



intercorp

Management Solutions Inc.

Corporate Secretarial | Governance | Investor Relations | Offshore Administration

intercorp was founded by Charlotte May to provide cost effective consulting services to select Canadian public companies. With over 20 years experience in the public markets and in preparing corporate documents and regulatory filings on behalf of public companies listed on the CNSX, TSXV, TSX, OTCQX and NYSE, **intercorp** provides the solution to your corporate secretarial, governance, investor relations and offshore administration.

Endorsements ...

Michael Wood, Founder, President and CEO, **Oyster Oil & Gas Inc.** (OY | TSXV) and former President and CEO, **Candax Energy Inc.** (CAX | TSX) **"Over the 10 years I have known Charlotte May she has provided outstanding team work in terms of back office administration, corporate secretarial, creative liaison with PR/IR processes and other professional services both to the board and senior executives including proactively providing guidance and opinions in her areas of expertise and experience. I have worked closely with Charlotte during many phases of a company's growth -- from the start-up phases for new companies, during the listing process and in the growth period for building a significant public company on Canadian capital markets and her contributions have been an integral part of the various companies success."**

Adrian Loader, Chairman, **Oracle Goldfields PLC** (ORCP.L | AIM), former Chairman, **Candax Energy Inc.** and former President and CEO, **Shell Canada Limited** **"As a new Chairman some years back I couldn't have asked for a better Company Secretary than Charlotte May, who always gave me super support in a friendly manner. Charlotte's excellent knowledge of the key stakeholders and her ready willingness to take on a wide range of tasks and to execute them flawlessly were a great help. Charlotte relates well to people across the board, responds well to pressure and delivers quality work even when time constrained. It is delightful to work with her."**

Don Bubar, Founder, President and CEO, **Avalon Rare Metals Inc.** (AVL | TSX, NYSE) **"Charlotte May provided Corporate Secretary services during a very busy and pivotal three year period in Avalon's history. While consulting to us, she was diligent, conscientious and reliable in providing service whenever asked and doing whatever was required to complete work on time. Having worked with a number of corporate secretaries over the years, I have no hesitation in recommending Charlotte's services."**

Leila Rafi, Partner, **McCarthy Tétrault LLP** **"My experience working with Charlotte May [when she was the Corporate Secretary of Candax Energy Inc.] is that she knows the industry inside and out, is diligent, competent and always super responsive. She has a very strong work ethic, is able to thrive in time pressured situations and always maintains her composure, being a lovely person to deal with."**

Juan Vegarra, Chairman and CEO, **Vena Resources Inc.** (VEM | TSX, BVL; V1R | FWB) **"Over the last 30 years doing business around the world, I have received support from hundreds of companies, and frankly very few can be compared to what Charlotte's client support delivers. All I have to say to her is 'Do you magic' – and when she reviews press releases and presentations I am always amazed how she focuses the message and carefully edits ensuring regulatory compliance. Charlotte undertakes this same care with all aspects of her corporate secretarial work. Since Vena was founded in 2004, I am pleased to have been able to count on Charlotte's accessibility, professionalism, judgment and support."**



intercorp
Management Solutions Inc.

For further information, contact Charlotte May at 416 471 3366

401 Bay Street, Suite 2828, Toronto, Ontario, Canada M5H 2Y4
T 416 471 3366 | F 416 860 9900 | intercorpmanagement.com

Services include:

Regulatory Compliance and Continuous Disclosure Obligations

- creation of custom regulatory filing calendar
- drafting and dissemination of news releases and liaison with IIROC as required
- preparation of material change reports
- preparation and filing of TSXV forms as required and monthly TSX SecureFile
- annual / interim filings – preparation of CEO / CFO certificates and filing financial statements and MD&A
- drafting of shareholder meeting materials including Notice, Proxy and Management Information Circular and coordination of printing and mailing of documents to shareholders
- coordination of annual and special meetings including: setting meeting and record dates, booking venue, organizing catering, drafting Chairman's script and attending meetings including review of Scrutineer proxy tabulation, preparation of shareholder minutes and filing report of voting results
- drafting of Annual Information Form and review of *National Instrument* 43-101 and 51-101 reports
- compliance review of website and marketing materials
- SEDAR, EDGAR and SEDI – initial setup and filings on behalf of issuers and insiders
- Government filings as required

Governance

- review and development of corporate charters, mandates and policies
- board governance review including preparation of annual work plan, formulation and administration of board and director evaluation questionnaires
- coordinate board and committee meeting schedules and maintain director attendance records
- creation of directors' manual

Corporate Secretarial

- coordination of board and committee meetings and preparation and dissemination of meeting notices, agendas and meeting materials
- attendance at meetings and drafting minutes
- drafting board and shareholder resolutions
- Minute Book administration
- maintain stock option and warrant register and administer exercises including preparation of treasury directions
- Liaison with auditors, underwriters, brokers, legal counsel, transfer agents and other professional advisors with respect to year-end audit and quarterly reviews, private placements, public offerings, due diligence requests and special committee functions

Offshore Administration

- incorporation of offshore subsidiary companies
- international entity management services coordinated via a single point of contact, including: maintaining entity records; preparing and filing of returns with the local registry; issuing reminders of accounting and tax deadlines and providing the issuer's auditors with access to the issuer's records
- standardized corporate governance processes and procedures to ensure governance compliance of global subsidiaries
- liaison with local service providers to obtain certificates of good standing and other due diligence requests

Investor Relations – With over 20 years of public market experience **intercorp** can assist with creation of marketing materials (website, presentations, fact sheets, news releases), promotion of issuer to brokerage community, responding to investor enquiries, organization of investor events and road shows.



intercorp
Management Solutions Inc.

For further information, contact Charlotte May at 416 471 3366

401 Bay Street, Suite 2828, Toronto, Ontario, Canada M5H 2Y4
T 416 471 3366 | F 416 860 9900 | intercorpmanagement.com