

Applicable toward CPD Requirement

September 16 & 17, 2014, Toronto

2nd Securities Compliance for Mining

Expert advice from leading securities professionals in the mining sector

Workshop Included: Assessing Your Compliance Program and Identifying Its Weaknesses

Two-Day Event!



Course Leader
Andrea FitzGerald,
Cassels Brock & Blackwell LLP



Course Leader
Robert Spiegel,
Stikeman
Keeley Spiegel
Pasternack LLP



Jennifer Boyle,
Satori
Resources Inc.



Peter M. Clausi,
GTA Resources
and Mining Inc.



Jeff Klam,
Besra Gold Inc.



Heather Laxton,
Kirkland Lake
Gold Inc.



Lincoln
Greenidge,
Enirgi Group
Corporation



Brian Ludmer,
Ludmer Law



Kathleen
Ritchie,
Gowling Lafleur
Henderson LLP



Adam Segal,
Sherritt
International
Corporation



Mark Wheeler,
Borden Ladner
Gervais LLP

participating organizations

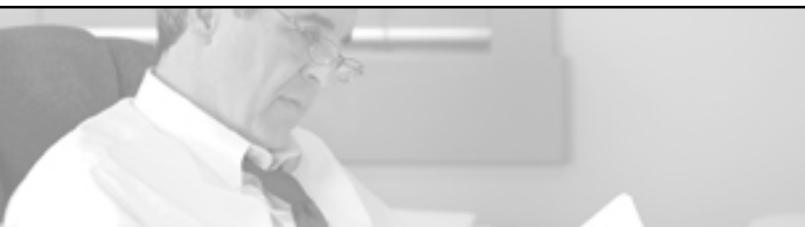
Besra Gold Inc.
Borden Ladner Gervais LLP
Cassels Brock & Blackwell LLP
Enirgi Group Corporation
Gowling Lafleur Henderson LLP
GTA Resources and Mining Inc.
Kirkland Lake Gold Inc.
Ludmer Law
Satori Resources Inc.
Sherritt International Corporation
Stikeman Keeley Spiegel Pasternack LLP

who should attend

Mining Sector In-House Counsel, Corporate Secretaries, VPs & Directors in Finance & Compliance, CFOs, Controllers, Auditors; Regulators, Securities Executives, Dealers, Underwriters, Issuers; Lawyers

course highlights

- Learn the latest on disclosing material changes to mineral resources and reserves
- Explore NI 43-101 and get practical tips for achieving compliance
- Examine key securities compliance and disclosure issues in the context of M&A transactions in the mining industry
- Uncover best practices for meeting your timely disclosure obligations
- Review NI 43-101 Technical Reports and effective practices for maintaining current and compliant technical report disclosure
- Examine aspects of accounting under the significant IFRS standards relevant to mining industry
- Review issues concerning the impairment of exploration & evaluation, development and production assets
- Develop the skills to create and critically evaluate MD&A.
- See how accounting and reporting changes transitioning from E&E to production
- Get tips on assessing your compliance program and identifying its weaknesses



COURSE LEADERS

ANDREA FITZGERALD

Andrea FitzGerald is a Partner at **Cassels Brock & Blackwell LLP**. She practices in the area of corporate and securities law with an emphasis on corporate finance and M&As. She has extensive experience representing Canadian and international mining companies in domestic and cross-border public offerings, private placements, business combinations, take-over bids and stock exchange listings.

ROBERT SPIEGEL

Robert Spiegel is a Partner at **Stikeman Keeley Spiegel Pasternack LLP**. He has specialized in securities financings for issuers and underwriters, mining law and regulatory compliance. He is also President and CEO of NSR Resources Inc. and Tintina Mines Limited, where he has served as a member of the board of directors and counsel since 2002.

JENNIFER BOYLE

Jennifer Boyle is Chief Executive Officer at **Satori Resources Inc.** She is a former practicing securities lawyer who has played a key role in founding, co-founding, organizing, re-structuring, financing and selling/acquiring various mining projects and companies globally.

PETER M. CLAUSI

Peter M. Clausi is Vice-President, Corporate Affairs and General Counsel at **GTA Resources and Mining Inc.** He has over 20 years of corporate finance, shareholder protection and compliance experience. He is a member of Baja Mining's Audit Committee.

JEFF KLAM

Jeff Klam is General Counsel at **Besra Gold Inc.**

HEATHER LAXTON

Heather Laxton is Corporate Secretary at **Kirkland Lake Gold Inc.** She has over 17 years of corporate governance, corporate secretarial and securities regulation experience with a focus on the resource sector. She has served in several executive roles for junior and mid-tier mining companies.

BRIAN LUDMER

Brian Ludmer is Principal at **Ludmer Law**. His experience includes M&As, corporate commercial, securities law, internal control, compliance, certification and corporate governance matters.

KATHLEEN RITCHIE

Kathleen Ritchie is a Partner at **Gowling Lafleur Henderson LLP**. She practices securities and corporate law. During the past four years, she has acted as lead counsel to a leading gold royalty and streaming company

ADAM SEGAL

Adam Segal is the Associate General Counsel and Assistant Corporate Secretary of **Sherritt International Corporation**, which has operations in Canada, Cuba and Madagascar.

MARK WHEELER

Mark Wheeler is a Partner at **Borden Ladner Gervais LLP**. He focuses on mining and mineral exploration and development companies, corporate and securities work for non-mining issuers, and registered dealers primarily in mining-related offerings.

CO-LECTURERS

LINCOLN GREENIDGE

Lincoln Greenidge is Vice President, Finance and Controller at **Enirgi Group Corporation**, and he was formerly with Hudbay Minerals.

COURSE PROGRAM

DISCLOSING MATERIAL CHANGES TO MINERAL RESOURCES AND RESERVES

This session will explore the considerations and requirements surrounding the public disclosure of material changes in mineral resources or mineral reserves by reporting mining issuers.

- Factors to consider: your public disclosure obligations
- The distinction between material change vs. material fact
- What constitutes a material change to mineral resources or mineral reserves
- Material change report requirements
- Requirements in connection with standards of disclosure for mineral projects

NI 43-101: HOW TO APPLY THE NI 43-101 RULES TO MINING TECHNICAL DISCLOSURE PRACTICES

The CSA implemented the new version of National Instrument 43-101 Standards of Disclosure for Mineral Projects in 2011 to make compliance less costly for issuers through improved flexibility and relaxing certain provisions. This session will review the requirements of NI 43-101 and will provide practical tips for achieving compliance.

- Best practices: complying with NI 43-101 disclosure obligations
- Relying on technical reports filed by other companies
- Communicating to investors the meaning of information disclosed
- Establishing an internal compliance program
- Website and third party disclosure considerations for resource issuers



While nothing compares to the experience of attending the live event, with its enhanced networking opportunities and direct contact with leading experts, for those unable to attend in person FP provides a convenient option to still benefit from this unsurpassed learning experience:

FP's live interactive Webcasts allow you to actively participate in events, from downloading all material distributed by lecturers to asking speakers questions.

- This program can be applied towards 9 of the 12 hours of annual Continuing Professional Development (CPD) required by the Law Society of Upper Canada. Please note that these CPD hours are not accredited for the New Member Requirement.
- For Alberta lawyers, consider including this course as a CPD learning activity in your mandatory annual Continuing Professional Development Plan as required by the Law Society of Alberta.
- Attendance at this course can be reported as 10 hours of Continuing Professional Development (CPD) to the Law Society of B.C.
- The Barreau du Québec automatically accredits training activities held outside the Province of Quebec and accredited by another Law Society which has adopted MCLE for its members

This program has been approved for 9 Continuing Professional Development (CPD) hours by HRP (HRP™)



MEETING YOUR TIMELY DISCLOSURE OBLIGATIONS

Mining companies face unique disclosure challenges and stock exchange listing requirements. These challenges are heightened for mining companies that operate in multiple jurisdictions and emerging markets. This session will focus on disclosure obligations with an emphasis on ensuring timely disclosure.

- Timely disclosure obligations applicable to mining companies
- Disclosure standards of the TSX / TSX Venture
- How to ensure that disclosure is timely: lessons learned from regulatory authorities
- Rules relating to confidential disclosure

THE PRESS RELEASE: ISSUES, TRAPS & TIPS

The press release disclosing the results of an NI 43-101 report is fundamental to supporting a company's disclosure about its material mineral projects. This key disclosure document is under increased scrutiny from securities regulators. This practical session will take a hands-on approach to crafting an effective and compliant press release.

- What must be in the press release
- What must not be in the press release
- Common deficiencies and how to fix them
- Specific hot topic issues

CONTINUOUS DISCLOSURE AND RECENT REGULATORY DEVELOPMENTS: DISCLOSURE GUIDELINES AS APPLIED TO MINING SECTOR

Canadian securities regulatory authorities have dramatically enhanced scrutiny of, and pursued enforcement measures related to continuous disclosure for mining companies. This session will examine the disclosure guidelines as applied to the mining sector to help ensure compliance and reduce liability.

- Determining when a disclosure obligation exists
- Common deficiencies in disclosure documents for mining companies
- Guidance, outlook and earnings: forward-looking disclosure
- Regulatory review of non-compliant disclosure
- Statutory civil liability related to misrepresentations and timely disclosure

MD&A FOR MINING COMPANIES

Securities regulators and investors are emphasizing the importance of effective MD&As, providing essential information to investors. This emphasis makes it all the more important to have the skills to make MD&As a key component of a mining company's continuous reporting function. This session details how to develop the skills to create and critically evaluate MD&A.

- Goals of proper MD&A disclosure
- Areas most scrutinized by the ASC, OSC and SEC
- Consequences of a poor MD&A
- Common deficiencies in mining company MD&As
- IFRS requirements for MD&A

PUBLIC MINING COMPANY DIRECTORS' AND OFFICERS' DUTIES

Directors and officers have rarely faced such a deep and widespread erosion of public trust. This loss of trust has resulted in a push for increased regulation and liability for directors and officers, while activist shareholders seek to exercise greater influence over corporate governance. This session will examine directors' and officers' duties, responsibilities and potential areas of liability.

- Duties of directors and officers with regards to securities compliance
- Director and officer liability for lack of compliance
- Successfully integrating risk management into a governance structure
- Developing effective board and management processes

BOARD DIVERSITY: PROPOSED AMENDMENTS TO FORM 58-101F1 CORPORATE GOVERNANCE DISCLOSURE

To foster increased gender diversity on corporate boards, in January 2014, the OSC published for comment proposed amendments to the existing governance disclosure rules contained in National Instrument 58-101F1 that would require public companies to provide disclosure regarding the representation of women on their boards and in executive officer positions. This session will look at this issue and its impact for mining companies.

- Overview of proposed disclosure requirements
- Director term limits
- Policies regarding the representation of women on the board
- Boards or nominating committees consideration of representation of women in the director identification and selection process
- Issuers consideration of the representation of women in executive officer positions when making executive officer appointments
- Targets regarding the representation of women on the board and in executive officer positions
- Number of women on the board and in executive officer positions

ESSENTIAL M&A DISCLOSURE FOR MINING

When is it timely and appropriate to disclose information concerning M&A transactions? Is it after the CEO has had preliminary discussions with a prospective target? Is it once there is a proposal on paper? And once the discussions really get underway, how should disclosure be managed? This session examines key securities compliance and disclosure issues in the context of M&A transactions in the mining industry.

- Disclosure provisions in letters of intent and offers to purchase
- Non-disclosure of confidential aspects of the transaction
- Management of insiders in M&A transactions
- Developing compliance checklists/guidelines
- Handling speculation and rumours
- When to disclose
- General securities law compliance in connection with M&A transactions

WORKSHOP

ASSESSING YOUR COMPLIANCE PROGRAM AND IDENTIFYING ITS WEAKNESSES

With regulators increasing their enforcement of securities regulations and the sheer number of new regulations, there has never been a better time to assess your corporate compliance program to determine if it is up to scratch. This workshop outlines how to begin the process of taking a second look at your compliance program.

- Building a solid foundation
- Role of the board and committees
- Operations assessment
- Identifying risks
- Internal controls and investor relations

PROCEEDINGS

The "Proceedings" is your Web repository of learning resources for this event. It includes:

- the recording of the lectures at the forthcoming event itself, including documentation, slides and audio-visual;
- 25 or more carefully selected additional lectures (below), which are intended as a recommended enrichment of the course content, with many additional topics covered.

The price of the Proceedings (one user licence) is \$299 if you are attending in person or by Webcast; or \$799 otherwise.

Disclosure Guidelines as Applied to Mining Sector

Michael Partridge
Goodmans LLP

Essential M&A Disclosure for Mining

Howard Burshtein
Baker & McKenzie LLP

Meeting Your Timely Disclosure Obligations

Richard J. Steinberg
Fasken Martineau DuMoulin LLP

Website & Third Party Disclosure

Flora Wood
Essar Steel Algoma Inc.

Impairment of E&E, Development, and Production Assets

John S. Cochrane
Raymond Chabot Grant Thornton

Public Mining Company Executives and Director's Duties

Lisa Koverko
Heenan Blaikie LLP

Transitioning From E&E to Production: How Accounting and Reporting Changes at Each Stage

Alasdair J. Federico
Lake Shore Gold Corp.

Using Joint Ventures & Strategic Alliance Strategies to Further Mining Projects

Carmen Diges
Miller Thomson LLP

Debt Financing for Mining Companies

Eric Belli-Bivar
Davis LLP

Commodity Streaming for Mining Companies

Marlin Horst
Cassels Brock & Blackwell LLP

Equity Financing Trends

Tim Babcock
TSX Venture Exchange

Sourcing the Chinese Market

Richard B. Miner
McCarthy Tétrault LLP

Capital Raising for M&A and General Growth-Shifting Patterns and New Creative Approaches

Sean Samson
First Nickel Inc.

IPOs: Identifying Capital Raising Opportunities Across Global Stock Markets

Charles L.K. Higgins
Fasken Martineau DuMoulin LLP

Surviving the Mining Crisis

Robert Mason
Norton Rose Canada LLP

The Role of Counsel in Ensuring and Promoting Compliance

Jonathan S. Drance
Stikeman Elliott LLP

Securities Compliance During a Takeover Bid

Fred R. Pletcher
Borden Ladner Gervais LLP

Practices for Avoiding & Prevailing in Litigation

Teresa M. Tomchak
Farris Vaughan Wills and Murphy LLP

Shareholder Activism: Motivations, Tools and Current Issues

Steven McKoen
Blake, Cassels & Graydon LLP

Internal Controls & Audit Committee Best Practices

Jeffrey A. Read
Borden Ladner Gervais LLP

Embedding Compliance Within the Corporate Culture

Marion V. Shaw
Bull, Housser & Tupper LLP

Integrated Reporting

Shayne Gregg
Deloitte & Touche LLP

Continuous Disclosure: Key Regulatory Issues

Larissa M. Streu
British Columbia Securities Commission

Developing an Effective Whistle-Blowing System

Donna M. Moroney
Wiklow Corporate Services Inc.

Managing a Cross-Border Securities Compliance Program

Peter Roth
Farris, Vaughan, Wills & Murphy LLP

Registration: To reserve your place, call Federated Press toll-free at 1-800-363-0722. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the registration form. Places are limited. Your reservation will be confirmed before the course.

Location: Courtyard by Marriott Downtown Toronto, 475 Yonge Street, Toronto, ON, M4Y 1X7

Conditions: Registration covers attendance for one person, the supplementary course material as described in this document, lunch on both days, morning coffee on both days and refreshments during all breaks. The proceedings of the course will be captured on audio or video.

Time: This course is a two-day event. Registration begins at 8:00 a.m. The morning sessions start promptly at 9:00. The second day ends at 5:00 p.m.

Cancellation: Please note that non-attendance at the course does not entitle the registrant to a refund. In the event that a registrant becomes unable to attend following the deadline for cancellation, a substitute attendee may be delegated. Please notify Federated Press of any changes as soon as possible. Federated Press assumes no liability for changes in program content or speakers. A full refund of the attendance fee less 15% administration fee will be provided upon cancellation in writing received prior to September 2, 2014. No refunds will be issued after this date.

Discounts: Federated Press has special team discounts. Groups of 3 or more from the same organization receive 15%. For larger groups please call.

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