

Canadian Mining Law & Finance 2010

New Opportunities & New Challenges

TORONTO | **May 13-14, 2010**

St. Andrew's Club & Conference Centre

VANCOUVER | **May 17-18, 2010**

Hyatt Regency

Coming out of the Recession, Canadian mining companies are looking at new opportunities and new challenges. Come and learn how the changed landscape will shape their activities in the coming year.

CONFERENCE Co-Chairs

David S. Allman – Edwards, Kenny & Bray LLP, *Conference Co-Chair*

Erik Goldsilver – Cassels Brock & Blackwell LLP, *Conference Co-Chair*

FACULTY

Toronto Speakers

Juli Abouchar – Willms & Shier Environmental Lawyers LLP

Chad Accursi – Cassels Brock & Blackwell LLP

Daniel Barclay, Managing Director, Head of Canadian M&A Mergers & Acquisitions Group – BMO Capital Markets

Manus Booysen – Webber Wentzel, South Africa

Brian C. Graves – McCarthy Tétrault LLP

Glenn Ives – Deloitte & Touche LLP

Christine Kaszycki, Assistant Deputy Minister, Mines and Minerals Division – Ministry of Northern Development, Mines and Forestry

Daphne J. MacKenzie – Stikeman Elliott LLP

Rick McCreary, Head of Global Mining and Managing Director, Investment Banking, Mining Group – CIBC World Markets Inc.

Michael N. Melanson – Fraser Milner Casgrain LLP

Wei Shao – Blake, Cassels & Graydon LLP

Kevin J. Thomson – Davies Ward Phillips & Vineberg LLP

Vancouver Speakers

Brian E. Abraham – Fraser Milner Casgrain LLP

Cameron G. Belsher – McCarthy Tétrault LLP

Manus Booysen – Webber Wentzel, South Africa

Leon C. Botham, Principal, Mining Sector Leader – Golder Associates Ltd.

Jonathan S. Drance – Stikeman Elliott LLP

David Farrell, Managing Director, Mergers & Acquisitions – Endeavour Financial

Pierre A. Gratton, President & CEO – Mining Association of British Columbia

Kevin Hisko – McCullough O'Connor Irwin LLP

Glenn Ives – Deloitte & Touche LLP

William R. LeClair, President & CEO – Crew Gold Corporation, United Kingdom

Gary A. Letcher – Edwards, Kenny & Bray LLP

Edward J. (Ted) McGurk, Vice President and Director – TD Securities

Murray Rankin, Q.C. – Heenan Blaikie LLP

Wei Shao – Blake, Cassels & Graydon LLP

Geoffrey M. Sherrott – Edwards, Kenny & Bray LLP

Roger R. Taplin – McCarthy Tétrault LLP

...with more to follow. Watch website for additions.

Special Price:
\$895
pp + tax

REASONS TO ATTEND

1. A time-efficient way to catch up on what's happening in this sector.
2. Meet senior lawyers and mining executives during the Day 1 Cocktail Reception.
3. Leading mining lawyers will share insights into changing mining markets and legal landscape.
4. The Chinese are becoming a significant player: what have we learned so far?
5. Hear first-hand about opportunities and obstacles in the booming African markets.
6. Understand the trends in the debt and equity markets, and the opportunities they present.
7. Understand the implications of the recent Red Chris Mine Supreme Court decision.

See www.mininglaw.ca
for regular updates & to register

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WHO SHOULD ATTEND

- Mining lawyers in private practice
- General counsel in Canadian mining companies
- Lawyers specializing in transactional work, securities and environmental law
- Investment bankers servicing the resources industries
- Executives with natural resources departments in provincial and federal levels of government

PROGRAM MATERIALS

All materials provided by speakers will be made available on the secure conference web site. Delegates will have access to the presentations from both cities.

CAN'T MAKE THE CONFERENCE?

If you can't make the conference you can purchase the materials and a recorded copy of the presentations. See back page for more details.

CLE Accreditation

Ontario – 11 hr
British Columbia – 7.5 hr
Quebec – 8 hr

PROGRAM

The same topics will be addressed at each conference, with the exception of the Day 1 session at 4:10 pm, which will be different in each city. There may be some differences in the material covered to reflect regional issues.

DAY 1

8:00 am ▶ Registration Opens

8:45 am ▶ Conference Begins –
Introductory Remarks by the Chairs

9:00 am ▶ Lessons from Recent Deals in the Canadian Mining Sector

Kevin J. Thomson – Davies Ward Phillips & Vineberg LLP (T)
Daniel Barclay, Managing Director, Head of Canadian M&A Mergers & Acquisitions Group – BMO Capital Markets
Rick McCreary, Head of Global Mining and Managing Director, Investment Banking, Mining Group – CIBC World Markets Inc.

Cameron G. Belsher – McCarthy Tétrault LLP (V)
David Farrell, Managing Director, Mergers & Acquisitions – Endeavour Financial
Edward J. (Ted) McGurk, Vice President and Director – TD Securities Inc.

- Unique features of key mining transactions since the start of 2009
- Factors driving continued consolidation
- Trends to look for over the next 12 months
- Implications of current credit markets to deal making strategies
- Pitfalls you may face in successful deal completion

10:00 am ▶ Future Opportunities for Debt Financing in the Mining Sector

Daphne J. MacKenzie – Stikeman Elliott LLP (T)
Jonathan S. Drance – Stikeman Elliott LLP (V)

In the immediate aftermath of the credit crisis, many debt financing opportunities for mining companies dried up. This presentation will highlight some current trends and opportunities in the debt capital markets now and in the coming year.

- Availability of credit
- Sources of debt capital
 - types of debt financing
 - “horses for courses”
- Terms of credit
- Common pitfalls in moving from term sheet to drawdown

10:50 am ▶ NETWORKING & REFRESHMENT BREAK

11:05 am ▶ Impact Benefit Agreements in Aboriginal Law

Juli Abouchar – Willms & Shier Environmental Lawyers LLP (T)
Murray Rankin, Q.C. – Heenan Blaikie LLP (V)

- 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

12:00 pm ▶ LUNCHEON

1:15 pm ▶ Equity Financing Trends for Junior & Intermediate Mining Companies

Chad Accursi – Cassels Brock & Blackwell LLP (T)
Geoffrey M. Sherrott – Edwards, Kenny & Bray LLP (V)

- Review of what's really happening in the markets
- Private Placements
 - marketing of the Offering
 - special warrants and subscription receipts
- Prospectus Offerings
 - Technical Report Requirements
 - significant acquisitions
 - marketing of the Offering
- Strategic Investments

DAY 1 (continued)**2:15 pm ▶ NETWORKING & REFRESHMENT BREAK****2:30 pm ▶ Due Diligence: What You Don't Find Out Will Hurt You**

Michael N. Melanson – Fraser Milner Casgrain LLP (T)
Brian E. Abraham – Fraser Milner Casgrain LLP (V)

With the ongoing merger mania, it is vital to understand the parties situation – both good, which is probably well known, and not so good, which can be quite subtle.

- Questions to ask
- Check lists you'll want to have
- Sample letters
- Privacy concerns
- Public records you should review

3:20 pm ▶ Tracking the Trends in Mining In Toronto

Glenn Ives – Deloitte & Touche LLP (T&V)

Volatility seems a mild word to apply to what has been happening in the mining sector over the last couple of years. Mining companies and their advisors need to understand the issues and the trends to effectively weather the storms. Trends to be examined include:

- Securing local supply
- Volatility in commodities currencies and costs
- Ramping up is harder than switching off
- The spread of sustainability

3:20 pm ▶ Environmental Assessment and Sustainability Update In Vancouver

Leon C. Botham, Principal, Mining Sector Leader – Golder Associates Ltd.
Pierre A. Gratton, President & CEO – Mining Association of British Columbia
Gary A. Letcher – Edwards, Kenny & Bray LLP

- After Red Chris (new impetus for meaningful harmonization)
- Furthering Sustainability Through an Efficient Process
- CSR performance and reporting
- Current Issues

4:10 pm ▶ Modernizing Ontario's Mining Act In Toronto

Christine Kaszycki, Assistant Deputy Minister, Mines and Minerals Division – Ministry of Northern Development, Mines and Forestry

Ontario's Mining Act has guided mineral exploration and mine development in Ontario for over one hundred years. Over its history, it has been amended to address new opportunities and challenges as they have arisen. The new provisions in Ontario's Mining Act respond to an evolving minerals sector and reflect the values of a modern Ontario, including:

- Incorporating aboriginal consultation in mining legislation and regulations
- Introducing a dispute-resolution process for aboriginal-related issues in mining
- Requiring awareness training to obtain a prospector's license
- Strengthening environmental considerations during mineral exploration
- Creating an efficient, made-in-Ontario map staking system
- Protecting the property rights of private land owners who do not own their mineral rights.

4:10 pm ▶ Tracking the Trends in Mining In Vancouver

Glenn Ives – Deloitte & Touche LLP (T&V)

See description above.

5:00 pm ▶ Concluding Remarks Day 1**5:00 – 6:00 pm ▶ COMPLIMENTARY NETWORKING RECEPTION – Drinks & Canapés in the Foyer****DAY 2****9:00 am ▶ Day 2 – Opening Remarks****9:05 am ▶ Lessons from Africa: Balancing the Risks & Opportunities**

Manus Booyesen – Webber Wentzel LLP, South Africa (T & V)
Kevin Hisko – McCullough O'Connor Irwin LLP (T & V)
William R. LeClair, President & CEO – Crew Gold Corporation, United Kingdom (V)

This session will address trends and major developments taking place in South, Central and West African countries, with the benefit of input from resident lawyers and senior executives with 'on the ground' experience in these jurisdictions. Topics they will cover include –

- Changing mining codes
- The new mining order in South Africa
 - The new mining law regime under the Mineral and Petroleum Resources Development Act, 2004.
- Review of changes in other key jurisdictions
- Mineral endowment
- Chinese and Indian economic growth
- Environmental issues
- Coping with political risk
- Access to capital requirements
- Black economic empowerment
- The 'Nationalization ghost'

10:15 am ▶ NETWORKING & REFRESHMENT BREAK**10:30 am ▶ International Joint Venture Agreements: There Be Dragons**

Brian C. Graves – McCarthy Tétrault LLP (T)
Roger R. Taplin – McCarthy Tétrault LLP (V)

The collapse of commodity and financial markets in 2008 has spurred greater innovation in deal making in the mining industry, for example many players are forming joint ventures on their international projects as an alternative means of raising finance, gaining technical expertise or mitigating political risk. Canadian companies continue to be at the forefront of this and other trends. This presentation will address some of the current trends and developments in international joint ventures:

- joint ventures with Chinese mining companies
- confidentiality: handle with care
- joint venture governance: who runs the show?
- form of the venture: what bucket do we put this in?
- when it all unravels: investment agreements and Bilateral Investment Treaties
- Canadian initiatives on social license: the good and the bad

11:25 am ▶ Chinese Investment and its Implications to Canadian Mining Companies

Wei Shao – Blake, Cassels & Graydon LLP (T+V)

2009 saw rapidly increasing Chinese investment and acquisitions in the Canadian mining industry. What does such increased interest and flow of investment mean to the Canadian mining companies? This presentation attempts to address the developments and related issues:

- trends and surge in the last 2 years
- Chinese players and their preferred forms and structure of investment
- Chinese policies and incentives with respect to outbound investment
- challenges for Chinese companies and their Canadian counterparts
- "Money is not the issue"

12:15 pm ▶ Concluding Remarks

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Quebec – 8 hr

REGISTRATION FORM

Please quote your **Personal Registration Code**



CAN BE RECYCLED

CONFERENCE REGISTRATION FEES

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Register and pay by May 1, 2010 and save the HST!

Yes, I would like to register for the **Toronto conference May 13-14** **Vancouver conference May 17-18**

No, I cannot attend but would like to purchase the materials and recording of the conference. Please bill me \$295 plus applicable taxes. I understand I will receive a CD of the materials and recordings within 1 month of the conference dates. The recordings will include all sessions that are recorded for both conferences.

Please provide the information requested below. We will invoice you for the correct registration fee plus tax.

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4 EASY WAYS TO REGISTER



ONLINE
– the best and easiest way

Go to www.mininglaw.ca and go to the "Registrations" tab.



EMAIL

Complete the **Registration Form** and email a PDF copy to mininglaw@cambridgeforums.com



FAX
Complete the **Registration Form** and fax it to **1-866-484-7407**



MAIL
Complete the **Registration Form** and mail it to:
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300-95 King Street East
Toronto, ON M5C 1G4

Questions? Contact Mike at (416) 703-1577 x223 or email us at mininglaw@cambridgeforums.com

ADMINISTRATIVE DETAILS

Hotel Reservations

For the **Vancouver conference**, a block of rooms is being held at the conference hotel, the Hyatt Regency Vancouver Hotel, at the group rate of \$199 per night plus taxes. For reservations call: +1 (888) 421-1442. Please advise them you are with the Canadian Mining Law & Finance Conference to qualify.

Conference Venues

St. Andrew's Club & Conference Centre
150 King Street West, 27th Floor
Toronto, Ontario M5H 1J9

Hyatt Regency Vancouver
655 Burrard Street
Vancouver, British Columbia V6C 2R7

Conference Fee Covers

Your conference fee includes all conference sessions, continental breakfast and working lunch on the first day, refreshments and access to all conference materials for both conferences on the secure website.

Payment Policy

Your registration is not confirmed until payment is received. Payment must be received in full by the conference date.

Cancellation & Refund Policy

If you cancel your registration in writing at least 3 weeks before the conference, we will refund your registration fee minus a 20% service charge. 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.