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Canadian Securities Administrators
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Subject: Multilateral CSA Notice 45-312

Greenock Resources Inc. (GKR) is one of the many mineral exploration and development small cap TSXV issuers that has been negatively impacted by the severe downturn in sector share valuations and corporate funding availability. The reasons for these very adverse circumstances are multiple and complex and unfortunately no simple solution is available.

The solutions will require more complete study to determine the real causes, but it is my opinion a significant portion of the problem is related to capital market policy and expensive corporate finance regulations, that has restricted to flow of investment capital to the issuers. In contrast, unrestricted secondary trading models allow third parties with very little at risk capital, to control company valuations to the harm of all shareholders in small issuers.

In principle I support any sound policy that makes the flow of investment capital to listed companies both easier and less expensive. Unfortunately as an Ontario issuer, Notice 45-312 will not apply. Given the resources of the CSA members I encourage a more proactive and responsible approach to harmonize Canadian regulations that allow capital to flow to all Canadian entrepreneurial small issuers that have already met many of the disclosure and compliance barriers by meeting SEDAR listing requirements.

I am concerned that CSA 45-312 will end up with additional restrictions that make it equivalent to a proportionate rights offering. Public comment by the advocacy group FAIR Canada suggest they are advocating for these more restrictive exemptions that will prove to be expensive to administer and likely raise very little new capital.

As an alternative, I recommend that a simple exemption of \$15,000 per listed issuer for any non-accredited investor be available to any issuer (public or private) that provide regular disclosure on the SEDAR system (or equivalent). This will expand the pool of Canadian investors that are available to support entrepreneurial small cap issuers. It will simpler to administer and will attract more investment capital.

I also encourage CSA, the provincial securities regulators and exchanges to take more joint responsibility for the adverse circumstances that many small cap listed issuers are experiencing. The regulators and exchanges have recieved significant annual filing and corporate finance fees over that last number of years when financing revenues were more robust. Many of the corporate managment teams, and associated legal and accounting support teams have been working for nominal (or nil) compensation in order to maintain compliance and listing status of many of these small cap issuers for the benefit of all shareholders.

As an emergency measure, I recommend that upon application demonstrating a lack of working capital that exchanges and regulators waive all listing and SEDAR fees for 2014. The same organizations should examine possible backstop guarantee funding solutions to allow auditors to complete the annual audits for these same companies.

A very significant amount of shareholder wealth will be lost if these small companies are allowed to go into default and delisted without some type of immediate emergency assistance to maintain listing status. Even a simple analysis of 300 companies delisted at an average pre-crisis \$10 Million market cap is equivalent to \$3 Billion in lost shareholder wealth. The underlying assets of these companies has not substantially changed, metal prices are still at reasonable levels and other parts of the capital markets are robust. We need immediate solutions. The regulators and exchanges have the common oversight, responsibility and resources to ensure the investors are protected from the significant loss caused by delisting. Longer term transition plans such as mergers or new business plans for the listed companies can then be completed in an orderly manner. The precedent for this type of emergency assistance is found in many other private and public sector situations.

We need harmonized and urgent action by Canadian Securities Administrators, Regulators and exchanges.

Regards

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