

# THE OSGOODE CERTIFICATE IN MINING LAW

“Very pleased with instructors and course content.”

2023 Participant

Drill down and extract the skills and knowledge you need to succeed in mining.

Join a multidisciplinary faculty addressing critical legal issues and providing you with the practical tools you need on essential topics, including:

- Strategies for navigating the mining industry and the various legal methods for acquiring and securing mineral rights
- Practical approaches to negotiating and drafting mining agreements
- How to deal with the legal and business risks and challenges of the mining industry
- Building a skillset to handle issues involving mineral rights, ESG, Indigenous consultation, NI 43-101 disclosure requirements, human rights, and more

## PROGRAM DIRECTORS

**Carole Gilbert**  
Director, Global Legal, WSP

**Ann Watterworth**  
Cassels Brock & Blackwell LLP

## REGISTRATION DETAILS

April 9, 16, 23, 30, May 7, 2024:  
Online (Live)

**Can't make the date?**  
*Registration includes 120-day unlimited, online access to the recorded program.*

Register today at:  
[osgoodepd.ca/  
mining-law](https://osgoodepd.ca/mining-law)

# The Osgoode Certificate in Mining Law

*Now in its 9<sup>th</sup> year, the Osgoode Certificate in Mining Law delivers an expert faculty to explore all phases of mining activity. You will come away with practical legal knowledge and tools you can use to help your clients and organization successfully navigate this challenging industry.*

The mining business raises complex ownership, regulatory, contractual, environmental and community issues. If you are involved in this industry, you need to understand the legal and business risks associated with this dynamic sector.

This unique Osgoode Certificate is designed for mining lawyers, industry professionals and executives that want to unearth knowledge, strategies and tactics that they can use immediately to minimize risk and better meet the needs of their clients and companies.

The mining industry has faced numerous cycles in the past and looks for efficient ways to deliver the vital raw materials while facing important environmental and societal challenges. Explore topics related to ESG, HR issues in mining, how to finance mining projects, working with Indigenous communities, and more throughout the program.

Learn from an expert faculty of lawyers, geologists, regulators, financiers, consultants and business executives, from private practice and industry, and get the practical tools you need to manage these complex and everchanging challenges.

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***This program is worth its weight in gold.***



## Topics Include:

- Fundamentals of mining and the mining industry
- Framework for understanding mineral rights
- Occupational health and safety legal issues in mining
- Unique human resources issues in mining operations
- Types of mining agreements and business structures, and necessary considerations
- Key issues in mining taxation
- Resource revenue transparency: what you need to know
- Types and sources of financing for mining projects
- Standards of disclosure for mineral projects
- Legal issues and challenges with environmental permitting
- The impact of Aboriginal and Indigenous law on mining
- Best practices for working with Indigenous communities
- Impact and Benefit Agreement structures and legal issues
- Climate change and sustainability in mining today
- Corporate governance in mining
- Anti-corruption legislation and policies and the reach of governments in enforcement
- Reducing exposure to international human rights violations

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## Who Should Attend

- Mining lawyers in private practice
- In-house counsel at mining companies
- Corporate/commercial, securities, environmental, energy/natural resources lawyers
- Lawyers who advise Indigenous communities on mining-related issues
- Senior executives in mining companies
- Mining engineers
- Geologists
- Securities/stock market regulators/officials
- Representatives from natural resources departments in provincial and federal governments
- Financial officers and accountants in mining industry

Drawing on the expertise and experience of lawyers, geologists, regulators, financiers, consultants and business executives, from private practice and industry, including:

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## Program Faculty

**Julie Abouchar**

Partner, Willms & Shier Environmental Lawyers LLP

**Luc Arsenault**

Senior Manager, TMX Group

**Eva Bellissimo**

Partner, McCarthy Tétrault LLP

**Nelson Bodnarchuk**

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**Michael J. Bourassa**

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**Carissa Browning**

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**Jennifer Campbell**

Partner, Fogler Rubinoff LLP

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**Michael Colborne**

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Partner, Cassels Brock & Blackwell LLP

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Vice President, Commercial, Dundee Precious Metals Inc.

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Senior Principal Geotechnical Engineer, Mining Division, WSP

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**Fred Pletcher**

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**Michael Sabusco**

Partner, Dentons

**Lawrence Devon Smith**

Principal, Mineral Economics, Lawrence Devon Smith & Associates

**Amanda Spitzig**

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**Craig Waldie, P. Geo**

Senior Geologist, Corporate Finance, Ontario Securities Commission

**Ann Watterworth**

Partner, Cassels Brock & Blackwell LLP

**Patrick Sean Wells**

Technical Excellence and Innovation Lead, Mine Waste, WSP

**Gina Wesley**

Economic Development Director, Lac Seul First Nation

**Richard Wong**

Partner, Osler, Hoskin & Harcourt LLP

# Agenda

## MODULE 1

April 9, 2024: 9:00 a.m. – 4:30 p.m. ET

### 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

### Framework for Understanding Mineral Rights

- Constitutional frameworks
  - Proprietary rights and regulatory jurisdiction
  - Indigenous rights
  - Common law and civil law
- Mineral property ownership and regulation
- Surface vs. mineral tenure/surface access
- Leasehold and other operating interests from mineral owner

### Occupational Health and Safety Legal Issues in Mining

Overview of essential laws and issues in Occupational Health and Safety in mining operations and risk management

### Unique Human Resources Issues in Mining Operations

- International hiring and placements, multiple jurisdictions
- Community economic benefits
- Camp Issues: including scheduling, capacity planning, gender differences, and keeping employees engaged

- Critical policies: including substance abuse, testing, harassment, bullying
- Managing diversity and inclusion in hiring, promoting and retaining employees

## MODULE 2

April 16, 2024: 9:00 a.m. – 4:15 p.m. ET

### Preliminary Agreements and Acquisition Agreements

- Common forms
- Requirements for binding agreements
- Drafting considerations
- Sale and purchase agreements

### Corporate M&A in Mining

- Opportunity for public M&A in the mining sector
- Legal framework and how corporate M&A deals are initiated
- Nature of the transaction: hostile vs. friendly
- Process and stages of M&A transactions
- Transaction structures: plans of arrangement, take-over bids & amalgamations
- Negotiating the deal and the typical agreements
- Consents & approvals & public disclosure & filings
- Key considerations in the mining context

### Development, Construction, Operating and Service Agreements: Procurement and Contracting Issues

- Construction agreements and other mining agreements
- Procurement and negotiating agreements
- EPCM arrangements: challenges and solutions
- Mining infrastructure challenges

### Mining Taxation

- Overview of Canadian mining tax regime
- Capital gains and utilization of losses
- Deductions, allowances and credits

- Structuring businesses and investments
- Provincial taxes
- International issues
- Flow-through financings

## MODULE 3

April 23, 2024: 9:00 a.m. – 4:45 p.m. ET

### Financing Mining Projects

- Types and sources of financing overview: strategic partners; corporate finance
- Risk management
- Hedging: (e.g. metals, currency, electricity)
  - What is it?
  - Pros and cons
- Project financing - secured financing of mining projects
  - Security required over the assets
  - Integration into operations

### Mining Project Joint Venture and Shareholder Agreements

- Different types of joint venture related agreements and considerations when choosing a structure
- Understanding core issues when forming a joint venture
- Regional trends

### Royalty Agreements and Streaming Transactions

Overview of royalty and streaming transactions, including key considerations for purchasers and sellers

### Smelting, Refining, Product Sales and Off-Take Agreements

Understanding different agreements in the mining sector and practical considerations

### Standard 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
- CIM Best Practice Guidelines
  - Exploration
  - Estimation of mineral resources and mineral reserves
- NI 43-101 – Disclosure pitfalls and case studies
- Forward looking information
- Website disclosure
- Technical reports – basics, disclosure pitfalls and case studies
- Corporate governance – technical oversight

## MODULE 4

April 30, 2024: 9:00 a.m. – 4:30 p.m. ET

### Environmental Permitting

- Regulatory framework/legislation
- Process
- Relevant issues and considerations
- Typical grounds for legal challenge

### Introduction to Aboriginal and Indigenous Law

- How Canadian law developed from colonialism
- Expected developments in Canadian law in an era of decolonialization
- How legal developments of decolonialization are likely to impact industry
- UNDRIP (FPIC) and what it means for the mining sector
- Consultation and the assessment of impacts on Indigenous rights (Yahey decision)
- Exploration agreements and IBAs: key developments

### The Role of Impact and Benefit Agreements

- IBA structures and legal issues
- Duty to consult or obligations to conclude an IBA (unceded land vs. provincial/federal treaties)

- Practical considerations in negotiations with Indigenous peoples
- Importance of building relationships

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

- Legal aspects of dealing with Indigenous groups
- Scope of the Crown's duty to consult
- Indigenous concerns in exploration activities and the value of consultation and cooperation
- What is the role of the private sector in entering into private arrangements with Indigenous groups?
- Drafting and negotiating engagement and preliminary deal agreements
- Exploration Agreements under the *Ontario Mining Act* and *Far North Planning Act*
- 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
- Case study - Nevsun - domestic liability for foreign operations

## MODULE 5

May 7, 2024: 9:00 a.m. – 4:30 p.m. ET

### Sustainability

- Defining Sustainability
- 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

- Managing climate risks
- Climate-related disclosures
- Physical challenges on operations

### Corporate Governance in Mining

- How mining companies use policies and controls to inform business decisions, comply with the law, and meet obligations to stakeholders
- Risk of reputational harm and loss of trust
- Greenwashing and disclosure issues

### Tailings Management – Compliance and Risk

- What are tailings and tailings storage facilities?
- Regulatory and design guidance
- Risks of tailings incidents

### 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 Indigenous entities
- Comparison to other jurisdictions
- Use of the data by NGOs and others

# Registration Details

**Fee per Delegate: \$4,495 + TAX**

**Newly Licensed\*: \$2,247.50 + TAX**

*\*This fee applies to newly licensed regulated professionals within the past 2 years*

Fees include online attendance, electronic materials, and technical support. Group discounts are available. Visit [www.osgoodepd.ca/group-discounts](http://www.osgoodepd.ca/group-discounts) for details.

## Financial Assistance

This program is eligible for OSAP funding. Federal and provincial job grants may be available. You may also apply for financial assistance with OsgoodePD. To learn more, visit: [www.osgoodepd.ca/financial-assistance](http://www.osgoodepd.ca/financial-assistance).

## Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

## Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 21 days prior to the program date. If a cancellation request is made with less than 21 days notice, a \$150 administration fee will apply. No other refund is available.

## For Further Program-Related Information, Please Contact:

Elise Parr, Program Lawyer at [eparr@osgoode.yorku.ca](mailto:eparr@osgoode.yorku.ca)

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## Certificate of Program Completion


You will receive a certificate upon completion of **The Osgoode Certificate in Mining Law**. Participants must view all modules, either live or by watching the recorded archive, and satisfactorily pass a take-home exam to receive a certificate.

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## Register today at:

[osgoodepd.ca/mining-law](http://osgoodepd.ca/mining-law)

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## Past Participants say it best...

*“I enjoyed the valuable sharing experience by hands-on experts.”*

*“In my position handling agreements and asset rights, these topics were educating for me and will benefit my daily job responsibilities.”*

*“Very thorough and wide range of topics discussed.”*

*“Valuable and comprehensive information on royalties, streams and NI 43-101.”*

*“Excellent structure, serious knowledgeable presenters, very good overview of the issues.”*