**REFERENCE TABLE FOR MINERAL COMPANIES**

**ESMA update of CESR recommendations for the consistent implementation of the European Commission’s Regulation on Prospectuses nº 809/2004, paragraphs 131-133.**

Please fill in general details below and per item detailed page and paragraph references to the (base) prospectus, or ‘not applicable’ (including an explanation as to why you feel this item is not applicable). In case a compare version of the prospectus is provided, then please use this version for reference.

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| --- | --- | --- | --- |
| **Name issuing/offering entity:** |  | | |
| **Nature of transaction / (base)prospectus:** |  | | |
| **Date of submitted draft of (base)prospectus:** |  | **Draft number:** |  |
| **Date of AFM reply:** |  | | |
| **Other annexes applied for the (Base) Prospectus:** |  | | |

| **Paragraph #** | **Paragraph contents** | **Reference to page and paragraph** |
| --- | --- | --- |
| **1b** | **MINERAL COMPANIES** |  | |
| §131 | Considering the specific features of minerals and Article 23 of the Regulation, ESMA proposes that mineral companies, when preparing a prospectus for a public offer or admission to trading of shares, debt securities with a denomination of less that EUR 100 000, depository receipts issued over shares with a denomination of less than EUR 100 000 or derivative securities with a denomination of less than EUR 100 000, should include the information set out in paragraphs 132-133.  For the purposes of these recommendations:  a) ‘mineral companies’ means companies with material mineral projects. The materiality of mineral projects should be assessed having regard to all the company’s mineral projects relative to the issuer and its group taken as a whole.  b) ‘mineral projects’ means exploration, development, planning or production activities (including royalty interests) in respect of minerals including: metallic ore including processed ores such as concentrates and tailings; industrial minerals (otherwise known as non-metallic minerals) including stone such as construction aggregates, fertilisers, abrasives, and insulants; gemstones; hydrocarbons including crude oil, natural gas (whether the hydrocarbon is extracted from conventional or unconventional reservoirs, the latter to include oil shales, oil sands, gas shales and coal bed methane), oil shales; and solid fuels including coal and peat.  c) ‘appropriate multi-lateral trading facility’ means a multi-lateral trading facility whose operator has adopted rules and procedures which are, in the opinion of the home competent authority, equivalent to article 6 (1)-(4) and (6) of Directive 2003/6/EC (the Market Abuse Directive). |  | |
| §132 | All prospectuses within the scope set out in paragraph 131 by mineral companies should include the following up to date information segmented using a unit of account appropriate to the scale of its operations:  a) details of mineral resources, and where applicable reserves (presented separately) and exploration results/prospects in accordance with one of the reporting standards that is acceptable under the codes and/or organisations set out in Appendix I;  b) anticipated mine life and exploration potential or similar duration of commercial activity in extracting reserves;  c) an indication of duration and main terms of any licenses or concessions and legal, economic and environmental conditions for exploring and developing those licenses or concessions;  d) indications of the current and anticipated progress of mineral exploration and/or extraction and processing including a discussion of the accessibility of the deposit;  e) an explanation of any exceptional factors that have influenced (a) to (d) above.  If the transaction the prospectus describes includes the acquisition of a mineral company or of reserves and/or resources and the acquisition (or acquisitions in aggregate) constitutes a significant gross change (as defined in the 9th Recital of Regulation EC 809/2004 and in item 6 of Article 4a of Regulation EC 211/2007) then the issuer should in addition include the information above on the assets being acquired. The new assets should be clearly segmented from the existing assets.  If information is included pursuant to this paragraph and it is inconsistent with corresponding information already put into the public domain by the issuer, the inconsistency should be explained in the prospectus. | *a.* ───────────  *b.* ───────────  *c.* ───────────  *d.*───────────  *e.*───────────  ────────────  ──────────── | |
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| §133 | i) In addition, all prospectuses by mineral companies within the scope set out in paragraph 131 should (except where the exemption in paragraph 133(ii) applies) contain a competent persons report which should:  a) be prepared by an individual who:  i) either:  (1) possesses the required competency requirements as prescribed by the relevant codes/organisation (listed in Appendix I); or  (2) if such requirements are not prescribed by the code/organisation, then:  (a) is professionally qualified and a member in good standing of an appropriate recognised professional association, institution or body relevant to the activity being undertaken, and who is subject to the enforceable rules of conduct;  (b) has at least five years’ relevant professional experience in the estimation, assessment and evaluation of the type of mineral or fluid deposit being or to be exploited by the company and to the activity which that person is undertaking; and  ii) is independent of the company, its directors, senior management and its other advisers; has no economic or beneficial interest (present or contingent) in the company or in any of the mineral assets being evaluated and is not remunerated by way of a fee that is linked to the admission or value of the issuer;  b) be dated not more than 6 months from the date of the prospectus provided the issuer affirms in the prospectus that no material changes have occurred since the date of the competent persons report the omission of which would make the competent persons report misleading;  c) report mineral resources and where applicable reserves and exploration results/prospects in accordance with one of the reporting standards that is acceptable under the codes and/or organisations set out in Appendix I;  d) contain as a minimum the following information segmented using a unit of account appropriate to the scale of its operations:  i) in the case of a company with mining projects — as set out in Appendix II;  ii) in the case of an company with oil and gas projects — as set out in Appendix III;  ii) An issuer is exempt from including the competent persons report required by paragraph 133(i) if the issuer can demonstrate that:  a) it has published a competent persons report by a suitably qualified and experienced independent expert which measured its mineral resources and where applicable reserves (presented separately) and exploration results/prospects in accordance with one of the reporting standards set out in Appendix I;  b) it is already admitted to trading on either a regulated market, an equivalent overseas market, or an appropriate multi-lateral trading facility; and  c) it has continued to report and publish annually details of its mineral resources and where applicable reserves (presented separately) and exploration results/prospects in accordance with one of the reporting standards set out in Appendix I.  If the issuer was admitted to trading before 1 July 2005, the condition in paragraph 133(ii)(a) need not be complied with and the condition in paragraph 133(ii)(c) need only be complied with since 1 July 2005 for the exemption to apply.  If annual reporting of all classes of mineral resources and where applicable reserves and exploration results/prospects has not been possible because it has been prohibited by third country securities laws or regulations then the condition in paragraph 133(ii)(c) can be deemed to be met by the annual reporting of those classes that can be reported.  iii). Information on mineral resources and where applicable reserves and exploration results/prospects, as well as other information of a scientific or technical nature included in prospectuses outside of the competent persons report (if one is included) must not be inconsistent with the information contained in the competent persons report.  iv). Information required by any of these recommendations may be omitted if disclosure is prohibited by third country securities laws or regulations provided the issuer identifies the information  omitted and laws/regulations that prohibit disclosure. | i) ───────────  *(1)* ──────────  *Or*  *(2)* ──────────  *(a)* ──────────  *(b)* ──────────  *ii)* ──────────  *b)* ──────────  *c)* ──────────  *d.i)* ──────────  *or*  *d.ii)* ─────────  *ii)* ───────────  *a.* ───────────  *b.* ───────────  *c.* ───────────  ────────────  ────────────  iii). ──────────  iv) ────────── | |
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