

PROVINCE OF BRITISH COLUMBIA

RULE OF THE BRITISH COLUMBIA SECURITIES COMMISSION

*Securities Act*

The British Columbia Securities Commission orders that, effective June 30, 2015,

- (a) *National Instrument 41-101 General Prospectus Requirements, B.C. Reg. 59/2008, is amended as set out in the attached Schedule A,*
- (b) *National Instrument 51-102 Continuous Disclosure Obligations, B.C. Reg. 110/2004, is amended as set out in the attached Schedule B, and*
- (c) *National Instrument 52-110 Audit Committees, B.C. Reg. 57/2008, is amended as set out in the attached Schedule C.*

DEPOSITED  
June 25, 2015  
B.C. REG. 121/2015

*June 25, 2015*

Date



British Columbia Securities Commission

*(This part is for administrative purposes only and is not part of the Order.)*

Authority under which Order is made:

Act and section: Securities Act, R.S.B.C. 1996, c. 418, s. 184

Other: \_\_\_\_\_

May 7, 2015

R/98/2015/21

## Schedule A

1. ***National Instrument 41-101 General Prospectus Requirements, B.C. Reg. 59/2008, is amended as set out in this Schedule.***
2. ***Section 1.1 is amended by adding the following definition:***  
  
***“Form 51-102F6V” means Form 51-102F6V Statement of Executive Compensation – Venture Issuers of NI 51-102;.***
3. ***Subsection 1.9(4) of Form 41-101F1 is amended by adding “(” after “the United States of America” and by adding “)” after “PLUS Markets Group plc”.***
4. ***Subsections 5.1(2) and (3) of Form 41-101F1 are amended by adding “, if the issuer is a venture issuer or an IPO venture issuer, the two most recently completed financial years, or” after “within the three most recently completed financial years or”.***
5. ***The heading of section 5.2 of Form 41-101F1 is amended by replacing “Three-year history” with “History”.***
6. ***Subsection 5.2(1) of Form 41-101F1 is amended by adding “or, if the issuer is a venture issuer or an IPO venture issuer, the last two completed financial years,” after “over the last three completed financial years”.***
7. ***Section 8.2 of Form 41-101F1 is amended by adding the following guidance after subsection (3):***

### *GUIDANCE*

*Under section 2.2.1 of Form 51-102F1, for financial years beginning on or after July 1, 2015, venture issuers, or IPO venture issuers, have the option of meeting the requirement to provide interim MD&A under section 2.2 of Form 51-102F1 by providing quarterly highlights disclosure..*

8. ***Paragraph 8.6(3)(b) of Form 41-101F1 is amended by adding “if the issuer is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1,” before “the most recent year-to-date”.***
9. ***Paragraph 8.8(2)(b) of Form 41-101F1 is amended by adding “if the issuer is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1,” before “the most recent year-to-date”.***
10. ***Section 17.1 of Form 41-101F1 is amended by adding “or, if the issuer is a venture issuer or an IPO venture issuer, in accordance with Form 51-102F6 or Form 51-102F6V” after “in accordance with Form 51-102F6”.***

11. *Section 20.11 of Form 41-101F1 is amended by adding “(” after “the United States of America” and adding “)” after “PLUS Markets Group plc”.*
12. *Subsection 32.4(1) of Form 41-101F1 is amended by replacing paragraph (a) with the following:*
  - (a) the statement of comprehensive income, the statement of changes in equity, and the statement of cash flows for the third most recently completed financial year, if the issuer is
    - (i) an IPO venture issuer, or
    - (ii) a reporting issuer in at least one jurisdiction immediately before filing the prospectus,.

#### **Schedule B**

1. *National Instrument 51-102 Continuous Disclosure Obligations, B.C. Reg. 110/2004, is amended as set out in this Schedule.*
2. *Paragraph 5.3(2)(b) is amended by adding “for an issuer that is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1” after “interim MD&A”.*
3. *Subsection 5.4(1) is amended by replacing “MD&A” with “annual MD&A and, if the issuer is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1, its interim MD&A,”.*
4. *Paragraph 5.7(2)(b) is amended by adding “for an issuer that is not providing disclosure in accordance with section 2.2.1 of Form 51-102F1” after “interim MD&A”.*
5. *Paragraphs 8.3(1)(b) and (3)(b) are amended by replacing “40 percent” with “100 percent”.*
6. *Subsection 8.4(5) is amended by adding “issuer other than a venture” after “a reporting”.*
7. *Section 9.3.1 is amended*
  - (a) *in subsection (1) by replacing “sends” with “is required to send”,*
  - (b) *in paragraph (1)(b) by deleting “, applying reasonable effort,”,*
  - (c) *in subsection (2) by replacing “, in accordance with, and subject to any exemptions set out in, Form 51-102F6 Statement of Executive Compensation, which came into force on December 31, 2008” with “and in accordance with Form 51-102F6*

*Statement of Executive Compensation”*,

**(d) by adding the following subsections:**

(2.1) Despite subsection (2), a venture issuer may provide the disclosure required by subsection (1) for the periods set out in and in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

(2.2) The disclosure required under subsection (1) must be filed

(a) not later than 140 days after the end of the issuer’s most recently completed financial year, in the case of an issuer other than a venture issuer, or

(b) not later than 180 days after the end of the issuer’s most recently completed financial year, in the case of a venture issuer.,

**(e) in subsection (3) by replacing “, which came into force on December 31, 2008” with “or, for a venture issuer relying on subsection (2.1), in Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*”**,

**(f) by repealing subsection (4), and**

**(g) by adding the following subsection:**

(5) Subsection (2.2) applies to an issuer in respect of a financial year beginning on or after July 1, 2015..

**8. Section 11.6 is amended**

**(a) in subsection (1) by replacing “does not send to its securityholders” with “is not required to send to its securityholders an information circular and does not send”**,

**(b) in paragraph (1)(b) by deleting “, applying reasonable effort,”**,

**(c) in subsection (2) by deleting “, which came into force on December 31, 2008”**,

**(d) by adding the following subsection:**

(2.1) Despite subsection (2), a reporting issuer that is a venture issuer may provide the disclosure required under subsection (1) for the periods set out in and in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.,

**(e) in subsection (4) by deleting “, which came into force on December 31, 2008” and replacing it with “or, for a venture issuer relying on subsection (2.1), in Form 51-**

102F6V *Statement of Executive Compensation – Venture Issuers*”, and

(f) *by repealing subsection (6).*

9. *Paragraph (g) of Part 1 of Form 51-102F1 is replaced with the following:*

**(g) Venture Issuers**

If your company is a venture issuer, you have the option of meeting the requirement to provide interim MD&A under section 2.2 by instead providing quarterly highlights disclosure. Refer to Companion Policy 51-102CP for guidance on quarterly highlights.

If your company is a venture issuer without significant revenue from operations, in your MD&A including any quarterly highlights, focus your discussion and analysis of financial performance on expenditures and progress towards achieving your business objectives and milestones..

10. *Item 2 of Part 2 of Form 51-102F1 is amended by adding the following sections:*

**2.2.1 Quarterly Highlights**

If your company is a venture issuer, you have the option of meeting the requirement to provide interim MD&A under section 2.2 by instead providing a short discussion of all material information about your company’s operations, liquidity and capital resources. Include in your discussion:

- an analysis of your company’s financial condition, financial performance and cash flows and any significant factors that have caused period to period variations in those measures;
- known trends, risks or demands;
- major operating milestones;
- commitments, expected or unexpected events, or uncertainties that have materially affected your company’s operations, liquidity and capital resources in the interim period or are reasonably likely to have a material effect going forward;
- any significant changes from disclosure previously made about how the company was going to use proceeds from any financing and an explanation of variances;
- any significant transactions between related parties that occurred in the interim period.

## INSTRUCTIONS

- (i) *If the first MD&A you file in this Form (your first MD&A) is an interim MD&A, you cannot use quarterly highlights. Rather, you must provide all the disclosure called for in Item 1 in your first MD&A. Base the disclosure, except the disclosure for section 1.3, on your interim financial report. Since you do not have to update the disclosure required in section 1.3 in your interim MD&A, your first MD&A will provide disclosure under section 1.3 based on your annual financial statements.*
- (ii) *Provide a short, focused discussion that gives a balanced and accurate picture of the company's business activities during the interim period. The purpose of the quarterly highlights reporting is to provide a brief narrative update about the business activities, financial condition, financial performance and cash flow of the company. While summaries are to be clear and concise, they are subject to the normal prohibitions against false and misleading statements.*
- (iii) *Quarterly highlights prepared in accordance with section 2.2.1 are not required for your company's fourth quarter as relevant fourth quarter content will be contained in your company's annual MD&A prepared in accordance with Item 1 (see section 1.10).*
- (iv) *You must title your quarterly highlights "Interim MD&A – Quarterly Highlights".*
- (v) *If there was a change to the company's accounting policies during the interim period, include a description of the material effects resulting from the change.*

### **2.2.2 Quarterly Highlights - Transition**

Section 2.2.1 applies to an issuer in respect of a financial year beginning on or after July 1, 2015..

#### **11. Item 5.4 of Form 51-102F2 is replaced with the following:**

##### **5.4 Companies with Mineral Projects**

If your company had a mineral project, provide the following information, by summary if applicable, for each project material to your company:

- (1) **Current Technical Report** – The title, author(s), and date of the most recent technical report on the property filed in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.
- (2) **Project Description, Location and Access**

- (a) The location of the project and means of access.
- (b) The nature and extent of your company's title to or interest in the project, including surface rights, obligations that must be met to retain the project, and the expiration date of claims, licences and other property tenure rights.
- (c) The terms of any royalties, overrides, back-in rights, payments or other agreements and encumbrances to which the project is subject.
- (d) To the extent known, any significant factors or risks that might affect access or title, or the right or ability to perform work on, the property, including permitting and environmental liabilities to which the project is subject.

**(3) History**

- (a) To the extent known, the prior exploration and development of the property, including the type, amount, and results of any exploration work undertaken by previous owners, any significant historical estimates, and any previous production on the property.

**(4) Geological Setting, Mineralization and Deposit Types**

- (a) The regional, local, and property geology.
- (b) The significant mineralized zones encountered on the property, the surrounding rock types and relevant geological controls, and the length, width, depth and continuity of the mineralization together with a description of the type, character and distribution of the mineralization.
- (c) The mineral deposit type or geological model or concepts being applied.

**(5) Exploration** - The nature and extent of all relevant exploration work other than drilling, conducted by or on behalf of your company, including a summary and interpretation of the relevant results.

**(6) Drilling** - The type and extent of drilling and a summary and interpretation of all relevant results.

**(7) Sampling, Analysis and Data Verification** - The sampling and assaying including, without limitation,

- (a) sample preparation methods and quality control measures employed before dispatch of samples to an analytical or testing laboratory,

- (b) the security measures taken to ensure the validity and integrity of samples taken,
  - (c) assaying and analytical procedures used and the relationship, if any, of the laboratory to your company, and
  - (d) quality control measures and data verification procedures, and their results.
- (8) **Mineral Processing and Metallurgical Testing** - If mineral processing or metallurgical testing analyses have been carried out, describe the nature and extent of the testing and analytical procedures, and provide a summary of the relevant results and, to the extent known, provide a description of any processing factors or deleterious elements that could have a significant effect on potential economic extraction.
- (9) **Mineral Resource and Mineral Reserve Estimates** - The mineral resources and mineral reserves, if any, including, without limitation,
- (a) the effective date of the estimates,
  - (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, and
  - (d) the extent to which the estimate of mineral resources and mineral reserves may be materially affected by metallurgical, environmental, permitting, legal, title, taxation, socio-economic, marketing, political, and other relevant issues.
- (10) **Mining Operations** - For advanced properties, the current or proposed mining methods, including a summary of the relevant information used to establish the amenability or potential amenability of the mineral resources or mineral reserves to the proposed mining methods.
- (11) **Processing and Recovery Operations** – For advanced properties, a summary of current or proposed processing methods and reasonably available information on test or operating results relating to the recoverability of the valuable component or commodity.
- (12) **Infrastructure, Permitting and Compliance Activities** – For advanced properties,
- (a) the infrastructure and logistic requirements for the project, and

(b) the reasonably available information on environmental, permitting, and social or community factors related to the project.

**(13) Capital and Operating Costs** – For advanced properties,

(a) a summary of capital and operating cost estimates, with the major components set out in tabular form, and

(b) an economic analysis with forecasts of annual cash flow, net present value, internal rate of return, and payback period, unless exempted under Instruction (1) to Item 22 of Form 43-101F1.

**(14) Exploration, Development, and Production** - A description of your company's current and contemplated exploration, development or production activities.

*INSTRUCTIONS*

(i) *Disclosure regarding mineral exploration, development or production activities on material projects must comply with National Instrument 43-101 Standards of Disclosure for Mineral Projects, including the limitations set out in it. You must use the appropriate terminology to describe mineral reserves and mineral resources. You must base your disclosure on information prepared by, under the supervision of, or approved by, a qualified person.*

(ii) *You are permitted to satisfy the disclosure requirements in section 5.4 by reproducing the summary from the technical report on the material property and incorporating the detailed disclosure in the technical report into the AIF by reference.*

**12. Paragraph (c) of Part 1 of Form 51-102F5 is amended by adding “or Form 51-102F6V Statement of Executive Compensation – Venture Issuers” after “Form 51-102F6 Statement of Executive Compensation”.**

**13. Item 8 of Part 2 of Form 51-102F5 is amended by adding “or, in the case of a venture issuer, a completed Form 51-102F6 Statement of Executive Compensation or a completed Form 51-102F6V Statement of Executive Compensation – Venture Issuers” after “Form 51-102F6 Statement of Executive Compensation”.**

**14. Subsection 1.3(10) of Form 51-102F6 is amended by deleting “, applying reasonable effort,”.**

**15. Commentary 1 of subsection 2.1(6) of Form 51-102F6 is amended by deleting “, applying reasonable effort,”.**

**16. Commentary 2 of subsection 3.1(10) of Form 51-102F6 is amended by deleting “still”.**

17. *Subsection 8.1(1) of Form 51-102F6 is amended by replacing “required by” with “they are required to disclose in the United States under”.*

18. *The following form is added:*

**Form 51-102F6V**  
*Statement of Executive Compensation – Venture Issuers*

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**Form 51-102F6V**  
*Statement of Executive Compensation – Venture Issuers*

**ITEM 1 – GENERAL PROVISIONS**

**1.1 Objective**

All direct and indirect compensation provided to certain executive officers and directors for, or in connection with, services they have provided to the company or a subsidiary of the company must be disclosed in this form.

The objective of this disclosure is to communicate the compensation the company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to

compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the company and will help investors understand how decisions about executive compensation are made.

A company's executive compensation disclosure under this form must satisfy this objective and subsections 9.3.1(1) or 11.6(1) of the Instrument.

While the objective of this disclosure is the same as the objective in section 1.1 of Form 51-102F6, this form is to be used by venture issuers only. Reporting issuers that are not venture issuers must complete Form 51-102F6.

## 1.2 Definitions

If a term is used in this form but is not defined in this section, refer to subsection 1.1(1) of the Instrument or to National Instrument 14-101 *Definitions*.

In this form,

**“company”** includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

**“compensation securities”** includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

**“external management company”** includes a subsidiary, affiliate or associate of the external management company;

**“named executive officer”** or **“NEO”** means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

### **1.3 Preparing the form**

#### **(1) All compensation to be included**

- (a) When completing this form, the company must disclose all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the company, or a subsidiary of the company, to each named executive officer and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given, or otherwise provided to the named executive officer or director for services provided and for services to be provided, directly or indirectly, to the company or a subsidiary of the company.
- (b) If an item of compensation is not specifically mentioned or described in this form, disclose it in the column “Value of all other compensation” of the table in section 2.1.

#### *Commentary*

1. *Unless otherwise specified, information required to be disclosed under this form may be prepared in accordance with the accounting principles the company uses to prepare its financial statements, as permitted by National Instrument 52-107 Acceptable Accounting Principles and Auditing Standards.*
2. *The definition of “director” under securities legislation includes an individual who acts in a capacity similar to that of a director.*

#### **(2) Departures from format**

- (a) Although the required disclosure must be made in accordance with this form, the disclosure may
  - (i) omit a table, column of a table, or other prescribed information, if it does not apply, and

- (ii) add a table, column, or other information if
  - (A) necessary to satisfy the objective in section 1.1, and
  - (B) to a reasonable person, the table, column, or other information does not detract from the prescribed information in the table in section 2.1.
- (b) Despite paragraph (a), a company must not add a column to the table in section 2.1.

**(3) Information for full financial year**

- (a) If a named executive officer acted in that capacity for the company during part of a financial year for which disclosure is required in the table in section 2.1, provide details of all of the compensation that the named executive officer received from the company for that financial year. This includes compensation the named executive officer earned in any other position with the company during the financial year.
- (b) Do not annualize compensation in a table for any part of a year when a named executive officer was not in the service of the company. Annualized compensation may be disclosed in a footnote.

**(4) Director and named executive officer compensation**

- (a) Disclose any compensation awarded to, earned by, paid to, or payable to each director and named executive officer, in any capacity with respect to the company. Compensation to directors and named executive officers must include all compensation from the company and its subsidiaries.
- (b) Disclose any compensation awarded to, earned by, paid to, or payable to, a named executive officer, or director, in any capacity with respect to the company, by another person or company.

**(5) Determining if an individual is a named executive officer**

For the purpose of calculating total compensation awarded to, earned by, paid to, or payable to an executive officer under paragraph (c) of the definition of named executive officer,

- (a) use the total compensation that would be reported for that executive officer in the table in section 2.1, as if the executive officer were a named executive officer for the company's most recently completed financial year, and

- (b) exclude any compensation disclosed in the column “Value of all other compensation” of the table in section 2.1.

*Commentary*

*The \$150,000 threshold in paragraph (c) of the definition of named executive officer only applies when determining who is a named executive officer in a company’s most recently completed financial year. If an individual is a named executive officer in the most recently completed financial year, disclosure of compensation in the prior years must be provided even if total compensation in a prior year is less than \$150,000.*

**(6) Compensation to associates**

Disclose any awards, earnings, payments, or payables to an associate of a named executive officer, or of a director, as a result of compensation awarded to, earned by, paid to, or payable to the named executive officer or the director, in any capacity with respect to the company.

**(7) Currencies**

- (a) Companies must report amounts required by this form in Canadian dollars or in the same currency that the company uses for its financial statements. A company must use the same currency in all of the tables of this form.
- (b) If compensation awarded to, earned by, paid to, or payable to a named executive officer or director was in a currency other than the currency reported in the prescribed tables of this form, state the currency in which compensation was awarded, earned, paid, or payable, disclose the currency exchange rate and describe the methodology used to translate the compensation into Canadian dollars or the currency that the company uses in its financial statements.

**(8) New reporting issuers**

- (a) A company is not required to provide information for a completed financial year if the company was not a reporting issuer at any time during the most recently completed financial year, unless the company became a reporting issuer as a result of a restructuring transaction.
- (b) If the company was not a reporting issuer at any time during the most recently completed financial year and the company is completing this form because it is preparing a prospectus, discuss all significant elements of the compensation to be awarded to, earned by, paid to, or payable to named executive officers and directors of the company once it becomes a reporting issuer, to the extent this compensation has been determined.

**(9) Plain language**

Information required to be disclosed under this form must be clear, concise, and presented in such a way that it provides a person, applying reasonable effort, an understanding of

- (a) how decisions about named executive officer and director compensation are made, and
- (b) how specific named executive officer and director compensation relates to the overall stewardship and governance of the company.

*Commentary*

*Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP Continuous Disclosure Obligations for further guidance.*

**ITEM 2 – DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

**2.1 Director and named executive officer compensation, excluding compensation securities**

- (1) Using the following table, disclose all compensation referred to in subsection 1.3(1) of this form for each of the two most recently completed financial years, other than compensation disclosed under section 2.3.

*Commentary*

*For venture issuers, compensation includes payments, grants, awards, gifts and benefits including, but not limited to,*

- *salaries,*
- *consulting fees,*
- *management fees,*
- *retainer fees,*
- *bonuses,*
- *committee and meeting fees,*
- *special assignment fees,*
- *pensions and employer paid RRSP contributions,*
- *perquisites such as*
  - *car, car lease, car allowance or car loan,*
  - *personal insurance,*
  - *parking,*
  - *accommodation, including use of vacation accommodation,*
  - *financial assistance,*
  - *club memberships,*
  - *use of corporate motor vehicle or aircraft,*
  - *reimbursement for tax on perquisites or other benefits, and*

- o *investment-related advice and expenses.*

<b>Table of compensation excluding compensation securities</b>							
<b>Name and position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>

- (2) In the table required under subsection (1), disclose compensation of each named executive officer first, followed by compensation of any director who is not a named executive officer.
- (3) If the individual is a named executive officer and a director, state both positions in the column entitled "Name and position". In a footnote to the table, identify how much compensation the NEO received for each position.
- (4) In the column entitled "Value of perquisites", include perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than
  - (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less,
  - (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or
  - (c) \$50,000, if the NEO or director's total salary for the financial year is \$500,000 or greater.

Value these items on the basis of the aggregate incremental cost to the company and its subsidiaries. Describe in a footnote the methodology used for computing the aggregate incremental cost to the company.

Provide a note to the table to disclose the nature of each perquisite provided that equals or exceeds 25% of the total value of perquisites provided to that named executive officer or director, and how the value of the perquisite was calculated, if it is not provided in cash.

*Commentary*

*For the purposes of the column entitled “Value of perquisites”, an item is generally a perquisite if it is not integrally and directly related to the performance of the director or named executive officer’s duties. If something is necessary for a person to do his or her job, it is integrally and directly related to the job and is not a perquisite, even if it also provides some amount of personal benefit.*

- (5) If non-cash compensation, other than compensation required to be disclosed in section 2.3, was provided or is payable, disclose the fair market value of the compensation at the time it was earned or, if it is not possible to calculate the fair market value, disclose that fact in a note to the table and the reasons why.
- (6) In the column entitled “Value of all other compensation”, include all of the following:
  - (a) any incremental payments, payables and benefits to a named executive officer or director that were triggered by, or resulted from, a scenario listed in subsection 2.5(2) that occurred before the end of the applicable financial year,
  - (b) all compensation relating to defined benefit or defined contribution plans including service costs and other compensatory items such as plan changes and earnings that are different from the estimated earnings for defined benefit plans and above market earnings for defined contribution plans.

*Commentary*

*The disclosure of defined benefit or defined contribution plans relates to all plans that provide for the payment of pension plan benefits. Use the same amounts indicated in column (e) of the defined benefit plan table required by section 2.7 for the applicable financial year and the amounts included in column (c) of the defined contribution plan table required by section 2.7 for the applicable financial year.*

- (7) Despite subsection (1), it is not necessary to disclose Canada Pension Plan, similar government plans and group life, health, hospitalization, medical reimbursement and relocation plans that do not discriminate in scope, terms or operation that are generally available to all salaried employees.
- (8) If a director or named executive officer has served in that capacity for only part of a year, indicate the number of months he or she has served; do not annualize the compensation.
- (9) Provide notes to the table to disclose each of the following for the most recently completed financial year only:
  - (a) compensation paid or payable by any person or company other than the company in respect of services provided to the company or its subsidiaries, including the identity of that other person or company;

- (b) compensation paid or payable indirectly to the director or named executive officer and, in such case, the amount of compensation, to whom it is paid or payable and the relationship between the director or named executive officer and such other person or company;
- (c) for the column entitled “Value of all other compensation”, the nature of each form of other compensation paid or payable that equals or exceeds 25% of the total value of other compensation paid or payable to that director or named executive officer, and how the value of such other compensation was calculated, if it is not paid or payable in cash.

## **2.2 External management companies**

- (1) If one or more individuals acting as named executive officers of the company are not employees of the company, disclose the names of those individuals.
- (2) If an external management company employs or retains one or more individuals acting as named executive officers or directors of the company and the company has entered into an understanding, arrangement or agreement with the external management company to provide executive management services to the company, directly or indirectly, disclose any compensation that
  - (a) the company paid directly to an individual employed, or retained by the external management company, who is acting as a named executive officer or director of the company;
  - (b) the external management company paid to the individual that is attributable to the services they provided to the company, directly or indirectly.
- (3) If an external management company provides the company’s executive management services and also provides executive management services to another company, disclose the entire compensation the external management company paid to the individual acting as a named executive officer or director, or acting in a similar capacity, in connection with services the external management company provided to the company, or the parent or a subsidiary of the company. If the management company allocates the compensation paid to a named executive officer or director, disclose the basis or methodology used to allocate this compensation.

### *Commentary*

*A named executive officer may be employed by an external management company and provide services to the company under an understanding, arrangement or agreement. In this case, references in this form to the chief executive officer or chief financial officer are references to the individuals who performed similar functions to that of the chief executive officer or chief financial officer. They are typically the same individuals who*

*signed and filed annual and interim certificates to comply with National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings.*

**2.3 Stock options and other compensation securities**

- (1) Using the following table, disclose all compensation securities granted or issued to each director and named executive officer by the company or one of its subsidiaries in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries.

<b>Compensation Securities</b>							
<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of compensation securities, number of underlying securities, and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price (\$)</b>	<b>Closing price of security or underlying security on date of grant (\$)</b>	<b>Closing price of security or underlying security at year end (\$)</b>	<b>Expiry date</b>

- (2) Position the tables prescribed in subsections (1) and (4) directly after the table prescribed in section 2.1.
- (3) Provide notes to the table to disclose each of the following:
- (a) the total amount of compensation securities, and underlying securities, held by each named executive officer or director on the last day of the most recently completed financial year end;
  - (b) any compensation security that has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms, the effective date, the reason for the modification, and the name of the holder;
  - (c) any vesting provisions of the compensation securities;
  - (d) any restrictions or conditions for converting, exercising or exchanging the compensation securities.

- (4) Using the following table, disclose each exercise by a director or named executive officer of compensation securities during the most recently completed financial year.

<b>Exercise of Compensation Securities by Directors and NEOs</b>							
<b>Name and position</b>	<b>Type of compensation security</b>	<b>Number of underlying securities exercised</b>	<b>Exercise price per security (\$)</b>	<b>Date of exercise</b>	<b>Closing price per security on date of exercise (\$)</b>	<b>Difference between exercise price and closing price on date of exercise (\$)</b>	<b>Total value on exercise date (\$)</b>

- (5) For the tables prescribed in subsections (1) and (4), if the individual is a named executive officer and a director, state both positions in the columns entitled “Name and position”.

*Commentary*

*For the purposes of the column entitled “Total value on exercise date” multiply the number in the column entitled “Number of underlying securities exercised” by the number in the column entitled “Difference between exercise price and closing price on date of exercise”.*

**2.4 Stock option plans and other incentive plans**

- (1) Describe the material terms of each stock option plan, stock option agreement made outside of a stock option plan, plan providing for the grant of stock appreciation rights, deferred share units or restricted stock units and any other incentive plan or portion of a plan under which awards are granted.

*Commentary*

*Examples of material terms are vesting provisions, maximum term of options granted, whether or not a stock option plan is a rolling plan, the maximum number or percentage of options that can be granted, method of settlement.*

- (2) Indicate for each such plan or agreement whether it has previously been approved by shareholders and, if applicable, when it is next required to be approved.
- (3) Disclosure is not required of plans, such as shareholder rights plans, that involve issuance of securities to all securityholders.

## **2.5 Employment, consulting and management agreements**

- (1) Disclose the material terms of each agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company or any of its subsidiaries that were
  - (a) performed by a director or named executive officer, or
  - (b) performed by any other party but are services typically provided by a director or a named executive officer.
- (2) For each agreement or arrangement referred to in subsection (1), disclose each of the following:
  - (a) the provisions, if any, with respect to change of control, severance, termination or constructive dismissal;
  - (b) the estimated incremental payments that are triggered by, or result from, change of control, severance, termination or constructive dismissal;
  - (c) any relationship between the other party to the agreement and a director or named executive officer of the company or any of its subsidiaries.

## **2.6 Oversight and description of director and named executive officer compensation**

- (1) Disclose who determines director compensation and how and when it is determined.
- (2) Disclose who determines named executive officer compensation and how and when it is determined.
- (3) For each named executive officer, disclose each of the following:
  - (a) a description of all significant elements of compensation awarded to, earned by, paid or payable to the named executive officer for the most recently completed financial year, including at a minimum each element of compensation that accounts for 10% or more of the named executive officer's total compensation;
  - (b) whether total compensation or any significant element of total compensation is tied to one or more performance criteria or goals, including for example, milestones, agreements or transactions and, if so,

- (i) describe the performance criteria and goals, and
  - (ii) indicate the weight or approximate weight assigned to each performance criterion or goal;
- (c) any significant events that have occurred during the most recently completed financial year that have significantly affected compensation including whether any performance criterion or goal was waived or changed and, if so, why;
- (d) how the company determines the amount to be paid for each significant element of compensation referred to in paragraph (a), including whether the process is based on objective, identifiable measures or a subjective decision;
- (e) whether a peer group is used to determine compensation and, if so, describe the peer group and why it is considered appropriate;
- (f) any significant changes to the company's compensation policies that were made during or after the most recently completed financial year that could or will have an effect on director or named executive officer compensation.
- (4) Despite subsection (3), if a reasonable person would consider that disclosure of a previously undisclosed specific performance criterion or goal would seriously prejudice the company's interests, the company is not required to disclose the criterion or goal provided that the company does each of the following:
- (a) discloses the percentage of the named executive officer's total compensation that relates to the undisclosed criterion or goal;
  - (b) discloses the anticipated difficulty in achieving the performance criterion or goal;
  - (c) states that it is relying on this exemption from the disclosure requirement;
  - (d) explains why disclosing the performance criterion or goal would seriously prejudice its interests.
- (5) For the purposes of subsection (4), a company's interests are considered not to be seriously prejudiced solely by disclosing a performance goal or criterion if that criterion or goal is based on broad corporate-level financial performance metrics such as earnings per share, revenue growth, or earnings before interest, taxes, depreciation and amortization (EBITDA).

## **2.7 Pension disclosure**

If the company provides a pension to a director or named executive officer, provide for each such individual the additional disclosure required by Item 5 of Form 51-102F6.

## **2.8 Companies reporting in the United States**

- (1) Except as provided in subsection (2), SEC issuers may satisfy the requirements of this form by providing the information that they disclose in the United States pursuant to item 402 “Executive compensation” of Regulation S-K under the 1934 Act.
- (2) Subsection (1) does not apply to a company that, as a foreign private issuer, satisfies Item 402 of Regulation S-K by providing the information required by Items 6.B “Compensation” and 6.E.2 “Share Ownership” of Form 20-F under the 1934 Act..

### **Schedule C**

1. *National Instrument 52-110 Audit Committees, B.C. Reg. 57/2008, is amended as set out in this Schedule.*
2. *Part 6 is amended by adding the following section:*

#### **6.1.1. Composition of Audit Committee**

- (1) An audit committee of a venture issuer must be composed of a minimum of three members.
- (2) Every member of an audit committee of a venture issuer must be a director of the issuer.
- (3) Subject to subsections (4), (5) and (6), a majority of the members of an audit committee of a venture issuer must not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer.
- (4) If a circumstance arises that affects the business or operations of the venture issuer, and a reasonable person would conclude that the circumstance can be best addressed by a member of the audit committee becoming an executive officer or employee of the venture issuer, subsection (3) does not apply to the audit committee in respect of the member until the later of:
  - (a) the next annual meeting of the venture issuer;
  - (b) the date that is six months after the date on which the circumstance arose.
- (5) If an audit committee member becomes a control person of the venture issuer or of an affiliate of the venture issuer for reasons outside the member’s reasonable control, subsection (3) does not apply to the audit committee in respect of that member until the later of:

- (a) the next annual meeting of the venture issuer;
  - (b) the date that is six months after the event which caused the member to become a control person.
- (6) If a vacancy on the audit committee arises as a result of the death, incapacity or resignation of an audit committee member and the board of directors is required to fill the vacancy, subsection (3) does not apply to the audit committee, in respect of the member appointed to fill the vacancy, until the later of:
- (a) the next annual meeting of the venture issuer;
  - (b) the date that is six months from the day the vacancy was created.
- (7) This section applies to a venture issuer in respect of a financial year beginning on or after January 1, 2016..

**3. Section 5 of Form 52-110F2 Disclosure by Venture Issuers is amended**

- (a) *in paragraph (a) by deleting “or”,*
- (b) *in paragraph (b) by replacing “an exemption from this Instrument, in whole or in part, granted under Part 8 (Exemption),” with “the exemption in subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer),”,*
- (c) *by adding the following paragraphs:*
  - (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*),
  - (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or
  - (e) an exemption from this Instrument, in whole or in part, granted under Part 8 (*Exemption*),.