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July 20, 2010

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By: Email and regular mail

Dear Ms Thomson and Ms Beaudoin:

We are pleased to comment on the **Canadian Securities Administrators (“CSA”) Notice and Request for Comment on the Proposed repeal and replacement of National Instrument 43-101 Standards of Disclosure for Mineral Projects, Form 34-101F Technical Report and Companion Policy 43-101CP**

Geoscientists Canada (the Canadian Council of Professional Geoscientists) is the national umbrella organization whose members are the ten provincial / territorial professional bodies that govern the practice of geoscience in Canada.

Our comments pertain specifically to the proposed changes to the definition of the “qualified person” (“QP”) in National Instrument 43-101.

We have structured our response by providing a general comment and then making specific recommendations for improvements on the CSA proposal.

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## General Comment

In April 2009, we submitted by letter to the CSA, recommending that in order to provide full recourse in law in Canada, the use of *Recognised Foreign Associations and Qualifications* should be discontinued and that all QPs acting for a Canadian issuer should be registered with a professional association in a Canadian jurisdiction. Our letter articulated the several problems inherent in allowing professionals registered outside Canada to continue to act as QPs for Canadian issuers.

While the proposed revisions to NI 43-101 do not make the fundamental change to the definition of the QP as we recommended, Geoscientists Canada recognizes that a number of the changes now being contemplated do go part way to addressing the risks and concerns to the investing public that were raised in our earlier correspondence.

We also recognise the considerable complexity of having those QPs who practice and reside outside of Canada, and report on a mineral project on a property located outside of Canada, become registered with a jurisdiction in Canada.

We acknowledge the new language in the Companion Policy 43-101CP which expands and provides interpretation to the definitions of “professional association” and “qualified person”. We note that it explains that NI 43-101 does not supersede or alter local requirements for a QP to be licensed in Canada, when practicing in a jurisdiction in Canada or working on a mineral project on a property that is in a jurisdiction in Canada. However as this is a fundamental matter that is not subject to interpretation or policy, is not subject to change, and is in point of fact the law, it should, we feel, be clearly stated as part of the Instrument itself, and should not just be an item of secondary reference in the Companion Policy only, as is currently proposed.

## Specific Recommendations

We thus submit the following specific recommendations to improve the CSA proposal:

### Definition of “Qualified Person”

In Section 1.1 of NI 43-101 Definitions - “qualified person”, we propose that a new sub-section (d) be added after section (c) in the revised definition to read as follows:

(d) “if practising in Canada, is registered and in good standing with the professional association in the jurisdiction in which the qualified person is practicing; and if the mineral project is on a property located in Canada, is registered and in good standing with the professional association in the jurisdiction in Canada in which the property is located”

Also in Section 1.1 of NI 43-101 Definitions - “qualified person”, we propose, for greater clarity that the words “registered and” be placed after the word “is” and before the words “in good standing” in section (c).

Incorporating these changes will of course also require associated changes to Companion Policy 43-101CP.

With these changes, it will be clear that provincial/territorial laws require that to act as a QP for a Canadian issuer, where the QP practises in a jurisdiction in Canada or where the mineral project is on a property located in Canada, the QP must be registered with the professional association(s) in the relevant jurisdiction(s) in Canada.

This way the Canadian investing public will have assurance that those QPs practising in Canada or reporting on a mineral project on a property in Canada are compliant with licensing requirements in Canada and can be served for legal purposes in Canada (by either a securities commission or the professional association – either in the province or territory where the QP practices, and if different, also in the province or territory in which the property is located). The public will also have the assurance that all QPs operating in Canadian jurisdictions will be subject to powers of complaint, discipline and sanction (as may be appropriate including fines and/or loss of licensure), as provided for under statute in Canada.

We believe these minor changes in the proposed revisions to NI 43-101 provide a simple workable solution that maximizes protection of the public and at the same time directly aligns the Instrument with supporting legislation in Canada.

Geoscientists Canada would be pleased to respond to any questions you may have. Questions should be addressed to Garth Kirkham - Chair Geoscientists Canada Securities Committee ([gdkirkham@shaw.ca](mailto:gdkirkham@shaw.ca) 778- 836-1070), Oliver Bonham - CEO Geoscientists Canada ([obonham@ccpg.ca](mailto:obonham@ccpg.ca) 604-412-4888) or myself ([james@canarc.net](mailto:james@canarc.net) 604-685-9700).

Sincerely,

A handwritten signature in black ink, appearing to read "James Moors". The signature is written in a cursive style with a large, sweeping initial "J".

James Moors, P.Geo.  
President