

IN THE MATTER OF THE ENGINEERS AND GEOSCIENTISTS ACT
R.S.B.C. 1996, CHAPTER 116

and

IN THE MATTER OF GLEN COLIN MACDONALD, P.Geo.

Engineers and Geoscientists BC File No. T19-068

CONSENT ORDER

Background

1. On May 22, 2020, the Association of Professional Engineers and Geoscientists of the Province of British Columbia (the "Association"), doing business as Engineers and Geoscientists BC, issued a Notice of Inquiry dated May 22, 2020 (the "Notice of Inquiry") to Glen Colin MacDonald, P.Geo. ("MacDonald") pursuant to s.32 of the *Engineers and Geoscientists Act*, R.S.B.C. 1996, c. 116 (the "Act").
2. The Association and MacDonald wish to resolve the matter by consent pursuant to section 32.1 of the Act in order to avoid the need for a disciplinary inquiry.

Admissions

MacDonald admits the following allegations from the Notice of Inquiry:

3. That you have demonstrated negligence by permitting, participating in, or acquiescing in disclosure of information to the public by Zanzibar Gold Inc. (the "Company") contained in News Releases dated April 26, 2019 and May 28, 2019 (the "News Releases") at a time when you were the Qualified Person ("QP") for the Company and a Director of the Company, in circumstances where you ought to have known that that information was misleading and its disclosure by the Company was contrary to National Instrument 43-101 (Standards of Disclosure for Mineral Projects) ("NI 43-101"). Particulars of the disclosure contrary to NI 43-101 are:
 - a) disclosure in the News Releases of an "inferred reserve" or "reserve" of "6 million" grams of gold in the Mkuvia Gold Property in the Nachengwea area of southern Tanzania (the "Mkuvia Gold Property") when in fact there was no categorized "reserve" of gold and which disclosure was made without using the applicable mineral resource and mineral reserve categories contrary to section 2.2(a) of NI 43-101;

- b) disclosure in the News Releases of the quantity of "6 million" grams of gold in the Mkuvia Gold Property when any disclosure of the quantity of gold was contrary to section 2.3(1)(a) of NI 43-101 as the deposit had not been categorized as a mineral resource or mineral reserve in a technical report issued by the Company as required by section 4.2(1)(j)(i) of NI 43-101;
 - c) disclosure in the News Releases of a historical estimate prepared for Douglas Lake Minerals Inc. (which estimate was supported by a report entitled "*Technical & Resource Report on the Mkuvia Alluvial Gold Project*" dated July 24, 2009 – the "2009 Historical Estimate") contrary to section 2.4 of NI 43-101. Particulars of the violation of section 2.4 of NI 43-101 are that the Company, in the News Releases, failed to:
 - i. use the original terminology of an "inferred resource" used in the 2009 Historical Estimate;
 - ii. adequately identify the source and date of 2009 Historical Estimate;
 - iii. comment on the relevance and reliability of the 2009 Historical Estimate;
 - iv. provide the key assumptions, parameters, and methods used to prepare the 2009 Historical Estimate;
 - v. comment on what work needs to be done to upgrade or verify the 2009 Historical Estimate as a current mineral resource; and
 - vi. state with equal prominence that a QP has not done sufficient work to classify the 2009 Historical Estimate as a current mineral resource and that the Company is not treating the 2009 Historical Estimate as a current mineral resource.
4. That you have demonstrated negligence by permitting, participating in, or acquiescing in disclosure of information to the public by the Company contained in the News Releases at a time when you were the QP and a Director for the Company, in circumstances where you ought to have known that the disclosed figure of "6 million" grams of gold at the Mkuvia Gold Property was a material misstatement and that the actual amount of gold estimated in the 2009 Historical Estimate was an order of magnitude lower.

5. That you have demonstrated negligence by acting as a QP when you had not kept yourself informed in order to maintain your competence in relation to NI 43-101, and in particular that you did not know that an "inferred reserve" was not a category of mineral resource or mineral reserve as set out in sections 1.2 and 1.3 of NI 43-101 and as defined in the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by CIM Council, as amended.
6. The conduct set out above at paragraphs 3-5 is contrary to Principle 1 of the Association's Code of Ethics, which requires a member hold paramount the safety, health and welfare of the public.
7. The conduct set out above at paragraphs 3-5 is contrary to Principle 3 of the Association's Code of Ethics, which requires a member provide an opinion on a professional subject only when it is founded upon adequate knowledge and honest conviction.
8. The conduct set out above at paragraphs 3-5 is contrary to Principle 6 of the Association's Code of Ethics, which requires a member keep themselves informed in order to maintain their competence.

Disposition

The following conditions are imposed on MacDonald's membership:

9. MacDonald's membership in the Association is suspended for a period of four months commencing from the date of this Consent Order (the "Suspension Period").
10. MacDonald shall pass the Association Professional Practice Examination scheduled on January 25-27, 2021.
11. MacDonald shall pay \$5,000 toward the Association's legal costs within 30 days of the date of this Consent Order.
12. Following the Suspension Period, MacDonald agrees not to act as a Qualified Person, as that term is defined and used in National Instrument 43-101.
13. In the event that MacDonald fails to comply with any of the terms of this Consent Order, his membership in the Association will be suspended until every default has been remedied in accordance with the terms of this Consent Order.

Consequences of the Consent Order

14. The full text or a summary of this Consent Order will be published by the Association in print and electronic publications including on the Association's website.

15. This Consent Order has the same force and effect as an Order made under section 33(2) of the Act and may be dealt with under section 34 of the Act if conditions in the Consent Order are not met.

16. MacDonald agrees that the Association has advised him that he should receive independent legal advice regarding this Consent Order and that the Association has given him the time necessary to get said independent legal advice.

17. The Association and MacDonald agree that this Consent Order may be executed in counterparts and delivered as an electronic document.

This Consent Order is approved and accepted by MacDonald and the members of the Discipline Committee Review Panel this 19th day of Oct, 2020.

Owais Ahmed

Witness Name

<original signed>

Witness Signature

<original signed by>

Glen Colin MacDonald, P.Ge.

<original signed by>

Derek Cooper, P.Eng.
Member, Discipline Committee

<original signed by>

Thomas Leung, P.Eng., Struct.Eng., FEC
Member, Discipline Committee

<original signed by>

Emily Cheung, P.Eng., FEC
Member, Discipline Committee