



900-570 Granville Street Vancouver, British Columbia V6C 3P1  
T 604.682.3701 info@oniva.ca F 604.682.3600 www.oniva.ca

## **Our Company – Oniva International Services**

We are currently the service company to two public mining companies. The Companies are Avino Silver & Gold Mines Ltd., listed on the Toronto Stock Exchange, the NYSE American, and FSE; and Silver Wolf Exploration Ltd. listed on the TSX Venture Exchange, and the OTCQB. Both companies are based in the corporate offices in **Vancouver, B.C.** Occasionally there may be some filing for the Oniva service company. Avino is focused on production, exploration, development and growth in Mexico, and Silver Wolf is focused on exploration in Mexico.

### **Job Opportunity:**

**CORPORATE SECRETARY** – Avino Silver & Gold Mines Ltd., Silver Wolf Exploration Ltd., Oniva International Services, and a number of privately owned companies under the Oniva Group of Companies.

**Deadline for applications:** September 30, 2021

**Please submit your C.V. and cover letter to:** Jennifer North, H.R. Representative for this role at [jnorth@oniva.ca](mailto:jnorth@oniva.ca)

### **Key Areas of Responsibility & Duties:**

We are seeking to add to our team as of November 1, 2021, a full-time Corporate Secretary for our growing operations. Reporting directly to the CEO and the Chairman of the Board, the Corporate Secretary will be a strategic team leader and the duties will include ensuring the integrity of the governance framework, being responsible for the efficient administration of the companies, ensuring compliance with statutory and regulatory requirements and implementing decisions made by the Board of Directors. The successful applicant will have at least 10+ years experience in a similar role.

### **Corporate Duties:**

Corporate Secretary to two public mining companies including their subsidiaries listed on the Toronto Stock Exchange, the TSX Venture Exchange, NYSE-American, the FSE, and the OTCQB.

- Assist the Board of Directors and Management by supporting their roles, and ensuring that they carry out their responsibilities effectively. The support will include attentiveness to applicable laws, regulations, rules, and policies;
- Manage the affairs of the Board of Directors to ensure that it can be effective in achieving its objectives and liaison between the Board of Directors and Management;
- Perform such functions as may be requested by the Board of Directors, or any Committees thereof, or by the officers of the Company which may be requested from time to time;
- Keep, or cause to be kept, at the principal office of the Company, and its registered and records offices, a book of minutes of all meetings of directors and shareholders, official documents, corporate records, and reports;
- Prepare, maintain, and implement the Company's Corporate Governance materials, including all mandates, charters, policies, and all relevant statutory and regulatory requirement, and ensure compliance of with all relevant corporate and securities laws and exchange policies;



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- Responsible for all aspects of Board and Committee meetings, including the preparation of annual calendar with key dates, notice, agenda, compile and distribute comprehensive board packages, taking minutes, drafting directors' resolutions, and assist the Board with in-camera meetings and follow up with any outstanding agenda and action items;
- Coordinate and organize directors' orientation, prepare, and update orientation manual, directors' continued education, annual evaluation, and Executive Compensation comparison, etc.;
- Prepare and file directors and senior officers insider reports and advise them of current and prospective legal requirements and exchange rules;
- Prepare an annual blackout calendar, circulate the blackout notice, and advise directors, officers, employees, and consultants regarding black-out periods and trading restrictions;
- Responsible, organize, and coordinate all aspects of Annual General Shareholders Meetings, and oversee the entire process including the preparation of information circular and proxy materials etc., supervise and organize the circulation of required notice, proxy material, location, time, miscellaneous issues, proxy solicitation, and shareholders matters;
- In collaboration with legal counsel, responsible for all aspects of public prospectus offering, brokered, and non-brokered private placements including the preparation of subscription agreements, issuance of shares, and or warrants and all required regulatory filings, including liaison with various parties, such as external solicitors, brokerage firms, auditors, transfer agent, and Stock Exchange's authorities, etc.;
- In collaboration with legal counsel, prepare for all contracts, agreements, and leases as may be required;
- Administer and manage all aspects of Stock Option Plan, Restricted Share Unit ("RSU") Plan, and Warrants, such as maintaining records, the grant, exercise, extension, cancellation, Exchange filings, and Share Capital update, etc. and communicate with Transfer Agent and prepare Treasury Orders;
- In collaboration with legal counsel, prepare and oversee all required statutory and regulatory filings under the Canadian Securities Act, the Toronto Stock Exchange, the TSX Venture Exchange, SEC, NYSE-American, OTCQB, and Corporate Registry. Assists in the preparation of continuous disclosure filings, including some news releases, Form 20F, supplemental listing application, acquisition and disposition of properties, Blue Sky Application, Option Re-Price, Change of Auditors, Change of Transfer Agent, Change of Name, Debt Settlement, Extension of Warrants, Change of Year End, material change reports, business acquisition report, Annual Information Forms, Early Warning Report, and Exemption Report, etc., and ensure that all filings are made in a timely manner as prescribed by applicable securities and corporate legislation and stock exchange policies;
- Coordinate annual and quarterly audits of financial statements, and the process of approval and certification of such financial statements plus supplemental mail out and website posting;
- Complete all filings as required through various systems, such as TMX LINX, V-File, SEDAR, EDGAR, SEDI, TSX Securefile, OTCIQ, NYSE Listing Manager, and Corporate Online;
- Maintain of all BC and Yukon mineral claims and free miner certificates.



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### **Requirements:**

Ability to excel in a dynamic, team-oriented and fast-paced work environment;

Minimum 10+ years work experience as a corporate secretary to publicly traded companies on the TSX, TSX.V, NYSE-American, and OTCQB, in the mining industry. Intermediate to Advanced Excel skills preferred. Strong communicator (both written and verbal), good interpersonal skills and be, a self motivated, proactive individual.

### **Be familiar with:**

- Preparation and filings of continuous disclosure documents
- Incorporations, extra-provincial registrations, and all other corporate filings with BC Corporate Registry
- Drafting and preparation of Form 20F, Annual Information Form, directors' resolutions, press releases, early warning reports, exemption report, NYSE-American Annual Corporate Governance Affirmation, and NYSE-American Supplemental Listing Application
- Preparation of documentation and coordinating all aspects of the At the Market Offering, Prospectus Offering, and brokered or non-brokered private placements
- Managing and maintaining the company's share capital, Warrants, Stock Options, and Restricted Share Unit schedules
- **TMX LINX, SEDAR, EDGAR, NYSE Listing Manager, V-File, Secure File, E-Service, OTCIQ, Corporate on Line; Issuer on Line, and SEDI filings**

### **Have the additional attributes:**

- Analytical, problem solving skills
- Management and organizational skills
- IT familiarity
- Discretion with confidential information
- An understanding of the legal system as it affects business