

To: 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

Re: proposed amendments to NI 41 101

Dear Sir or Madam,

I wish to comment on the proposed amendments to NI 41 101, General Prospectus Requirements and Companion Policy 41 101CP to NI 41 101 together with other miscellaneous amendments to related instruments.

As I understand it, the proposed amendments are of a general nature, covering a number of experts and disciplines. However, you will be aware that expert reporting on mineral resources and reserves is also covered by NI 43-101, and I wished to comment on the practical implications of the proposed amendments on the minerals industry, so essential to the Canadian Market.

One of the proposals is to further extend the requirement to file a non-issuer "submission to the jurisdiction, and appointment of an agent for service" form to all foreign experts including qualified persons (QPs), although the only connection to Canada may be a technical report. However, it is not clear in either case what exactly "submission" and "appointment" actually mean. In the case of a business, registration of a foreign consulting firm could result in requirements under Provincial Business Corporations Acts. In the case of a QP, they would somehow be required to appoint an agent on their behalf, and risk the obligation to register under one or more Provincial Engineers and Geoscientists Acts. In either case this appears to be an excessive reach of jurisdiction simply to file a technical report in a given jurisdiction.

In addition, should Canada decide to force foreign QPs to submit to Canadian jurisdiction, there is nothing to prevent the US SEC, the Australian ASIC or British Authorities from demanding the same from Canadian QPs. I do not believe that many Canadian QP's wish, or will be willing, to submit to foreign jurisdiction in this way, and suggest that it is inappropriate for Canadian authorities to expect foreign QPs to do so. If this were to happen, it is likely that a number of Canadian firms and QPs would simply stop providing technical reports to foreign Issuers and markets.

You will be aware that Tetra Tech Wardrop is an active participant in the Canadian resource industry, and regularly produces NI 43-101 technical reports for Canadian Issuers. We are, however, aware that some of our competitors do not produce NI 43-101 technical reports due to existing liability concerns, and this extension of jurisdiction is likely to extend that reluctance. The effect on this may

be that foreign QPs and consulting firms will stop offering to produce technical reports to Canadian Issuers. While this help established firms, it will reduce competition and the talent pool available to the Canadian market. This is a particular concern for foreign properties, where local competent and respected QPs clearly have greater experience.

While I can understand the intuitive idea that “submission to jurisdiction” may give some comfort that a plaintiff can sue a QP in Canada, rather than a foreign jurisdiction, I am not aware of any cases of this type, and so such comfort is largely unnecessary.

In summary, Tetra Tech Wardrop does not support the adoption of the proposed amendments to NI 41-101, as they will place further strain on the desire for international QPs to serve the Canadian Market, with little gain in return.

Regards,

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