

# Canadian Mining Law & Finance 2008

**TORONTO** | April 7-8, 2008

**VANCOUVER** | April 14-15, 2008

For mining lawyers, senior managers and financial executives, this conference will provide a comprehensive update on the key areas where legal issues can impact their financing, exploration and production activities.

Featuring a faculty of senior practitioners and executives with extensive hands-on experience, these programs will provide practical tips and updates on recent legal and business developments.

## CONFERENCE Co-Chairs

### Erik Goldsilver

Cassels Brock & Blackwell LLP • TORONTO

### David Allman

Edwards, Kenny & Bray LLP • VANCOUVER

## TORONTO Speakers

**Gordon Bell**, RBC Dominion Securities Inc.

**Mark Bennett**, Cassels Brock & Blackwell LLP

**Karen Clarke-Whistler**, Golder Associates Ltd.

**Michael Colborne**, Thorsteinssons LLP

**Rosalind Cooper**, Fasken Martineau DuMoulin LLP

**Carmen Diges**, McMillan Binch Mendelsohn LLP

**Brian Dominique**, Cassels Brock & Blackwell LLP

**John Elias**, Fasken Martineau DuMoulin LLP

**Simon Fish**, Vale Inco Limited

**Andrea Fitzgerald**, Cassels Brock & Blackwell LLP

**Patrick Garver**, Barrick Gold Corp.

**Jacqueline Jones**, Yamana Gold Inc.

**Martin Juravsky**, Dundee Securities Corporation

**Jay Kellerman**, Stikeman Elliott LLP

**Scott Keyworth**, CIBC World Markets Inc.

**Quentin Markin**, Stikeman Elliott LLP

**Fred Pletcher**, Borden Ladner Gervais LLP

**Peter Roy**, Roy Elliott O'Connor LLP

**Kevin Thomson**, Davies Ward Phillips & Vineberg LLP

## VANCOUVER Speakers

**Brian Abraham**, Fraser Milner Casgrain LLP

**Cameron Belsher**, McCarthy Tétrault LLP

**Leon Botham**, Golder Associates Ltd.

**Michael Carroll Q.C.**, Davis LLP

**David Deisley**, Goldcorp Inc.

**Jonathan Drance**, Stikeman Elliott LLP

**John Elias**, Fasken Martineau DuMoulin LLP

**Caroline Findlay**, Blake Cassels & Graydon LLP

**Cory Kent**, Lang Michener LLP

**Christopher Lemon**, First Quantum Minerals Ltd.

**Gary Letcher**, Edwards, Kenny & Bray LLP

**Josh Lewis**, Fasken Martineau DuMoulin LLP

**Brooke Macdonald**, Skye Resources Inc.

**Fred Pletcher**, Borden Ladner Gervais LLP

**Douglas Powrie**, Thorsteinssons LLP

**Matthew Quinlan**, CIBC World Markets Inc.

**Murray Rankin, Q.C.**, Heenan Blaikie LLP

**Steve Swaffield**, Canaccord Adams Inc.

Lead Sponsor:



## Who Should Attend

- Mining lawyers in private practice
- Transactional, Securities, Environmental and Corporate/Commercial lawyers
- Financial Services Executives serving the mining industry
- Industry analysts
- In-house counsel in mining companies
- Senior operational and financial executives in mining companies
- Consulting engineers, accountants and others who advise the mining industry
- Government

Register Before  
February 16th and  
Save \$150.00!

See conditions inside.

# Program

The same topics will be addressed at each conference, although there will be adjustments to reflect differences in regional issues.

## DAY 1 • MONDAY

### 9:00 A.M. ▶ Raising Capital: Equity

- Preparing for a public offering
- Acquisition financing options
- Impact of technical reports on raising capital
- MJDS offerings
- Private placements – advantages and disadvantages
- Early exercise of warrants as a financing option

Toronto Faculty: **Mark Bennett** and **Andrea Fitzgerald**, Cassels Brock & Blackwell LLP

Vancouver Faculty: **Brian Abraham**, Fraser Milner Casgrain LLP

### 9:45 A.M. ▶ Mining Tax

- Exploration and development costs – write offs & tax credits
- Financing with flow-through shares
- Mining taxes
- Use of partnerships in mine development and operations
- Foreign structuring – exploration stage
- Foreign structuring – development & production
- Mergers and acquisitions

Toronto Faculty: **Michael Colborne**, Thorsteinssons LLP

Vancouver Faculty: **Douglas Powrie**, Thorsteinssons LLP

### 10:30 A.M. ▶ BREAK

### 10:50 A.M. ▶ Environmental Assessment and Mining Activities

- Triggers for Environmental Assessments
- Federal & Provincial Environmental Assessment Process
- Sustainability and Public Participation
- Comprehensive Studies
- Recent Environmental Assessment Decisions
- Red Chris Mine Decision

Toronto Faculty: **Rosalind Cooper**, Fasken Martineau DuMoulin LLP

Vancouver Faculty: **Caroline Findlay**, Blake Cassels & Graydon LLP

### 11:35 A.M. ▶ Confidentiality Agreements

- The common law duty of confidentiality in Canada. No agreement? Big problem
- Restricted use clauses and their broad interpretation in the IMA Exploration case
- Permitted use clauses and other foils to the restricted use clause. NovaWest Resources decision
- Area of exclusion clauses – how definite are their boundaries?
- Standstill provisions – a two-edged sword? Impact of the Sunrise REIT decision
- Practical guidance for “data pigs”

Toronto Faculty: **Fred Pletcher**, Borden Ladner Gervais LLP

Vancouver Faculty: **Fred Pletcher**, Borden Ladner Gervais LLP

### 12:20 P.M. ▶ LUNCH

### 1:35 P.M. ▶ Doing Business in Emerging Economies

- Foreign Mining Law Concerns
- Dealing with Political Risk in Emerging Economies
- Mining Transactions in Civil Code Jurisdictions
- Imposing North American Mining Standards in Countries with Emerging Economies
- Foreign Government Regulation
- Appropriate Business Structures

Toronto Faculty: **Erik Goldsilver**, Cassels Brock & Blackwell LLP – Chair

**Jacqueline Jones**, Vice President, Legal, General Counsel & Corporate Secretary, Yamana Gold Inc.

**Patrick Garver**, Executive Vice President & General Counsel, Barrick Gold Corp.

**Simon Fish**, Executive Vice President & General Counsel, Vale Inco Limited

Vancouver Faculty: **David Allman**, Edwards, Kenny & Bray LLP – Chair

**Christopher Lemon**, General Counsel & Corporate Secretary, First Quantum Minerals Ltd.

**David Deisley**, Vice President & General Counsel, Goldcorp Inc.

**Brooke Macdonald**, Vice President, Legal Affairs, Skye Resources Inc.

### 2:20 P.M. ▶ Mining & Aboriginal Peoples: the Case of Canada

- Aboriginal rights and aboriginal title: the constitutional dimension
- The duty to consult: theory and reality
- Recent implications to the mining industry: de facto veto?
- Accommodation and mining interests: examples of success and failure
- Environmental assessment: a vehicle?
- Doing business in a legal vacuum: Participation Agreements, Impact Benefit Agreements and mining ventures

Toronto Faculty: **Carmen Diges**, McMillan Binch Mendelsohn LLP

Vancouver Faculty: **Murray Rankin, Q.C.**, Heenan Blaikie LLP

### 3:05 P.M. ▶ BREAK

### 3:25 P.M. ▶ Disputes and Remedies

- Corporate Opportunities
- Fiduciary Duties – is there a “Bright Line” test?
- Shareholder Actions

Toronto Faculty: **Peter Roy**, Roy Elliott O’ Connor LLP

Vancouver Faculty: **Michael Carroll Q.C.**, Davis LLP

### 4:10 P.M. ▶ A Primer on Royalties

- Types of royalty interests
- The creation of a new royalty
- Buying and selling royalty interests
- Registering and securing a royalty interest

Toronto Faculty: **Quentin Markin**, Stikeman Elliott LLP

Vancouver Faculty: **Cory Kent**, Lang Michener LLP

### 4:55 P.M. ▶ DAY’S PROGRAM ENDS

## DAY 2 • TUESDAY

### 8:30 A.M. ▶ Mergers & Acquisitions

- Level of historical M&A activity in the mining industry
- Primary drivers/rationale for M&A activity in the mining sector
- Recent public equity market dynamics and its affects on M&A deals
- Outlook for M&A activity in the mining industry

Toronto Faculty: **Kevin Thomson**, Davies Ward Phillips & Vineberg LLP – Chair

**Martin Juravsky**, Managing Director, Head of Mergers & Acquisitions and COO, Dundee Securities Corporation

**Scott Keyworth**, Managing Director, Mergers & Acquisitions, CIBC World Markets Inc.

**Gordon Bell**, Managing Director, RBC Dominion Securities Inc.

Vancouver Faculty: **Cameron Belsher**, McCarthy Tétrault LLP – Chair

**Matthew Quinlan**, Executive Director, IB-Global Mining Group, CIBC World Markets Inc.

**Steve Swaffield**, Managing Director, Investment Banking, Canaccord Adams Inc.

### 9:30 A.M. ▶ Sustainability & CSR

- Environmental & Social Risks
- Compliance with Equator Principles and International Standards of Good Practice
- Case Studies & Practical Advice

Toronto Faculty: **Karen Clarke-Whistler**, Team Leader, Global Sustainability Services, Golder Associates Ltd.

Vancouver Faculty: **Leon Botham**, Associate, Senior Leader Mining, Golder Associates Ltd.

**Gary Letcher**, Edwards, Kenny & Bray LLP

### 10:05 A.M. ▶ BREAK

# Program

The same topics will be addressed at each conference, although there will be adjustments to reflect differences in regional issues.

## DAY 2 • TUESDAY *(continued)*

### 10:25 A.M. ▶ Resource and Reserve Committees: The Evolution of Corporate Governance for Mining Companies?

- Use of resource and reserve committees among public companies
- Rationale for the establishment of a resource and reserve committee
- Relationship of resource and reserve committees on corporate governance best practices
- Impact on director fiduciary duties and securities law liabilities
- Pros and cons of resource and reserve committees

Toronto Faculty: **Jay Kellerman**, Stikeman Elliott LLP

Vancouver Faculty: **Jonathan Drance**, Stikeman Elliott LLP

### 11:10 A.M. ▶ Joint Venture Agreements

- Use and Nature of Joint Venture Agreements
- Formation of a Mining Joint Venture
- Key Terms of Mining Joint Venture Agreements
- Determining Interests and Participation in the Joint Venture
- Dilution of Joint Venture Interest – before and after production decision
- Operators and Management of the Joint Venture

Toronto Faculty: **Brian Dominique**, Cassels Brock & Blackwell LLP

Vancouver Faculty: **Josh Lewis**, Fasken Martineau DuMoulin LLP

### 11:55 A.M. ▶ Raising Capital: Debt

- Types of mining debt finance
- Mining project finance risks – the lender's perspective
- Mining project finance issues – the borrower's perspective
- Key items in mining project finance loan documentation
- Mining finance security structures and considerations

Toronto Faculty: **John Elias**, Fasken Martineau DuMoulin LLP

Vancouver Faculty: **John Elias**, Fasken Martineau DuMoulin LLP

### 12:40 P.M. ▶ CONFERENCE CONCLUDES

This conference features a faculty of  
senior practitioners and executives  
with extensive hands-on experience

Our thanks to Golder Associates Ltd. for  
their generous support of this program



Check our website for the most up-to-date details: [www.mininglaw.ca](http://www.mininglaw.ca)

## Registration Information

### HOW TO REGISTER



**ONLINE**

[www.mininglaw.ca](http://www.mininglaw.ca)



**FAX**

+1 (866) 484-7407



**EMAIL**

[linda@mininglaw.ca](mailto:linda@mininglaw.ca)



**PHONE**

Linda McLachlan at (416) 367-5613



**MAIL**

Canadian Executive Forums, 1500 – 181 University Ave, Toronto Ontario M5H 3M7

### SPECIAL PRICING

- For **Early Bird Savings**, see below
- For **team education** see savings below

Register Early  
and Save Big!

	Regular Price	Early Bird Price * <i>(before February 16)</i>
Single Enrolment	\$1,495 + GST	\$1,345 + GST
Three (or more) person Enrolment **	\$1,295 + GST	\$1,295 + GST

\* Orders must be received by us, with payment, before midnight February 15, 2008

\*\* This discounted rate is only available if applied at the time you order, and your order must be accompanied by payment. This rate applies to the third or more persons registering from the same organization.

Your conference fee includes: All conference sessions, continental breakfast on both days, lunch on Day 1, refreshments at breaks, and access to conference materials on the secure website.

### PAYMENT

Payment is due before the conference and can be made using credit card or by cheque payable to Canadian Executive Forums.

### CONFERENCE VENUES

#### Toronto:

##### Hilton Toronto

145 Richmond Street West • Toronto, Ontario M5H 2L2

For reservations call: 1-800-267-2281. To get our special rate of \$205 plus taxes/night, mention: *Canadian Mining Law & Finance* conference, April 7-8, 2008

#### Vancouver:

##### Hyatt Regency Vancouver

655 Burrard Street • Vancouver, British Columbia V6C 2R7

For reservations call 1-800-233-1234. To get our special rate of \$199 plus taxes/night, mention: *Canadian Mining Law & Finance* conference, April 14-15, 2008

Note: Limited availability and these special rates only apply up to one month prior to the conferences: March 7 (Toronto) & March 14 (Vancouver)

### REFUNDS & CANCELLATIONS

You may cancel your registration in writing up to 15 business days before the conference and we will refund your registration fees less a \$100 administration fee. Thereafter, you may send a substitute from your organization. Please note that if you register for the conference and do not attend, you are liable for the full registration fee.

# Canadian Mining Law & Finance 2008

For mining lawyers, senior managers and financial executives, this conference will provide a comprehensive update on the key areas where legal issues can impact their financing, exploration and production activities.

TORONTO | April 7-8, 2008

VANCOUVER | April 14-15, 2008

## Registration Form

**Yes, please register me (us) for the April Conference "Canadian Mining Law & Finance 2008"**

Please indicate which conference you wish to attend:  Toronto – April 7-8, 2008  Vancouver – April 14-15, 2008

### YOUR INFORMATION

Your Name \_\_\_\_\_

Title \_\_\_\_\_

Organization Name \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Your Email \_\_\_\_\_

Phone ( ) \_\_\_\_\_

City \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_

For **additional registrants** and to claim the *Third Person Discount*, please photocopy this Registration Form, complete and remit.

Conference Registration Code \_\_\_\_\_

### PAYMENT METHOD **Payment is due before the conference.**

Please add 5% GST to all payment amounts (GST#869147249RT0001).

Total amount due = \$ \_\_\_\_\_

#### Payment by:

Cheque (Payable to Canadian Executive Forums)

Credit card  Amex  Visa  MC

Card # \_\_\_\_\_

Expiry Date \_\_\_\_\_ Security Code \_\_\_\_\_

Card Holder's Name \_\_\_\_\_

Signature \_\_\_\_\_

Your billing statement will show the amount paid to "DotCom Your Event"

Please note: If you have already provided this information by phone, fax or online, please do not return this form.



Canadian Executive Forums  
1500-181 University Avenue  
Toronto, Ontario M5H 3M7