

October 14, 2011

British Columbia Securities Commission
Alberta Securities Commission
Saskatchewan Financial Services Commission
Manitoba Securities Commission
Ontario Securities Commission
Autorité des marchés financiers
Superintendent of Securities, Prince Edward Island
Nova Scotia Securities Commission
New Brunswick Securities Commission
Securities Commission of Newfoundland and Labrador
Superintendent of Securities, Yukon Territory
Superintendent of Securities, Northwest Territories
Superintendent of Securities, Nunavut

Attention: Ms. Alex Poole
Senior Legal Counsel, Corporate Finance
Alberta Securities Commission
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Calgary, Alberta T2P 0R4
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Email: alex.poole@asc.ca

Dear Ms. Poole:

Re: Comments – Proposed Amendments to NI 41-101 *General Prospectus Requirements*

For more than 60 years, AMEC has provided a full range of services for mining and metals projects. We have more than 3,500 people on five continents who apply their skills and experience to mining developments in nearly 100 countries. AMEC draws on the resources of more than 27,000 engineering and project management personnel worldwide. As such, we are uniquely qualified to assess the potential consequences of the proposal to extend the requirement to file a submission to jurisdiction and appointment of agent for service form to all foreign experts.

AMEC is one of the few remaining, full service engineering consulting firms that are capable of, and willing to produce NI 43-101 technical reports on advanced mining projects. It is our observation and experience that many of the larger engineering firms will not allow their experts to be named in documents filed with securities regulators in Canada. The reason often cited by these consulting firms is their unwillingness to be exposed to the civil liability provisions under Canadian provincial securities laws. Rather than encourage a higher standard of expert reports, it is our observation that the civil liability provisions under the respective Canadian provincial and territorial Securities Acts have reduced the pool of qualified consultants capable of producing high quality expert reports that can be referenced in public documents.

It is our view that the proposed changes to NI 41-101 will dissuade even more consulting firms, large and small, from providing expert reports to mining and exploration companies reporting in a jurisdiction in Canada. This will reduce the pool of available consultants for Canadian reporting issuers, which will increase the costs and likely reduce the quality of the expert reports that can be obtained.

Our concerns are specific to: ***Part I - Key Proposed Amendments Generally Applicable to Issuers; (g) Non-Issuer's Submission to the Jurisdiction and Appointment of Agent for Service, - Potential further extension of filing requirement to foreign experts.***

Questions relating to Non-Issuer's Submission to the Jurisdiction and Appointment of Agent for Service

(a) Do you believe that it is appropriate to extend the requirement to file a non-issuer's submission to the jurisdiction and appointment of an agent for service form to foreign experts who have consented to the disclosure in a prospectus of information from a report, opinion or statement made by them given that these persons are liable under our statutory liability regime for misrepresentations in the prospectus that are derived from that report, opinion or statement?

Answer: No, we do not believe that this proposed extension is appropriate. Any convenience afforded to investors purchasing shares off a prospectus by having foreign experts file a non-issuer's submission to the jurisdiction and appointment of an agent for service, will be counteracted by the likely negative effects this proposed rule change will cause to those same investors. Our reasoning is as follows:

1. Our view is that many of the foreign experts subject to this proposed amendment, are likely to be uncertain about the obligations and associated costs required to meet the submission to jurisdiction and appointment of an agent requirement. They may just decline to participate in writing Technical Reports or other types of expert reports for companies listed or planning to list in Canada. This could significantly reduce the number and quality of the experts available to Canadian reporting companies. This reduced pool of qualified experts would likely cause increased cost to issuers for the preparation of the expert reports, as well as delays in getting the expert reports prepared, and possibly result in poorer quality expert reports and technical disclosure. As a consequence of this, Canada could lose its position as the preferred listing jurisdiction for public mining and exploration companies. This could potentially cost Canada significant economic activity associated with all of the service companies that support these listed companies.
2. Some foreign jurisdictions may view this proposed new requirement on foreign experts as an unfair barrier to their resident professionals participating in the preparation of expert reports for issuers reporting in Canada, and impose their own regulatory counter measures on Canadian based experts. This could impede Canadian experts' ability to prepare expert reports on projects in those foreign jurisdictions. Canada could lose its position as a leading provider of global mining support services. This could potentially cost Canada significant economic activity associated with all of the service companies based in Canada that support the global

mining industry.

3. Additional negative effects that would be detrimental to issuers and their investors are explained in the answer to the question below.

(b) If foreign experts are required to file a non-issuers' submission to the jurisdiction and appointment of an agent for service form, do you anticipate that this obligation will impose any significant practical or financial burden on these experts or issuers?

Answer: We believe the obligation will impose significant practical and financial burden on both the experts and the issuers employing the experts. We do not believe that any convenience offered to investors by this proposed rule change justifies the risk of negative consequences that may result. Our reasoning is as follows:

1. Many issuers in Canada take advantage of NI 44-101 *Short Form Prospectus Distributions* when filing a prospectus. The short form prospectus facilitates quick access to the capital market for finance, by relying on an issuer's continuous disclosure record and incorporating many of its previously filed documents by reference into the prospectus. It is AMEC's experience that many of the expert reports referenced directly in a prospectus or in documents incorporated by reference, were prepared years before the prospectus filing. Under the proposed rule change to NI 41-101, foreign based authors of expert reports, including authors of technical reports filed under NI 43-101, will be required to appoint an agent for service. Issuers will likely find many of the foreign experts will not be knowledgeable of the details of Canadian provincial securities laws, and will not be aware that they may be asked to provide an agent for service in each jurisdiction in Canada where a prospectus may be filed. The proposed rule change will cause an uncertainty for issuers filing prospectuses in Canada as to whether the foreign experts referenced in their prospectus will be willing or able to provide an agent for service for each jurisdiction in which the prospectus is to be filed on a timely basis. Short form prospectuses are frequently arranged with short notice, and experts will have little time to arrange for an agent for service. This can cause significant delays in the receipt of the prospectus such that penalties may be incurred or the issuer may lose the finance and miss its market window.
2. Issuers recognizing the uncertainty in being able to have their foreign experts complete the appointment of agent form in the prospectus may choose to avoid prospectus filings and use prospectus exemptions to raise finance. This will mean investors participating in these financings will not be afforded the higher level of disclosure and investor protection available through prospectus finance. So investors are unlikely to receive any benefits and are more likely to be exposed to more risk by this proposed rule change.
3. AMEC is concerned that the foreign experts completing the requirement to file a non-issuer's submission to the jurisdiction and appointment of an agent for service form will be considered to be practicing professionally in each of the jurisdictions in Canada where the prospectus is filed. Professional associations routinely review documents filed on SEDAR to determine if they can make a case that someone is practicing professionally in their jurisdiction and should be subject to their statutory right to practice laws. Foreign experts have incurred significant time and expense trying to meet the entrance requirements of Canadian provincial and territorial

professional associations for geoscience and engineering. In most cases, the processing time by professional engineering and geosciences associations in Canada of the application by foreign experts takes several months, in some cases years. The NI 41-101 rule change would add additional uncertainty to issuers as to whether foreign experts named in their prospectus would be willing to complete the form contemplated in the proposed amendment. There is likely to be reluctance by at least some of the foreign experts to expose themselves to the possible scrutiny of several different professional associations in Canada.

Would your response change if the form requirement for foreign experts only concerned either submission to the jurisdiction or an appointment of an agent for service?

Answer: No it would not.

Thank you for this opportunity to express our views on these proposed rule changes.
Yours very truly,

A handwritten signature in blue ink that reads "Greg Gosson".

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