

BRITISH COLUMBIA SECURITIES COMMISSION
Securities Act, RSBC 1996, c. 418

Citation: Re Multi-Metal, 2025 BCSECCOM 545

Date: 20251215

**Multi-Metal Development Ltd., formerly American CuMo Mining Corporation and
Shaun Methven Dykes**

Panel	Marion Shaw Judith Downes Warren Funt	Commissioner Commissioner Commissioner
Hearing date	October 15, 2025	
Date of findings	December 15, 2025	
Appearing		
Amir Ghorbani	For the Executive Director	
Patricia Taylor	For Multi-Metal Development Ltd., formerly American CuMo Mining Corporation, and Shaun Methven Dykes	

Findings

I. Introduction

- [1] This is the liability portion of a hearing under sections 161,162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (Act).
- [2] In a notice of hearing issued February 28, 2024 (2024 BCSECCOM 76), the executive director alleged, among other things, that the respondent Multi-Metal Development Ltd., formerly American CuMo Mining Corporation (Multi-Metal) made a false or misleading filing by inserting the electronic signature of H as a qualified person in its technical report dated November 27, 2019 (November Report) filed under National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101), knowing that H had refused to consent to its filing.
- [3] The executive director further alleged that the November Report was misleading because it contained statements attributed to H but drafted by the respondent Shaun Methven Dykes (Dykes) and another person, including forward-looking statements that Multi-Metal did not have a reasonable basis to make.
- [4] The executive director alleged that by engaging in the conduct outlined above, the respondents contravened:
 - a) section 168.1(1)(b) of the Act by filing a false or misleading technical report with the Commission,
 - b) sections 5.2, 8.1 and 8.3 of NI 43-101 by inserting H's signature without consent,
 - c) sections 5.3 and 3.1 of NI 43-101 by failing to name Dykes and the other person as authors of the November Report, and

- d) section 4A.2 of National Instrument 51-102 *Continuous Disclosure Obligations* (NI 51-102) by including forward-looking information in the November Report without having a reasonable basis for that information.

- [5] The executive director also alleged that Multi-Metal's contraventions are attributable to Dykes by operation of section 168.2 of the Act.
- [6] The hearing of this matter was adjourned by Ruling on October 1, 2024 (see 2024 BCSECCOM 420 and 2024 BCSECCOM 473). The hearing was then set by consent to be heard in writing, with the parties filing affidavit materials. Three witnesses who provided evidence for the executive director, including H, were cross-examined by the respondents, and Dykes was cross-examined by the executive director.
- [7] The executive director and the respondents then filed written submissions on liability, prior to making oral submissions on October 15, 2025.

II. Factual Background

- [8] Multi-Metal is a British Columbia corporation incorporated in 1971. It is a reporting issuer formerly listed on the over-the-counter markets and the TSX Venture Exchange. During the relevant period, its corporate name was American CuMo Mining Corporation and its principal asset was a molybdenum-copper deposit in the State of Idaho (CuMo Project). It changed its name to Multi-Metal Development Ltd. in May 2022.
- [9] Dykes is a resident of British Columbia and has been President and Chief Executive Officer and a director of Multi-Metal since January 2015. He is a professional geologist with both a Bachelor's degree and a Master's degree of Applied Science in Engineering.
- [10] On May 29, 2018, Multi-Metal filed with the Commission a NI 43-101 technical report prepared by SDE (the 2018 Report).
- [11] H is a professional engineer. Between January 2015 and February 2019, he was employed in the mining group at SDE. While at SDE, he worked on the CuMo Project. He signed a certificate of qualified person that was filed with the 2018 Report stating that he took responsibility for sections 13.2 (ore sorting), 13.3 (mineral processing), and 16 (other relevant data and information) of the 2018 Report.
- [12] On September 17, 2018, a U.S. research firm engaged by Multi-Metal released a report on the CuMo Project (Research Report) that included the following statement:

Though the project has a very attractive PEA, it includes substantial 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 assessment will be realized.
Nevertheless, there is enough molybdenum in the mineral reserves category to cover more than 30 years of production.

(emphasis added)

- [13] On September 26, 2018, Commission staff wrote to Multi-Metal to inform it that the first-time disclosure of the mineral reserves described in the Research Report was a trigger requiring that a fully independent technical report be filed under section 4.2(1)(j)(i) of NI 43-101.

[14] On November 27, 2019, Multi-Metal filed the November Report with the Commission.

[15] Of particular relevance to this proceeding are the following statements, sections and content from the November Report:

- a) it is purportedly authored by eight qualified persons including H,
- b) it states that the original was signed by all eight qualified persons, including H, whose name is misspelled on the signature page,
- c) it includes a certificate of qualified person attributed to H and purportedly signed by him, stating "original signed and sealed" above H's name. This certificate states:

I accept professional responsibility for sections 1.10.4, 1.11.4, 1.12.5, 13.1, 13.2.1, 17.1, 17.3, 17.4, 17.5, 17.6, 17.7, 17.8, 17.9, 21.1.2 (Processing), 21.1.4, 21.2.3, 25.1.4, 25.2.4, 25.3.4, and 26.5 of this Technical Report

- d) some of the sections for which H purportedly accepted responsibility included:

1.11.4 Processing

...

There may be an opportunity to economically recover tungsten from the mineralized material.

13.1.4 Conceptual Study Flotation Test-work

...

Due to the fact that tungsten was recovered from the lowest grade composite, the introduction of ore sorting to improve mill feed grade and advances in recovering tungsten from low grade concentrates, the potential to recover tungsten is indicated that further work should be completed.

26.5 Processing

...

It is recommended that the potential recovery of tungsten as an economic mineral be considered in future test-work planning.

(Tungsten Recovery Statements)

[16] Also on November 27, 2019, Multi-Metal filed a "Consent of Author" attributed to H (November 2019 Consent) with the Commission. The November 2019 Consent bore the words "original signed and sealed" above H's name.

[17] On December 10, 2019, H emailed the Commission a letter that stated:

This letter is to notify you of fraudulent activity by American CuMo Mining Corporation ("CuMo") in regard to its filing of the 43-101 report and press release on November 27, 2019. Please be advised that, although I am listed as the Qualified Person on the 43-101, I did not review nor did I approve the report and the press release. My signature was appropriated by CuMo and used without my consent.

While I had previously been listed as the Qualified Person on a 43-101 for CUMO when it was a client of mine at [SDE], I made it clear to CuMo in no uncertain terms that I could not sign the updated 43-101. I had left SDE and the remainder of the project was given to

another engineering company, [SRK]. As I had not supervised this work, I could not sign the updated report without a thorough review. CuMo was unwilling to pay me for adequate time, so I declined to review the updated report and refused to sign any new approvals.

Please be advised that CuMo not only changed the dates on the letters it submitted with my signature, it is my understanding that the document that CuMo presented as approved by me is a different 43-101 report than the one I signed in 2018. CuMo sent me the a report in August 2019, however, I did not open the file.

If you require additional information in regard to the above activity, please contact me at the number below. I respectfully request that my name be removed from any association with the 2019 CuMo 43-101 report.

- [18] Central to these proceedings is the evidence of Dykes and H relating to the content of the November Report and the events leading up to it. Both Dykes and H provided affidavit evidence and were cross-examined. We have summarized the position of the executive director as supported by the evidence of H, and that of Dykes, below. We then discuss the conflicts in their evidence and assess the credibility of Dykes and H as witnesses.
- [19] The executive director submits that H's evidence of what transpired is more credible than that of Dykes.
- [20] He submits that H's evidence on the events leading up to Multi-Metal filing the November Report can be summarized as follows:
- a) After H's work on the 2018 Report was complete, he answered a few technical questions from SRK as a professional courtesy. He was not paid for answering those questions.
 - b) After February 10, 2019, his last day of work at SDE, he did not do any work for Multi-Metal.
 - c) Around June 2019, Dykes reached out to H to ask him to work on and sign off on what would become the November Report. By that time, H was working with another engineering firm.
 - d) On June 27, 2019, H emailed two employees at SDE, explaining that Multi-Metal was ready to finalize its new report and needed someone to sign off on it. H explained his new employer would not allow him to do that.
 - e) Correspondence was exchanged between H and employees at SDE relating to whether H could sign the new report under SDE's insurance coverage, with H confirming on July 8, 2019 that his new employer would not allow him to act as a qualified person on a project outside his employment.
 - f) In late June 2019, H had not read the updated report and did not know what changes, if any, had been made to the material contained in the 2018 Report.
 - g) On July 5, 2019, Dykes emailed H again, requesting that H provide assistance in completing the updated report. On the same day, H replied, saying that his new employer would not allow him to do so outside his employment. H told Dykes, in part, that:

I suggested doing it on my own time if [SDE] can't but that was a hard no. Absolutely no side jobs.

[SDE] should be thrilled to get their names out on a report. I would be surprised if they missed the opportunity. I suppose there is always SRK... They are now the most familiar with the report and have good process engineers.

- h) On August 23, 2019, a series of emails were exchanged between Dykes and H. Dykes reached out first to again request assistance and sign-off on the updated report. H replied, in part:

Well, we have the sign off from last year. If you can use that again we're fine. I just can't sign off on anything new.

I'll talk to [sic] situation over with the government regulator. Do you still have her contact information?

Dykes replied in part on the same day:

Yes that is correct the sign off is for work before, the work has just been added to a new report rather than the previous one.

You are NOT signing off on anything new just the material that was in section 7 of the update which is now included in the new report.

H then replied:

OK. That might work. I'll just check with what's her name from the government to make sure it's OK. I don't want to get on her bad side again.

Dykes replied again:

There is no need to check as I am not sure if she is the one reviewing this time as reviewers change.

SRK people also did work they signed for in November when they did the site visit. So the work for the report is done over quite a long period time.

The only thing the commission is interested in is that the work is considered current.

Attached is the Consent form and a copy of the news release, its mostly to do with the economics.

Modify the qualifications with the dates if you wish and sign tit [sic] but it should go past the date of version 7 which was October 2018 and while you still at [SDE].

Then we should be done with this thing.

- i) The email exchange above was the last communication H had with Dykes regarding the November Report. H learned on November 27, 2019, that his signature had been used on it.

- j) H's evidence is that he did not:
- i. open the attachments to Dykes's emails,
 - ii. review or approve the November Report,
 - iii. review any changes to the sections from the 2018 Report for which he had taken responsibility at that time,
 - iv. draft, review or approve the material in the November Report dealing with the economic recovery of tungsten, or
 - v. agree to affix his signature or have anyone else insert his electronic signature to the November Report – and where it does appear, it does so without his consent.
- k) After the filing of the November Report, H was asked by SRK to provide his signature on the qualified person certificate, which he refused to do. Dykes then emailed H on December 18, 2019 and "strongly suggested" that he provide signatures and consent, otherwise things could "get really ugly" and Dykes would have "no choice but to file a suit for fraud and damages."

- [21] The respondents submit that H consented to the use of his signature in the November Report in telephone conversations with Dykes.
- [22] They submit that based on correspondence in August 2019 to Dykes from N, another author of the November Report and an employee of SDE, we can infer that H did review the attachments to Dykes' email correspondence.
- [23] The respondents submit that the July 5, 2019 email correspondence between Dykes and H occurred at the time H agreed he would take responsibility for work he had previously performed while at SDE that would be copied into the November Report. In particular, Dykes wrote to H, in part:

Ok but I don't care who does the report sections as long as they are done, we paid good money to get the report complete and should not have to pay more for another QP for work already done and completed.

[...]

The sections were done by yourself under the auspices of [SDE]. So it should be you that signs off on the same section as written in October 2018. It can be noted that this was done under [SDE] (100% accurate) and since the that time you have left [SDE]. If required.

It does not matter who signs off on the sections. I am disappointed about DRA reaction to such a small job and since they are unwilling to accommodate even a small task like this, I am not sure we will want to do business with them.

This falls under the carry over work as a result of your moving and leaving us in Limbo on what is a major report is not good practice.

Lets resolve this in a very simple manner as our shareholders are getting tired of the delays and run around.

H responded the same day, in part:

Definitely avoid hiring a brand new QP that would be a substantial schedule delay.

Dykes followed up the same day, in part

That is not going to happen, if we have to hire another QP then the lawyers get involved.

[...]

The worse case scenario is that you sign off on your work as of the October date which was the last draft and you were still working for [SDE] and still falls within the time frame of this report.

[24] Similarly, Dykes submits, the August 23, 2019 correspondence outlined above demonstrates that H agreed that he would sign off on work performed while he was employed by SDE.

[25] The question whether H did or did not agree that Multi-Metal could name him in the November Report as responsible for the sections attributed to him is fundamental to our subsequent analysis in this matter. We have before us the scant documentary evidence outlined above, coupled with directly contradictory testimony by Dykes and H. In order to properly outline the background facts, we must first assess the credibility and reliability of the conflicting evidence.

III. Credibility and Reliability of the Evidence

[26] In *Mand v. Cheema*, 2025 BCSC 1595, the Supreme Court of British Columbia discussed the law around assessments of credibility and reliability:

[115] A useful methodology to the assessment of credibility was articulated at paras 186-187 of *Bradshaw*. First, I am to consider the testimony of a witness on a “stand alone” basis, followed by an analysis of whether their story is inherently believable. If their evidence has survived relatively intact, then I must evaluate their evidence based upon its consistency with other witnesses and documentary evidence, and the testimony of non-party, disinterested witnesses, which may provide a reliable yardstick for comparison. Finally, I must determine which version of events is the most consistent with the preponderance of probabilities which a practical and informed person would readily recognize as reasonable in that place and in those conditions.

...

[118] As noted above, a consideration of credibility involves a consideration of the witness’ account of events and its consistency with other admissible evidence from other witnesses or documents, and whether the witness’ evidence is reliably corroborated or contradicted by the other evidence.

[27] In *Youyi Group Holdings (Canada) Ltd. v. Brentwood Lanes Canada Ltd.*, 2019 BCSC 739, the court commented on some factors that might affect credibility, including a series of inconsistencies in a witness’s evidence, where a witness is found to have lied under oath, when a witness’s explanation defies business logic or common sense, and when a witness is evasive, long-winded and argumentative in their answers to questions.

- [28] H's evidence was internally consistent, supported by contemporaneous documents, and inherently believable. He was very clear in his correspondence with Dykes and with his former colleagues at SDE that he could not sign the November Report because his new employer would not permit it (although he subsequently told the Commission that it was because he was not going to be paid for the additional work he would have to perform). He was rather unhelpful at times on cross-examination, answering many questions by saying that he would "have to check". Nevertheless, overall, there was no serious challenge to his affidavit evidence, and we found him a credible witness.
- [29] The respondents' argument that H agreed to sign off on the November Report hinges on Dykes's testimony that H did so in telephone conversations with Dykes. H denies that those conversations took place, and Dykes has no notes or other records of them. Dykes says that at some point, H said that he would communicate with Dykes only by telephone. H says that is untrue, and we regard it as unlikely, since it contradicts the evidence in the record of Dykes and H communicating by serial email.
- [30] The key piece of documentary evidence relied on by the respondents is the August 23, 2019 email in which, when pressed by Dykes, H said "OK. That might work." That statement from H was in response to the proposal that H would sign off only on the work he had previously supervised and certified for the 2018 Report, with no change except to the date of signing and the inclusion of a statement that he had performed the work while employed by SDE. At the time, H went on to say that he would need to confirm that course of action with Commission staff. Dykes responded that there was no need to do so, noting that people from SRK, the new engineering firm, were also signing off on work they had performed the previous year. The respondents now suggest that the fact that H did not in fact follow up with staff shows that he had consented.
- [31] The November Report contains content attributed to H under the heading "Tungsten Recovery" at section 13.1.4 (Tungsten Recovery Section). The Tungsten Recovery Statements appear in that section. A comparison of the 2018 Report with the November Report makes it clear that the sections of the November Report attributed to H contain material, including the Tungsten Recovery Section, for which H had not taken responsibility in the 2018 Report. On cross-examination, Dykes admitted that was the case. Nevertheless, he insisted that H had agreed to take responsibility for them. There is no other evidence to support the unlikely proposition that by saying that it "might work" for H to sign off on his earlier work again, H consented to take responsibility for material that was either not included in the 2018 Report or was changed from the 2018 Report.
- [32] In many instances, Dykes gave answers to questions on cross-examination that differed from his answers given under oath in the compelled interview conducted by Commission staff in 2021. His new answers tended to shift responsibility from himself to others for material included in the sections of the November Report attributed to H. Dykes explained the discrepancies by saying that having prepared for the cross-examination, he now had a better recollection of the events of 2019 than he had at the time of the compelled interview in 2021.
- [33] Also in many instances, the respondents' submissions purported to rely on documentary evidence that did not in fact support the submissions made. When some of those instances were put to Dykes on cross-examination, he acknowledged some of them and gave circuitous but ultimately unsatisfactory explanations for others.

- [34] The bulk of the respondents' submissions consist of various forms of assertion that H agreed with Dykes that he would take responsibility in the November Report for work he had previously performed or supervised while at SDE, and for some work not supervised by him that was taken from an earlier independent metallurgical report, without any evidence for those assertions other than Dykes's testimony. The respondents' submissions also state as fact, without any supporting evidence, speculation and conjecture about H's knowledge and actions. For example, the respondents submit that H must have read the versions of the report sent to him by Dykes in the summer and fall of 2019, without any evidence to support what is otherwise speculation about H's actions or state of mind.
- [35] Without a doubt, Dykes thought that H *should have consented* to being named as a qualified person in the November Report, on the basis that H had performed or supervised the work while he was at SDE, and SDE had been paid for the work. His threats that he would take legal action and that the situation could become "nasty" if H did not consent and Multi-Metal was forced to find another qualified person to take responsibility for that material make that abundantly clear. At best, Dykes genuinely believed that H had agreed to take responsibility in the November Report for the material previously certified by him in the 2018 Report. Or perhaps Dykes thought it was unclear but judged it best not to clarify, lest H make it clear that he did not consent. At worst, Dykes knew that H had not agreed but nevertheless chose to include his name in the November Report in the hope and expectation that H would not protest and it would never come to light.
- [36] On the evidence before us, we find that H did not consent to take responsibility in the November Report for the material he had previously certified in the 2018 Report, much less the material attributed to him in the November Report that did not appear in the sections for which he took responsibility in the 2018 Report. The latter category included the Tungsten Recovery Statements.

IV. Applicable Law

A. Standard of Proof

- [37] The standard of proof is proof on a balance of probabilities. In *F.H. v. McDougall*, 2008 SCC 53 (CanLII), the Supreme Court of Canada held, at paragraph 49:

In the result, I would reaffirm that in civil cases there is only one standard of proof and that is proof on a balance of probabilities. In all civil cases, the trial judge must scrutinize the relevant evidence with care to determine whether it is more likely than not that an alleged event occurred.

- [38] The Court also held at paragraph 46 that the "evidence must always be sufficiently clear, convincing and cogent to satisfy the balance of probabilities test".
- [39] In *Re QcX Gold Corp*, 2022 BCSECCOM 142, the panel said at paragraph 55:

The totality of the evidence must establish that the events at issue are more likely than not to have occurred in order to satisfy the balance of probabilities test.

B. Relevant statutory provisions

Key provisions of the Act

- [40] The key provisions of the Act are set out below. All provisions cited are those in force on November 27, 2019, the date of filing of the November Report.

[41] Section 1(1) of the Act defines a material change, where used in relation to an issuer other than an investment fund, to mean “a change in the business, operations or capital of the issuer that would reasonably be expected to have a significant effect on the market price or value of a security of the issuer”.

[42] Section 1(1) of the Act defines “security” to include:

- (a) a document, instrument or writing commonly known as a security,
- (b) a document evidencing title to, or an interest in, the capital, assets, property, profits, earnings or royalties of a person,
- (c) a document evidencing an option, subscription or other interest in or to a security, and
- (d) a bond, debenture, note or other evidence of indebtedness, share, stock...

[43] Section 1(1) of the Act defines “forward-looking information” as:

...disclosure regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action and includes future oriented financial information with respect to prospective financial performance, financial position or cash flows that is presented either as a forecast or a projection;

[44] Section 168.1(1)(b) of the Act provides that:

False or misleading statements prohibited

168.1 (1) A person must not

...

- (b) make a statement or provide information in any record required to be filed, provided, delivered or sent under this Act that, in a material respect and at the time and in light of circumstances under which it is made, is false or misleading, or omit facts from the statement or information necessary to make that statement or information not false or misleading.

[45] Section 168.2(1) of the Act provides that:

Contraventions attributable to employees, officers, directors and agents

168.2 (1) If a person, other than an individual, contravenes a provision of this Act or of the regulations, or fails to comply with a decision, an employee, officer, director or agent of the person who authorizes, permits or acquiesces in the contravention or non-compliance also contravenes the provision or fails to comply with the decision, as the case may be.

NI 51-102

[46] NI 51-102 regulates continuous disclosure by reporting issuers. At the relevant time, section 4A.2 of NI 51-102 provided as follows:

Reasonable basis

4A.2 A reporting issuer must not disclose forward-looking information unless the issuer has a reasonable basis for the forward-looking information.

Disclosure standards for mineral projects

[47] NI 43-101 regulates disclosure by reporting issuers of scientific and technical information related to their mineral projects. Companion Policy 43-101CP *Standards of Disclosure for Mineral Projects* (43-101CP), which does not itself have the force of law, provides market participants with guidance on Canadian securities regulators' interpretation of certain aspects of NI 43-101. All provisions of NI 43-101 and 43-101CP cited below were those in force on November 27, 2019, the date of filing of the November Report.

[48] Section 3.1 of NI 43-101 requires an issuer that discloses in writing scientific or technical information about a mineral project on a property material to the issuer to include the name and relationship to the issuer of the qualified person who prepared or supervised the information that forms the basis of the written disclosure or approved the written disclosure.

[49] Section 4.2(1)(j)(i) of NI 43-101 requires an issuer to file a technical report if any written disclosure discloses a mineral resource, mineral reserves or the results of a preliminary economic assessment on a material property for the first time and that disclosure constitutes a material change in relation to the issuer.

[50] Section 4.2(3) of 43-101CP states:

First time Disclosure Trigger 4.2(1)(j)(i) - In most cases, we think that first time disclosure of mineral resources, mineral reserves, or the results of a preliminary economic assessment, on a property material to the issuer will constitute a material change in the affairs of the issuer.

[51] Section 5.1 of NI 43-101 provides that a technical report must be prepared by or under the supervision of one or more "qualified persons". Section 5.3(1) provides that where the technical report is required by section 4.2(1)(j)(i), all the qualified persons preparing or supervising the preparation of the report must be independent of the issuer.

[52] "Qualified person" is defined in section 1(1) of NI 43-101 as an individual who:

- a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining;
- b) has 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;
- c) has experience relevant to the subject matter of the mineral project and the technical report;
- d) is in good standing with a professional association; [...]

[53] The following provisions of NI 43-101 deal with the execution and certification of a technical report by qualified persons:

Execution of technical report

5.2 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 ...

Certificates of qualified persons

- 8.1** (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 1.5;
 - (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.

Consents of qualified persons

- 8.3** (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.

[54] Sections 5.2 and 8.1(1) require the qualified person to date, sign and, if the qualified person has a seal, seal the technical report and certificate. Section 8.3 of NI 43-101 requires the qualified person to date and sign the consent.

[55] Section 5.2 of 43-101CP states, in part:

If a person's name appears in an electronic document with (signed by) or (sealed) next to the person's name or there is a similar indication in the document, the securities regulatory authorities will consider that the person has signed and sealed the document...

V. Analysis and findings

A. Breach of section 168.1(1)(b) of the Act

[56] To sustain his allegation that the respondents breached section 168.1 of the Act, as it read at the relevant time, the executive director must establish that the November Report was a record required to be filed under the Act and that it contained a statement or information that at the time and in light of the circumstances under which it was made, was false or misleading in a material respect.

Record required to be filed

[57] The Research Report dated September 17, 2018 commissioned by Multi-Metal contained the following statement:

Though the project has a very attractive PEA, it includes substantial 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 assessment will be realized.
Nevertheless, there is enough molybdenum in the mineral reserves category to cover more than 30 years of production.

(emphasis added)

[58] Section 4.2(1)(j)(i) of NI 43-101 requires an issuer to file a technical report if any written disclosure made by it or on its behalf discloses a mineral resource or mineral reserves for the first time and that disclosure constitutes a material change in relation to the issuer.

[59] The executive director says that the November Report was required to be filed because the Research Report contained first-time disclosure of mineral reserves on the CuMo Project, which was acknowledged by Multi-Metal to be its flagship property. As noted in 43-101CP, first-time disclosure of mineral reserves on a property material to the issuer will generally be seen to constitute a material change in the affairs of the issuer.

[60] Although the respondents argued that the Research Report was intended to be published only in the United States, it was in fact available to Commission staff, and so to the public, in Canada. In that regard, the executive director points to the letter dated September 26, 2018 from Commission staff to Multi-Metal describing the highlighted statement in the Research Report as a trigger for the requirement for an independent report.

[61] The respondents also argued that the term “mineral reserves” as used in the Research Report and intended for an American audience does not mean what it means in NI 43-101. Since NI 43-101 requires that all references to mineral resources made by issuers in their disclosure must utilize the definitions set out in NI 43-101, it is not open to Multi-Metal to define those terms differently. There is no suggestion that the respondents disputed at the time staff’s notice that an independent report was required.

[62] We find that the November Report was a record required to be filed under the Act.

False or misleading in a material respect

[63] The executive director argues that the crux of this case is whether Multi-Metal’s disclosure in the November Report adequately informed the public about the true state of affairs. He says that it did not. He says that the statement in the November Report that H had signed the report and the accompanying certificate and consent, when in fact he had not, was false or misleading in a material respect.

[64] The concept of materiality in this context relates to both the extent to which the statement diverges from the truth and the significance of the information that was false or misleading.

[65] We said above that we find that H did not sign or otherwise consent to the use of his name on the November Report; accordingly, the statement that he had signed the report and the accompanying certificate and consent was false or misleading. It is hard to imagine a greater degree of divergence from the truth.

[66] Clear, timely and accurate disclosure is the cornerstone of fair and efficient securities markets. Because information relating to the scientific and technical aspects of mineral projects is necessarily complex and cannot reasonably be expected to be within the knowledge of all investors, NI 43-101 requires that it be prepared by or under the supervision of an expert who is qualified to understand and assess it. The expert’s certification is intended to ensure the quality and reliability of the information made available by issuers to the investing public, so that they may make informed investment decisions with confidence.

[67] The level of knowledge and experience required to be a “qualified person” and the requirement that the qualified person be independent of the issuer in circumstances of first-time disclosure of mineral reserves underline the importance of the assurance associated with their certification. The use of a qualified person’s name to signify that they have approved the information where they have not in fact done so completely undermines that assurance. We find that the inclusion of H’s name on the report, certificate and consent in the November Report when he had not in fact signed those documents constituted a statement or information that, at the time and in all the circumstances, was false or misleading in a material respect.

B. Breach of sections 5.2, 8.1 and 8.3 of NI 43-101

[68] Sections 5.2 and 8.1 require an issuer filing a technical report to ensure that the report and accompanying certificate are dated, signed and, if the qualified person has a seal, sealed by each qualified person responsible for preparing or supervising the preparation of all or part of the report. Section 8.3(1) requires each qualified person to date and sign a consent to the filing of the report.

[69] The November Report filed by Multi-Metal purported to be authored by eight qualified persons, including H. On its signature page, the November Report included the words “Original signed” above the names of all eight. It also included a certificate of qualified person attributed to H. It

bore the words “original signed and sealed” above his name. Multi-Metal also filed a consent attributed to H. It also bore the words “original signed and sealed” above his name.

- [70] The respondents do not contest that the November Report and the accompanying certificate and consent of qualified person were not actually dated, signed or sealed by H. They argue that they had his verbal consent to insert his name in the documents as a signatory, and that is sufficient. The respondents say that it is usual practice to file a technical report without first having all the qualified persons execute the report and their certificates and consents, and then to gather up their “wet” signatures in the 45-day period following the filing of the report. No evidence regarding industry practice was presented by either party.
- [71] First, we have concluded on the evidence that H did not consent to being named in the report as a qualified person. Secondly, and more importantly, even if he had, any such verbal consent would not meet the requirements of NI 43-101.
- [72] Nowhere in NI 43-101 or 43-101CP is there any indication that signatures on a technical report or on the accompanying certificates and consents may be obtained *after* the report has been filed.
- [73] Because filings are done electronically, the securities regulatory authorities accept an issuer’s word, unless the contrary is proved, that where “signed by” or “sealed” appears next to a person’s name, that person has actually signed or sealed the document. That acceptance does not obviate the need for the issuer to have all requisite signatures in hand before filing. It underscores it.
- [74] The documents filed must be those specifically approved for filing by each qualified person. While not specifically at issue in this proceeding given H did not consent to being named in the report as a qualified person, best practice is for the issuer to obtain the actual signature of the qualified person on the report, certificate and consent that are filed. At minimum, the issuer must have in hand, before filing, the qualified person’s written authorization to date and affix his or her electronic signature to the specific versions of the report, certificate and consent that are filed. Sections 5.2 and 8.1 of NI 43-101 require that where the qualified person has a seal, he or she must seal the report and certificate, respectively. Unless the rules of the professional body by which he or she is accredited provide otherwise, the qualified person must personally affix his or her seal to the report and certificate. The securities regulatory authorities and the investing public must be able to rely on the assurance provided by the knowledge that the qualified person stands behind the documents filed in his or her name.
- [75] Had Multi-Metal waited to file the November Report until it had all signatures or authorizations to affix signatures in hand, H’s refusal to sign would have come to light then, and the respondents would not be before this panel.
- [76] Having found that H did not date, sign or seal the technical report, certificate or consent in the November Report, we find that Multi-Metal breached sections 5.2, 8.1 and 8.3(1) of NI 43-101.

C. Breach of section 3.1 of NI 43-101

- [77] Section 3.1 requires an issuer that discloses in writing scientific or technical information about a mineral project on a material property to include the name and relationship to the issuer of the qualified person who prepared or supervised the information that forms the basis of the written disclosure or approved the written disclosure. Section 3.1 falls within Part 3 of NI 43-101 *Additional Requirements for Written Disclosure*. The executive director argued that Multi-Metal

is in breach of section 3.1 because Dykes and another person authored parts of the November Report that Multi-Metal attributed to H but were not named in the November Report. Dykes and the other person may or may not have been qualified persons as contemplated by section 3.1. We are of the view that section 3.1 is not directly applicable here, and any breach of it is subsidiary to Multi-Metal's breach of sections 5.2, 8.1 and 8.3(1).

- [78] Although the notice of hearing included an allegation that the same conduct constituted a breach of section 5.3 of NI 43-101, the executive director did not pursue that allegation in his submissions.

D. Breach of section 4A.2 of NI 51-102

- [79] Section 4A.2 of NI 51-102 provides that a reporting issuer must not disclose forward-looking information unless the issuer has a reasonable basis for the forward-looking information.
- [80] The executive director says that the Tungsten Recovery Statements included forward-looking information for which Multi-Metal had no reasonable basis. Further, the executive director says that because the Tungsten Recovery Statements were falsely attributed to H, when he had not in fact done or supervised any work in that regard, and had not consented to be named as the qualified person responsible for that work, the respondents did not have a reasonable basis to make them in the November Report.
- [81] The respondents say that there was a reasonable basis to make those statements based on past work done on the CuMo Project and covered in previous technical reports.
- [82] While we have some reservations about whether on a first read of the Tungsten Recovery Statements, a person would conclude they contain forward-looking information, we agree with the executive director. After considering the expansive definition of that term in section 1(1) of the Act, we find that the Tungsten Recovery Statements constitute "forward-looking information". Furthermore, it was not true that H had taken responsibility for the accuracy of those statements. At its highest, Dykes's own evidence was that H agreed to take responsibility in the November Report for the same information he had certified in the 2018 Report, yet the Tungsten Recovery Statements did not appear in the sections of the 2018 Report for which H had taken responsibility. No qualified person took responsibility for the Tungsten Recovery Statements in the November Report. Accordingly, the respondents had no reasonable basis to include them there.

E. Contraventions attributable to director or officer

- [83] Section 168.2 of the Act provides that if a person other than an individual contravenes a provision of the Act, an employee, officer or director of the person who authorizes, permits or acquiesces in the contravention contravenes the same provision. It is clear on the evidence that throughout the relevant period, Dykes was Multi-Metal's directing mind and was responsible for its disclosure. Further, he expressly acknowledged that if Multi-Metal was found to have contravened the Act as alleged by the executive director, he was likewise liable. We find that by virtue of section 168.2 of the Act, Dykes is liable for Multi-Metal's contraventions of section 168.1(1) of the Act, sections 5.2, 8.1 and 8.3 of NI 43-101 and section 4A.2 of NI 51-102.

VI. Summary of Conclusions

- [84] We have found:

- a) that Multi-Metal:

- i. contravened section 168.1(1)(b) of the Act by representing that H had dated, signed and sealed the November Report and the accompanying certificate and consent when he had not;
 - ii. contravened sections 5.2, 8.1 and 8.3(1) of NI 43-101 by filing the November Report without H's signature, certification or consent; and
 - iii. contravened section 4A.2 of NI 51-102 by presenting forward-looking information without having a reasonable basis to do so; and
- b) that by operation of section 168.2 of the Act, Dykes authorized, permitted or acquiesced in Multi-Metal's contraventions of section 168.1(1)(b) of the Act, sections 5.2, 8.1 and 8.3(1) of NI 43-101 and section 4A.2 of NI 51-102, and therefore also contravened those sections.

VII. Submissions on Sanction

[85] We direct the executive director and the respondents to make their submissions on sanctions as follows:

By January 23, 2026

The executive director delivers submissions to the respondents and the Commission Hearing Office.

By February 20, 2026

The respondents deliver response submissions to the executive director and the Commission Hearing Office.

Any party seeking an oral hearing on the issue of sanctions so advises the Commission Hearing Office. The hearing officer will contact the parties to schedule the hearing as soon as practicable after the executive director delivers reply submissions (if any).

By February 27, 2026

The executive director delivers reply submissions (if any) to the respondents and to the Commission Hearing Office.

December 15, 2025

For the Commission

Marion Shaw
Commissioner

Judith Downes
Commissioner

Warren Funt
Commissioner