

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



The Osgoode Certificate in Mining Law

A practical and comprehensive program taught by a faculty of
over 30 geologists, regulators, financiers, consultants
and lawyers from private practice and industry

On-site attendance is limited – Register Now!

WEBCAST
AVAILABLE

5 One-day Modules | January 19 - April 19, 2016 | Toronto, Canada

A WORLD LEADER IN
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OSGOODE
OSGOODE HALL LAW SCHOOL
PROFESSIONAL
DEVELOPMENT

YORK
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Program Details

Dates

Day 1

Introduction to Mining Fundamentals/
Stages of Mining Projects/
Mineral Rights
January 19, 2016

Day 2

Standards of Disclosure/
Risk Assessment and Mitigation Tools/
Tax Considerations for Mining Companies
February 2, 2016

Day 3

Mining Agreements/
International Dispute Resolution
February 18, 2016

Day 4

Financing Projects/ Going Public/
Environmental Permitting/Corporate
Social Responsibility
March 31, 2016

Day 5

Working with Indigenous Communities/
Human Rights Violations/
Anti-Corruption/Resource Revenue
Transparency Legislation
April 19, 2016

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

For Further Program-Related Information

Please contact:
Jessica Foster
Program Lawyer
at 416.673.4673 or email
jfoster@osgoode.yorku.ca

Why You Should Attend

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

If you advise mining companies, or have legal accountability within one, you must understand the industry and the law. You also need practical strategies for managing business and legal risks in multiple jurisdictions.

This intensive and multi-disciplinary *Osgoode Professional Development* certificate program was developed by mining lawyers and mining executives to provide you with 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 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 key knowledge, strategies and tactics that you can immediately use to minimize risk and better meet your client's needs.

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
- The *Extractive Sector Transparency Measures Act*: what you need to know

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
- Government representatives from natural resources departments



THE OSGOODE CERTIFICATE IN MINING LAW

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

THE CURRICULUM

DAY 1

January 19, 2016, 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
- Economic overview of orebody modeling, reserves and resources
- Mining methods (surface and underground)
- Mineral processing methods and technologies
- Reclamation issues
- Mineral prices and metal revenue
- Studies and evaluations

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

Framework for Understanding Mineral Rights

- Constitutional frameworks
 - proprietary rights and regulatory jurisdiction
 - Aboriginal and indigenous rights
 - Common Law and Civil Law
- Mineral Property Ownership and Regulation
- Surface vs. Mineral Tenure/Surface access
- Leasehold & other operating interests from Mineral Owner
 - mining claims
 - mineral leases
 - profit à prendre
- Foreign Ownership Restrictions

DAY 2

February 2, 2016, 8:15 a.m. – 5:30 p.m.

Standards of Disclosure for Mineral Projects

- Canadian regulatory landscape
- NI 43-101 – Basics
 - misconceptions
 - qualified person
- TMX – Mining disclosure
 - disclosure framework
 - NI 51-201 and TSX Company Manual
 - common disclosure issues
 - news releases
- CIM Definition Standards – 2014 revisions
- CIM Best Practice Guidelines
 - exploration
 - estimation of mineral resources and mineral reserves
- NI 43-101 – Disclosure pitfalls & case studies
 - historical estimate
 - exploration target
 - mineral resource
 - preliminary economic assessment (PEA)
 - mineral reserve
 - PEA after mineral reserves – what's allowable?
- Forward looking information
- Website disclosure
- Technical reports – basics
- Technical reports – disclosure pitfalls & case studies
- Corporate governance – technical oversight

Assessing Risk in Mining Companies and Tools for Mitigation

- 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

Tax Considerations for Mining Companies

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

DAY 3

February 18, 2016, 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 module will 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 and Operating Agreements
- Procurement and Service Agreements
- Smelting, Refining, Product Sales and Off-Take Agreements
- Royalty Agreements and Streaming Transactions

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

DAY 4

March 31, 2016, 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

- 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 19, 2016, 8:15 a.m. – 5:15 p.m.

Working 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"

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
- *Corruption of Foreign Public Officials Act* (Canada); *Foreign Corrupt Practices Act* (U.S.); *U.K. Bribery Act*
- Maintaining high ethical standards
- Case studies

Resource Revenue Transparency Legislation

- Genesis of the *Extractive Sector Transparency Measures Act* (ESTMA)
- ESTMA overview
 - scope of the Act and determining if it applies to you
 - payment categories and payees
 - substitution/equivalency
 - compliance and enforcement
- Reporting
 - process and timelines
 - format
 - attestation
- Payments to Aboriginal entities



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

Julie Abouchar, Willms & Shier Environmental Lawyers LLP

Daniel Altikes, Director of Legal Services
Antofagasta Minerals Canada

Ian Arellano, Torsys LLP

Milos Barutciski, Bennett Jones LLP

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

Mark T. Bennett, Cassels Brock & Blackwell LLP

Farrah Carrim, Senior Legal Counsel
Vale Canada Limited

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

Andrew Cheatle, Executive Director,
Prospectors & Developers Association of Canada

David G. Clarry, Vice President, Corporate Social Responsibility, Hudbay Minerals Inc.

H. Scott Fairley, WeirFoulds LLP

Michael Fox, Fox High Impact Consulting

Erik Goldsilver, Borden Ladner Gervais LLP

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Prospectors & Developers Association of Canada

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Principal Geologist, RPA Inc.

Dr. Bruce McIvor, First Peoples Law Corporation

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John Olynyk, Lawson Lundell LLP

Owen C. Pell, White & Case LLP

Fred Pletcher, Borden Ladner Gervais LLP

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Paul Ténière, Senior Manager, Compliance & Disclosure, Mining, Toronto Stock Exchange

Mark Travers, Executive Vice President, Legal and Strategic Projects, Vale Canada Limited

John S.M. Turner, Head, Global Mining Group, Fasken Martineau DuMoulin LLP

Craig Waldie, P.Geo., Senior Geologist
Corporate Finance, Ontario Securities Commission

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”

Register online today at www.osgoodepd.ca

THE OSGOODE CERTIFICATE IN MINING LAW WINTER 2016

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

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Firm/Company:	Practice Area:								
Address:									
City:	Province:	Postal Code:							
Email:									
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Fee Per Delegate

\$4,295 plus HST

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# _____

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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 December 29, 2015 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 January 5, 2016.

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



OsgoodePD has been approved as an Accredited Provider of Professionalism Content by the LSUC.



Eligible CPD/MCLE hours:

LSUC (ON): 41.75 CPD Hours (3.0 Professionalism; 38.75 Substantive); NY CLE (on-site participants only): 47.0 credit hours in the Area of Professional Practice for Transitional and Non-Transitional Lawyers.

OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.

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.

*Webcast

Viewers registered for the webcast will have access to the archive for a period of 60 days following each module.

For Further Program-Related Information

Please contact: Jessica Foster, Program Lawyer
at 416.673.4673 or email jfoster@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
3. **FAX** your registration to 416.597.9736
4. **CALL US** at 416.597.9724 or 1.888.923.3394

