**10.1 Effective Date** - This Instrument comes into force on \*.

**10.2 Repeal** - National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, which came into force on December 31, 2005, is repealed.