

"Excellent structure, serious knowledgeable presenters, very good overview of the issues" (2013)



The Osgoode Certificate in Mining Law

A practical and comprehensive program taught by a faculty of over 35 geologists, mining economists, regulators, financiers, business development executives and lawyers from private practice and industry

On-site attendance is limited – Register Now!

Webcast Available

February 13 - April 28, 2014 | 5 Modules over 11 Weeks | Toronto, Canada



Professional Development
CLE



Module 2: 8.5 CPD Hours
(7.5 Substantive, 1.0 Professionalism)
Module 3: 8.5 CPD Hours
(7.5 Substantive, 1.0 Professionalism)
Module 5: 8.0 CPD Hours
(7.0 Substantive, 1.0 Professionalism)



Program Details

Dates

Day 1

Introduction to Mining Fundamentals/
Stages of Mining Projects/
Diligence and Risk Assessment
February 13, 2014

Day 2

Standards of Disclosure/
Mineral Rights (Canada-International)/
Tax Considerations for Mining Companies
February 28, 2014

Day 3

Mining Agreements
March 24, 2014

Day 4

Financing Projects/Going Public/
Environmental Permitting/Corporate
Social Responsibility
April 3, 2014

Day 5

Dealing with Indigenous Communities/
Human Rights Violations/
Anti-Corruption/
International Dispute Resolution
April 28, 2014

The program will be held at
Osgoode Professional Development's
Downtown Toronto Conference Centre.

For Further Program-Related Information

Please contact:
William Luby
Program Lawyer
at 647.530.3956 or email
wluby@osgoode.yorku.ca

Why You Should Attend

The mining business raises complex ownership, regulatory and contractual issues, and increasingly mining activity is located in countries with weak legal systems and unstable political regimes.

Those who advise mining companies, or have legal accountability within them, need to understand not only the industry and the law, they need practical strategies for managing business and legal risk in multiple jurisdictions.

This intensive and multi-disciplinary *Osgoode Professional Development* certificate program was developed by mining lawyers and mining executives for those who need a comprehensive understanding of the critical business and legal issues in today's dynamic mining industry.

In five valuable one-day modules, an experienced, multi-disciplined faculty will cover all phases of mining activity from exploration through closure, including the role and rights of local communities and indigenous peoples.

You will come away from this program with the knowledge, strategies and tactics that you can put to immediate use and better meet your client's needs.

On-site attendance is limited. Don't miss out. Register now!

Key Benefits: What You Will Learn

- Fundamentals of mining such as exploration methods and resource estimation
- The stages of mining projects and industry players
- Standards of disclosure for mineral projects
- Due diligence and risk assessment: the key provisions
- Global legal systems for acquiring and securing mining rights
- The key issues impacting the negotiation and drafting of mining agreements
- How to structure investments outside Canada
- Methods for assessing and mitigating environmental risks
- Types and sources of financing for mining projects
- International standards of good practice and how to comply with them
- Strategies for developing a comprehensive Corporate Social Responsibility program
- Anti-corruption legislation and policies; the reach of governments in enforcement
- Drafting effective international arbitration clauses
- How to develop policies and codes of conduct to protect against risks: best practices

Who Should Attend

- Mining Lawyers in private practice
- Investment Bankers
- In-house Counsel in mining companies
- Mining Engineers
- Transactional, Securities, Environmental and Corporate Commercial Lawyers
- Geologists
- Senior Executives in mining companies
- Representatives from natural resources departments in provincial and federal governments
- Financial Services Executives



THE OSGOODE CERTIFICATE IN MINING LAW

In five intensive one-day modules, an expert faculty of mining lawyers and executives will deliver practical strategies for managing business and legal risk. There will be an emphasis on the practical, and classes will be taught using a blended-delivery method that includes lectures, class discussions and case studies.

THE CURRICULUM

DAY 1

February 13, 2014, 8:15 a.m. – 5:00 p.m.

Introduction to Mining Fundamentals

This opening session will provide delegates with a sound understanding of the fundamentals of mining, including geology, resource calculations, mining exploration methods and valuations as well as the terminology used within the industry.

- Mining life cycle
- Geology
- Exploration methods and technology (ore body modeling)
- Mineral reserve and mineral resource estimation
- Mining and reclamation methods (surface and underground)
- Mineral processing methods and technologies
- Mineral prices and metal revenue

Framework: Stages of Mining Projects and Industry Players

- Target area
- Obtaining right to explore
- Permitting – regulatory & community
- Project development (mine design, planning, methods)
 - feasibility studies (LOM; stages planning & design; reviews)
 - financing
 - impacts
- Mining and processing
- Sales
- Reclamation/post closure
- Non-operating mineral interests
 - royalties
 - carried interests
 - production payments

Understanding the Basis for Investment – Diligence & Risk Assessment

- Assessing risk and diligence
- Tools for assessing and managing risk
- Scope of risks to be assessed: reputation; social (community); health and safety; environmental; technical; geopolitical; financial/costs

DAY 2

February 28, 2014, 8:15 a.m. – 5:15 p.m.

Standards of Disclosure for Mineral Projects

- NI 43-101; 43-101CP; 43-101FI
- General disclosure guidelines NI 51-201
- Background and purpose

Day 2 (Cont'd)

- CIM Definitions and Standards
- CIM Best Practice Guidelines for:
 - estimation of Mineral Resources and Mineral Reserves
 - exploration
 - reporting of diamond exploration results
- Qualified persons & when independent QPs required
- When technical reports are required
- Data verification
- Forward looking information
- Preliminary assessments
- Other economic analysis
- Mineral reserve and mineral resource reporting
- Key assumptions, parameters and methods
- Acquisition of property with current mineral resources and reserves
- Foreign resource codes/policies and principles
- Historical resource estimates/disclosure
- Exploration targets
- News releases
- Stock exchange requirements
- Case study examples of difficult disclosure issues

Mineral Rights

- Constitutional framework
 - proprietary rights and regulatory jurisdiction
 - Aboriginal Lands
 - Common Law and Civil Law
- Mineral Property Ownership and Regulation
 - federal Crown
 - railway lands
 - provincial Crown
 - private Freehold Lands
 - reserve lands
- Surface vs. Mineral Tenure/Surface access
- Leasehold & other operating interests from Mineral Owner
 - mining claims
 - mineral leases
 - profit à prendre
- Foreign Ownership Restrictions

Tax Considerations for Mining Companies

- Overview of Canadian Federal tax regime for mining companies
- Outbound investments and foreign affiliate regime
- Acquisitions of Canadian mining companies
- Structuring considerations for foreign buyers

DAY 3

March 24, 2014, 8:15 a.m. – 5:30 p.m.

Mining Agreements

Mining agreements are the foundation of every mining project and understanding the commercial and legal issues arising from preliminary agreements to complex agreements is crucial. This entire module is devoted to help you assess and understand the risks, key clauses and legal loop holes arising in mining agreements that you need to know to enable you to successfully implement, operate and terminate your mining project. Agreements to be covered include:

- Preliminary Agreements and Acquisition Agreements
- Joint Venture and Shareholder Agreements
- Development, Construction & Operating Agreements
- Procurement and Services Agreements
- Smelting, Refining and Product Sales Agreements
- Labour/Employment Agreements
- Product Sales and Off-take Agreements
- Royalty Agreements and Streaming Transactions

DAY 4

April 3, 2014, 8:15 a.m. – 5:30 p.m.

Financing Mining Projects

- Types and sources of financing overview: strategic partners; corporate finance
- Hedging: (e.g., metals, currency, electricity)
 - what is it?
 - pros and cons

Taking a Mining Company Public

- Reverse takeovers
- Capital Pool Companies
- IPOs

Environmental Permitting

- Regulatory framework/ legislation
- Process
- Relevant issues and considerations
- Typical grounds for legal challenge

Corporate Social Responsibility (CSR)

- Sustainability & Corporate Social Responsibility (CSR)
- Defining CSR
- Social license for permitting and operations; importance of respectful community relations and addressing socio-economic issues to offset negative impacts with benefits to community; integrating into planning from outset
- Roles of NGOs, industry groups, governments/agencies; and international organizations
- International voluntary principles and current legal framework – transnational actors having effect on domestic policy

DAY 5

April 28, 2014, 8:15 a.m. – 5:00 p.m.

Dealing with Indigenous Communities: Law and Best Practices

- Legal aspects of dealing with aboriginal groups
- Non-Government Organizations (NGOs)
- Scope of the Crown's duty to consult
- Aboriginal concerns in exploration activities
- What is the role of the private sector in entering into private arrangements with aboriginal groups?
- Interplay of aboriginal groups and environmental issues
- Drafting and negotiating engagement and preliminary deal agreements
- Exploration Agreements under the *Ontario Mining Act* and *Far North Planning Act*
- Structuring Impacts and Benefits Agreements
- Rights of indigenous people under the United Nations Declaration – "Free Prior Informed Consent"

Human Rights and Indigenous Rights

- Human rights standards
- Conflict minerals – *Dodd-Frank Act* (U.S.)
- Responsible Gold Standard- World Gold Council
- Maintaining high ethical standards: case studies

Domestic and Foreign Legal Exposure to Alleged Violations of International Human Rights

- How Canadian companies can be exposed to liabilities outside of Canada
- Sources of customary international law of human rights incorporated into Canadian law
- Application of international law in Canadian domestic courts
- International human rights and class action litigation
- Case law updates

Anti-Corruption Legislation and Policies

- Anti-corruption legislation and policies, and the far reach of governments in enforcement
- Case studies
- *Corruption of Foreign Public Officials Act* (Canada)
- *Foreign Corrupt Practices Act* (U.S.)
- *U.K. Bribery Act*
- Maintaining high ethical standards: case studies

International Dispute Resolution

- Managing litigation risk in emerging markets
- International arbitration: advantages and limitations
- Drafting effective international arbitration clauses
- Mitigating political risk through bilateral investment treaties
- Corporate structures for foreign investment protection



The *Osgoode Certificate in Mining Law* draws on the expertise and experience of leading mining lawyers and executives, including:

Gesta Abols, Goodmans LLP

Julie Abouchar, Willms & Shier LLP

Michael D. Amm, Torys LLP

Ian Arellano, Torys LLP

Milos Barutciski, Bennett Jones LLP

Thomas Bauer, Partner and Co Chair, Tax Group
Bennett Jones LLP

Daniel Bénay, McCarthy Tétrault LLP (Montréal)

Mark T. Bennett, Cassels Brock & Blackwell LLP

Ben Chalmers, Vice President, Sustainable
Development, Mining Association of Canada

David Clarry, Vice President, Corporate
Social Responsibility, Hudbay Minerals

Radha Curpen, Bennett Jones LLP

Shawn Denstedt, Osler, Hoskin & Harcourt
LLP (Calgary)

Carmen Diges, Partner, Miller Thomson LLP

H. Scott Fairley, WeirFoulds LLP

Erik Goldsilver, Cassels Brock & Blackwell LLP

Len Griffiths, Bennett Jones LLP

Frank Herbert, General Counsel and Corporate
Secretary, Centerra Gold Inc.

Bruno Kaiser, Partner & Investment Banker
Paradigm Capital

Alison Lacy, Torys LLP

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(Washington)

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TMX Group

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Roscoe Postle Associates Inc.

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(Vancouver)

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John Olynyk, Lawson Lundell LLP (Calgary)

Owen C. Pell, White & Case LLP (New York)

Fred Pletcher, Borden Ladner Gervais LLP
(Vancouver)

Lawrence Devon Smith, Senior Manager
Project Evaluation & Strategic Analysis
Barrick Gold Corporation

Jeffery A. Snow, Senior Vice President
& General Counsel, IAMGOLD Corporation

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Exploration and Property, Chief Legal Officer
Manitoba, Vale Canada Limited

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Corporate Finance, Ontario Securities
Commission

Rob Willetts, Assistant General Counsel
Vale Canada Limited

Robert Wisner, McMillan LLP

Richard Wong, Osler, Hoskin & Harcourt LLP

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*“Interesting subjects and good flow of
topics. Great variety of speakers” (2013)*

Register online today at www.osgoodepd.ca

THE OSGOODE CERTIFICATE IN MINING LAW ON-SITE SPACE IS LIMITED. REGISTER NOW.

I will attend: On site Via webcast* (single viewer)

Name: _____ Title: _____
Firm/Company: _____ Practice Area: _____
Address: _____
City: _____ Province: _____ Postal Code: _____
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Fee Per Delegate

\$3995 plus 13% HST for a total of \$4514.35.

Fees include attendance, program materials, continental breakfast, lunch and refreshments for each of the 5 days of the program. The price does not include accommodations. Please inquire about group discounts and financial assistance. Dress is business casual.

Payment Options – Payment must be made prior to the program

- Cheque enclosed (payable to York University – GST# R119306736)
- Bill my credit card: VISA Mastercard

Card# _____

Expiry: _____

Signature: _____

Payment Amount: _____

Cancellations/Rainchecks/Substitutions

If you are unable to attend the program your organization may name a replacement. A full refund will be issued for cancellations received a minimum of 21 days before the program start date. Written cancellations received after January 30, 2014 will include an administration charge of \$700.

Non-attendance or withdrawal after the program start date will incur a full program fee. Payment must be received by February 6, 2014.

Program Changes

We will make every effort to present the certificate program as advertised, but it may be necessary to change the dates, location, speakers or content with little or no notice. In the event of program cancellation, York University and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Location

Osgoode Professional Development
Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON, M5G 1Z3

Get a comprehensive understanding of
the challenges impacting today's mining
projects and how to manage them



CPD Credits

LSUC (ON) CPD:

Module 1:

8.0 CPD Hours (8.0 Substantive, 0.0 Professionalism)

Module 2:

8.5 CPD Hours (7.5 Substantive, 1.0 Professionalism)

Module 3:

8.5 CPD Hours (7.5 Substantive, 1.0 Professionalism)

Module 4:

8.5 CPD Hours (8.5 Substantive, 0.0 Professionalism)

Module 5:

8.0 CPD Hours (7.0 Substantive, 1.0 Professionalism)

**BC/Manitoba/Saskatchewan/NWT/Nunavut/Yukon/Quebec/
New Brunswick and PEI:** 39.0 CPD/MCLE credit hours towards
professional development requirements; **NSBS CPD:** 41.5
credit hours; **NY CLE Board (on-site participants only):** 45.0
credit hours in the Area of Professional Practice for transitional
and non-transitional lawyers. Also eligible for CLE/Insurance
Premium Credits Program offered by the **Law Society of PEI**
and for Alberta CPD credit with the **Law Society of Alberta**.

Questions? E-mail: cpd@osgoode.yorku.ca or refer to the
program website.

*Webcast

Viewers registered for the webcast will have access to the archive for
a period of 7 days following each module.

For Further Program-Related Information

Please contact: William Luby, Program Lawyer
at 647.530.3956 or email wlyby@osgoode.yorku.ca

Certificate of Program Completion

You will receive a certificate upon completion of The Osgoode
Certificate in Mining Law. Participants must attend all program
modules and satisfactorily pass a take-home exam to receive a
certificate.

Public CLE Seminars

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4 Convenient Ways to Register

- MAIL** your registration form to:
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Downtown Toronto Conference Centre
1 Dundas St. W., 26th Floor
Toronto, ON M5G 1Z3
- ONLINE** at www.osgoodepd.ca
- FAX** your registration to 416.597.9736
- CALL US** at 416.597.9724 or 1.888.923.3394

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