

Building More Mines Act, 2023

FACT SHEET

April 2024

PROPONENT (CORPORATE) CERTIFICATIONS

Effective April 1, 2024, O. Reg. 35/24 has revoked and replaced O. Reg. 240/00, and the definition of "senior officer" for the purpose of the regulation has changed.

The definition of "Senior Officer" has been expanded to include additional executive-level officer positions. Under the prior O. Reg. 240/00, the definition of "senior officer" did not include a chief executive officer, a chief operating officer, or a chief administrative officer. Where a corporation did not have a chief financial officer appointed, there was no alternative. Recognizing that not all corporations use the same titling system for officers, and that corporations can vary in size, the amended O. Reg. 35/24 has expanded the definition of "senior officer".

The definition now reads as follows, with additions in bold:

"senior officer" means, in respect of a corporation,

- (a) the chair or a vice-chair of its board of directors,
- (b) a president, vice-president, chief financial officer, **chief executive officer, chief operating officer, chief administrative officer**, general manager **and any duly appointed officer of the corporation**,
- (c) **if the corporation does not have a chief financial officer, an individual who performs a similar function in the corporation**, or
- (d) the president of a division of the corporation, if that individual is an officer of the corporation.

These changes are intended to provide operational flexibility to proponents, while ensuring that those in senior positions continue to have accountability for closure planning.

The phrase "any other duly appointed officer" means an officer that is duly appointed under the provisions of the applicable corporation's governance, including, where applicable, the corporation's by-laws. In cases of doubt as to whether an officer has been duly appointed (either to a particular title, or as an officer of the corporation for the purposes of corporate law in general), proponents should discuss the issue with their

corporate secretary, if any, or seek external legal advice. The ministry cannot provide proponents with legal advice as to whether their officers have been duly appointed.

Note that while the definition of “senior officer” has been expanded, the requirement remains that corporate certifications be provided by senior officers **of the proponent**. For example, where a proponent is a subsidiary of a parent corporation, the officers of the parent corporation cannot provide certification unless they are also officers of the proponent.

Proponent corporate certifications must be provided in the prescribed form. These certification forms are contained in O.Reg. 35/24, (Forms 1 and 2 in Schedule 2), and downloadable versions are provided for convenience on the Central Forms Repository - <https://forms.mgcs.gov.on.ca>.

While this fact sheet is intended to provide information on updates to the definition of “senior officer” and related certification requirements under the *Mining Act* and its regulations, it is not legal advice. Requirements relating to such definition and certification requirements are contained in the *Mining Act* and its regulations. While all efforts are made to ensure the accuracy of this information, if there is any discrepancy between this fact sheet and the Act or its regulations, the provisions of the Act and/or regulation prevail.