

Canada's only professional certificate program,  
developed by an expert advisory board



## 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 government, private practice and industry

Webcast  
Available

January 23 - April 24, 2012 | 5 Modules over 14 Weeks | Toronto, Canada



Professional Development  
CLE



## Program Details

### Dates

#### Day 1

Introduction to Mining Fundamentals  
January 23, 2012

#### Day 2

Mining Agreements/Environmental Permitting/Dealing with Indigenous Communities  
February 21, 2012

#### Day 3

Standards of Disclosure/Financing Projects/Taking a Company Public  
March 29, 2012

#### Day 4

Securing Title/Structuring Investments to Minimize Risks  
April 4, 2012

#### Day 5

New Challenges in an International Legal Environment and Corporate Social Responsibility  
April 24, 2012

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

## 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-disciplinary faculty will give you a comprehensive understanding of the key legal and practical business issues. They 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 armed with knowledge, strategies and tactics that you can put to immediate use and better meet your client's needs.

### 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
- How mining policy and investment decisions are made
- How to develop policies and codes of conduct to protect against risks: best practices

### Who Should Attend

- Mining lawyers in private practice
- In-house counsel in mining companies
- Transactional, securities, environmental and corporate commercial lawyers
- Senior executives in mining companies
- Financial services executives
- Investment bankers
- Mining engineers
- Geologists
- Representatives from natural resources departments in provincial and federal governments



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

January 23, 2012, 8:30 a.m. – 5:00 p.m.

##### Introduction to Mining Fundamentals

###### Morning Session

- 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

###### Afternoon Sessions

##### Legal and Regulatory Structures - Canada

- 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

##### 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

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#### DAY 2

February 21, 2012, 8:30 a.m. – 5:00 p.m.

##### Mining Agreements/Environmental Permitting/ Dealing with Indigenous Communities

###### Morning Session

##### Mining Agreements

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

###### Afternoon Sessions

##### Environmental Permitting

- Regulatory framework/legislation
- Typical grounds for legal challenge

##### Dealing with Indigenous Communities: Law and Best Practices

- Legal aspects of dealing with aboriginal groups
- Non-Government Organizations (NGOs)
- Structuring Impacts and Benefits Agreements

#### DAY 3

March 29, 2012, 8:30 a.m. – 5:00 p.m.

##### Standards of Disclosure/Financing Projects/ Taking a Company Public

###### Morning Session

##### Standards of Disclosure for Mineral Projects

- NI 43-101; 43-101CP; 43-101FI
- General disclosure guidelines NI 51-201
- Background and purpose
- CIM Definitions and Standards
- CIM Best Practice Guidelines for
  - estimation of mineral resources and mineral reserves; exploration; reporting of diamond exploration results
- Qualified Persons, and 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

## Day 3: Standards of Disclosure... (cont'd)

- Historical resource estimates/disclosure
- Exploration targets
- News releases
- Stock exchange requirements
- Case study examples of difficult disclosure issues

### Afternoon Sessions

#### **Financing Mining Projects**

- Types and sources of financing overview: strategic partners; corporate finance (public offerings, private placements, resale restrictions, mining flow through share structures); and project finance
  - when to employ and pros and cons of each
  - fundamental deal terms of each
- Hedging: what is it? pros and cons

#### **Taking a Mining Company Public in Canada**

- TSX/TSXV
- Reverse takeovers
- Capital pool companies
- IPOs

## DAY 4

April 4, 2012, 8:30 a.m. – 5:00 p.m.

## Securing Title/Structuring Investments to Minimize Risks

### Morning Session

#### **Foreign Mineral Tenure Systems of Interest**

(Examples following format for certain countries: Australia; Chile; Brazil; South Africa, Mozambique, Botswana, Russia, China, Mongolia)

- System
- Ownership of natural resources
- Regulatory authority
- Tenure and permitting
- Government royalties/taxes

### Afternoon Sessions

#### **Structuring Investments Outside Canada**

- Investment Agreements: Stability and Mining Development Agreements/ bilateral investment treaties/dispute resolution
- Separating ownership and operations
- Incorporated versus unincorporated joint ventures
- Tiering offshore subsidiaries
- Foreign ownership restrictions
- Structuring personnel arrangements

#### **Understanding the Basis for Investment-Diligence, Risk Assessment and Management**

- 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 5

April 24, 2012, 8:30 a.m. – 5:00 p.m.

## New Challenges in an International Legal Environment and Corporate Social Responsibility

### Morning Session

- Emerging liabilities under international customary and treaty law, e.g. *Alien Tort Statute*
- Lessons from *Talisman*, *Hape v. The Queen*, and other cases
- Human rights standards
- Conflict minerals – *Dodd Frank Act* (U.S.)
- Anti-corruption legislation and policies, and the far reach of governments in enforcement, and case studies:
  - *Corruption of Foreign Public Officials Act* (Canada)
  - *Foreign Corrupt Practices Act* (U.S.)
  - *U.K. Bribery Act*
- Responsible Gold Standard - World Gold Council
- Maintaining high ethical standards: case studies
- Sustainability & Corporate Social Responsibility (CSR)
  - defining CSR
  - social licence 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; IMF; World Bank
  - international voluntary principles and current legal framework-transnational actors having effect on domestic policy
- How to manage risk
- Maintaining high ethical standards: case studies

### Afternoon Sessions

#### **General Issues at Play: Mining Policy and Changing Legislative Environments**

- Economy and environment
- Climate change/ environment and mining
  - SEC/CSA guidance on environment disclosure
  - Carbon trading
- Governmental policy: has considerable effect on where and if investment takes place. e.g., Policy North-Quebec
- Balancing of land use objectives of mineral exploration and development with socio-economic benefit/environment/ aboriginal use/ recreational use/ environmental priorities – *Far North Act* (Ontario)
- Revenue to state/society as wasting resource: what is fair benefit? e.g., Australian Mining Tax
- Strategic importance of mineral wealth and risk of expropriation/ nationalization
- Mining law reform - roles of mining companies and governments

#### **Concluding Overview – Good Corporate Strategies**

**Note:** Participants must attend **all** program modules and satisfactorily pass a take-home exam to receive a certificate.



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

- Khaled Abdel-Barr, Lawson Lundell LLP (Vancouver)
- Chris G. Baldwin, Lawson Lundell LLP (Vancouver)
- Mark T. Bennett, Cassels Brock & Blackwell LLP
- Brent Bergeron, Vice President  
Corporate Affairs, Goldcorp Inc.
- Pierre Boivin, McCarthy Tétrault LLP
- Peter Brady, Deputy General Counsel Sustainability,  
Litigation and Regulatory Affairs Vale Canada Limited
- Ungad Chadda, Senior Vice President  
Toronto Stock Exchange
- Radha Curpen, Bennett Jones LLP
- Shawn Denstedt, QC, Osler, Hoskin & Harcourt LLP  
(Calgary)
- Carmen Diges, Miller Thompson LLP
- Brian Dominique, Cassels Brock & Blackwell LLP
- Brad L. Doores, Vice President & Deputy General  
Counsel, Barrick Gold Corporation
- Sharon E. Dowdall, Consultant  
Special Projects, Franco-Nevada Corporation
- John Drexhage, Director, Climate Change  
International Council on Mining & Metals  
(London, UK)
- Marketa D. Evans, PhD, Extractive Sector Corporate  
Social Responsibility Counsellor  
Government of Canada
- H. Scott Fairley, Theall Group LLP
- Craig Ford, Vice President, Corporate Responsibility,  
Inmet Mining Corporation
- Ross Gallinger, Executive Director  
Prospectors & Developers Association of Canada
- Erik Goldsilver, Cassels Brock & Blackwell LLP
- Len Griffiths, Bennett Jones LLP
- Doug Hamilton, McCarthy Tétrault LLP
- Frank Herbert, General Counsel and Corporate  
Secretary, Centerra Gold Inc.
- James M. Klotz, Miller Thomson LLP
- Darryl Levitt, Of Counsel, Macleod Dixon LLP
- Lloyd Lipsett, President, LKL International
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Project Evaluation & Strategic Analysis  
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Associate General Counsel, Exploration and Property,  
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- Rob Willetts, Chief Legal Officer, Ontario & UK  
Operations, Assistant General Counsel, Vale Canada  
Limited
- Robert Wisner, McMillan LLP

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Partner, Bennett Jones LLP

Mark Travers  
Deputy General Counsel  
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(Vancouver)

# THE OSGOODE CERTIFICATE IN MINING LAW WINTER 2012 REGISTRATION

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

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

Name:	Title:		
Firm/Company:	Practice Area:		
Address:			
City:	Province:	Postal Code:	
Email:			
Telephone:	Fax:	Priority Service Code:	<input type="text" value="1"/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="L"/>

- Please add me to your mailing list.  
 Please delete me from your mailing list.  
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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 2, 2012 will include an administration charge of \$700.

## Location

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

## 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.



### CPD Credits

**LSUC (ON) CPD:** 36.5 substantive hours and 1.0 professionalism hours; the **Barreau du Québec, BC CPD, Law Society of New Brunswick, Northwest Territories, Nunavut and Manitoba** for 35 credit hours; the **New York CLE Board** for 42 credit hours in the Area of Professional Practice for transitional and non-transitional lawyers. 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](mailto: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 416.673.4673 or email [wluby@osgoode.yorku.ca](mailto:wluby@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.

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## 4 Convenient Ways to Register

1. **MAIL** your registration form to:  
Osgoode Professional Development  
Downtown Toronto Conference Centre  
1 Dundas St. W., 26th Floor  
Toronto, ON M5G 1Z3
2. **ONLINE** at [www.osgoodepd.ca](http://www.osgoodepd.ca)
3. **FAX** your registration to 416.597.9736
4. **CALL US** at 416.597.9724 or 1.888.923.3394

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