



intercorp

Management Solutions Inc.

Corporate Secretarial | Governance | Investor Relations | Offshore Administration

intercorp provides cost effective services to both public and private companies in the areas of corporate secretarial, governance, investor relations and offshore administration. With over 20 years experience in public company administration, public company marketing and corporate finance, Charlotte May, President, has worked with companies from start-up to public listing and has experience with the regulatory requirements of the TSX, TSXV, NEX, CSE, OTCQB, OTCQX and NYSE MKT.

Endorsements ...

Michael Wood, Founder, President and CEO, **Oyster Oil and Gas Ltd.** (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 phase for new companies, during the listing process and in the growth period in building a significant public company on the Canadian capital markets and her contributions have been an integral part of the various companies success."

Juan Vegarra, Former 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 service companies, and frankly very few can be compared to what Charlotte's client support delivers. All I have to say to her is 'Do your 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."

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, she responds well to pressure and delivers quality work even when time constrained. It is delightful to work with her."

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."



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For further information, contact Charlotte May at 416 471 3366

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Services include:

Regulatory Compliance and Continuous Disclosure Obligations

- creating custom regulatory filing calendar
- drafting and dissemination of news releases and liaising with IIROC as required
- preparing material change reports
- preparing and filing of TSXV forms as required and TSX SecureFile monthly filing
- annual / interim filings – preparing CEO / CFO certifications and filing financial statements and MD&A
- drafting shareholder meeting materials including Notice of Meeting, Proxy and Management Information Circular and coordinating printing and mailing of documents to security holders
- coordinating 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, preparing security holder minutes and preparing and filing report of voting results
- drafting of Annual Information Form and reviewing *National Instrument* 43-101 and 51-101 technical reports
- compliance review of website and marketing materials
- SEDAR, EDGAR and SEDI – initial setup and filings on behalf of issuers and insiders
- organizing and filing of Government filings as required

Governance

- reviewing and developing corporate charters, mandates and policies
- board governance review including preparing annual work plan, formulating and administration of board and director evaluation questionnaires
- coordinating board and committee meeting schedules and maintaining director attendance records
- creating directors' manual for director ease of reference
- special committee functions

Corporate Secretarial

- coordinating board and committee meetings and preparing and disseminating meeting notices, agendas and meeting materials
- attending meetings and preparing minutes
- preparing board and shareholder resolutions
- minute book administration
- maintaining stock option and warrant registry and administering exercises of such securities including preparing treasury directions
- liaising with other professional service providers including auditors, underwriters, agents, brokers, legal counsel, transfer agents and others as required and also in connection with year-end audit and quarterly reviews, private placements, public offerings and due diligence requests

Investor Relations

- **intercorp** can assist with creating marketing materials (website, presentations, fact sheets, news releases), responding to investor enquiries and organizing investor events and road shows.

Offshore Administration

- organizing the incorporation of offshore subsidiary companies
- offshore subsidiary 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 subsidiaries records
- liaising with local service providers to obtain certificates of good standing and responding to other due diligence requests