

DSA Corporate Services Inc. (DSA) offers outsourced corporate secretarial services tailored to meet the needs of small and mid-sized private companies and public reporting issuers.



Corporate Secretary &  
Recording Secretary



Minute Book Custody



Continuous Disclosure &  
Regulatory Filings



Stock Exchange Compliance



Annual & Special  
Shareholder Meetings



Whistleblower Integrity  
Hotline Service





These services range from providing recording secretaries for Board & Committee meetings to the appointment of one of our senior team members as the full outsourced officer (Corporate Secretary) of the company. DSA Corporate Services also specializes in continuous disclosure regulatory reporting, stock exchange compliance, stock option, and warrant administration, annual meeting organization, minute book custody, news release dissemination through a range of domestic and global networks, and other specialty services.

## **DSA Corporate Services offers\*:**

### **Corporate Secretarial Services**

#### **Recording Secretary**

- Creating Board and Shareholder meeting Notices
- Drafting meeting Agendas
- Circulating meeting materials to the Board
- Attendance at Board of Directors & Committee meetings
- Preparation of meeting minutes and consent resolutions

#### **Outsourced Corporate Secretary Service**

- Appointment of a DSA senior team member to issuer's Corporate Secretary position, performing expanded Recording Secretary role. Each opportunity is carefully matched with the appropriate DSA team member

## Continuous Disclosure Regulatory and Insider Filings

- Monitoring of regulatory filing deadlines based on issuer's year-end and stock exchange regulations; includes a DSA customized annual Disclosure Filing Calendar
- Preparation of applicable Chief Executive Officer (CEO) and Chief Financial Officer (CFO) annual and interim certifications
- Preparation of basic Material Change Reports
- Calculation, reporting and payment of annual filing fees for SEDAR+
- Preparation and filing provincial and federal regulatory filings

**Our group company, DSA Filing Services, can also be engaged in conjunction with these services to provide:**

- Completion of annual, interim and other filings via SEDAR+, EDGAR, OTC, or UK RIS
- Insider regulatory filings for SEDI – Canadian Insider Reporting via [www.sedi.ca](http://www.sedi.ca)

## Stock Exchange Compliance

- Compliance with Toronto Stock Exchange (TSX); TSX Venture Exchange (TSX-V); Canadian Stock Exchange (CSE); Over-the-Counter (OTC, OTCQB, OTCQX), and other US and UK stock exchange policies
- Filings under National Instrument 71-102 of the Canadian Securities Administrators for foreign designated issuers
- Creation and submission of monthly TSX SecureFile reports and TSX-V Exchange forms such as Form 4G-Grant of Stock Options, Form 3C-Hiring of an Investor Relations Consultant, and CSE forms

## Stock Option and Warrant Administration

- Maintenance of stock option and warrant registers
- Preparation of treasury directions for the exercise of options/warrants
- Submission of executed treasury direction to issuer's transfer agent
- Creation of stock option agreements for optionees

### Minute Book Custody

- Maintenance of client minute books ensuring that all executed copies of minutes/resolutions including constating documents are inserted into respective client's minute books, for which current editions are maintained in DSA's library
- Facilities for auditors to review minute books for audit
- Creation of scanned electronic versions of meeting minutes and resolutions for ease of reference and for due diligence purposes

### Shareholder Meeting Services

- Liaising with client's legal counsel and transfer agent to set meeting and record dates for annual and/or special shareholder meetings
- Compliance with corporate and securities laws relating to registered and beneficial shareholders
- Review of documents to be sent to shareholders
- Arranging for the printing and mailing of shareholder materials
- Booking of meeting venue as well as making catering arrangements
- Review of proxy tabulation data prior to the meeting
- Drafting of Chairman's script for the meeting
- Attendance at the meeting to record minutes
- Preparation of the shareholder meeting minutes

### Whistleblower Integrity Hotline Service

- Cost-effective, easy to set up and allowing for the confidential and anonymous reporting of infractions to the Audit Committee Chair

### Registered Office/Address and Facilities

- Registered office/address
- Mail collection and forwarding, telephone answering
- Meeting rooms with internet wi-fi access

### Corporate Governance Package

- Turn-key set of Board and Committee template mandates, policies and work plans, for use by directors and management to assist in the creation of client's own governance structure

## Financial Printing

- Organizing the printing of financial documents such as Prospectuses, Annual Information Forms, Annual Financials and MD&A, Annual Meeting Materials, Interims, etc.

## Specialty Services

- Specialty escrow services are available through Hage Escrow Services or Marrelli Trust, depending on the specific requirements.

## News Release Dissemination

- Arranging of fast and efficient dissemination of client news releases via DSA's preferred partner newswire service providers
- An extensive selection of news dissemination networks around the world, including social media options and trade publications
- Pre-clearance of news releases with the stock exchange market surveillance agencies, such as the Canadian Investment Regulatory Organization (CIRO) in Canada
- Exclusive to DSA clients discounted newswire rate and a number of other complimentary services

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\* Neither DSA Corporate Services nor any member of the Marrelli Group of Companies provide legal advice or legal services and none of the services described above should be interpreted as providing legal advice, legal services or a legal opinion.



## Contact

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For more information on DSA Corporate Services Inc.,  
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