Securities Compliance for Mining

Expert advice from leading securities professionals in the mining sector

Workshop Included: Assessing Your Compliance Program and Identifying Its Weaknesses

participating organizations

| Baker & McKenzie LLP        | HudBay Minerals Inc.          |
| Borden Ladner Gervais LLP   | Lake Shore Gold Corp.         |
| Cassels Brock & Blackwell LLP | NSR Resources Inc.            |
| Fasken Martineau DuMoulin LLP | Raymond Chabot Grant Thornton |
| Goodmans LLP                | Sherritt International Corporation |
| Heenan Blaikie 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
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, including:

- Factors to consider when determining materiality for the purposes of your public disclosure obligations
- The distinction between “material change” vs. “material fact”
- What constitutes a “material change” to mineral resources
- Requirements for the filing of a material change report
- 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. This new NI 43-101 attempted to make compliance less costly for issuers through improved flexibility and relaxing certain provisions. This session will explore NI 43-101 and will provide practical tips for achieving compliance.

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

SUPPLEMENTARY COURSE MATERIAL

Federated Press is now providing delegates with access to an innovative new database containing at least 25 interactive multimedia presentations by leading experts including approximately 20 hours of lectures on the topics covered by this course, including all slides and speakers’ papers. See the list of presentations on page 4.

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.
COURSE PROGRAM

ESSENTIAL M&A DISCLOSURE FOR MINING

Those responsible for securities compliance must consider various issues related to disclosure. This session examines key securities compliance and disclosure issues in the context of M&A transactions in the mining industry, including:

- 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

MEETING YOUR TIMELY DISCLOSURE OBLIGATIONS

Mining companies face unique disclosure challenges under securities laws and stock exchange listing requirements. 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 courts & regulatory authorities
- Rules relating to confidential disclosure

NI 43-101 TECHNICAL REPORTS: ISSUES, TRAPS & TIPS

Technical reports are fundamental to supporting a company’s disclosure about its material mineral projects. These key disclosure documents are under increased scrutiny from securities regulators. This session will look at best practices for maintaining current and compliant technical report disclosure.

- Issues that can trigger technical report obligations
- Easy fixes to common deficiencies
- Substantive review and best practices
- Specific hot topic issues

NATURAL RESOURCE ACCOUNTING: STRATEGIES FOR MEETING IFRS STANDARDS

Canadian mining industry faced some unique challenges in interpreting and applying the new standards that came with the adoption of IFRS. This session will examine aspects of accounting under the significant IFRS standards relevant to mining industry.

- Consolidation standards: IFRS 10 and 12
- Understanding IFRS 11- Joint Arrangements
- IFRS 3 - Accounting for business combination vs. asset acquisition
- IAS 36 - Impairment of non-financial assets
- Farm in/farm out accounting arrangements
- IFRIC 20- Stripping Costs in Production Phase

CONTINUOUS DISCLOSURE AND REGULATORY DEVELOPMENTS

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.

- 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

IMPAIRMENT OF E&E, DEVELOPMENT AND PRODUCTION ASSETS

This session will review issues concerning the impairment of explanation & evaluation, development and production assets.

- Key definitions and scope under IFRS 6 and IAS 36
- Indicators of impairment
- Impairment testing
- Key considerations for explanation & evaluation expenditure
- Key assumptions underlying impairment calculations

MD&A FOR MINING COMPANIES

Securities regulators and investors are emphasizing the importance of effective MD&As, providing essential information to investors. 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

MINING COMPANY EXECUTIVES AND DIRECTORS’ DUTIES

Loss of public trust has resulted in a push for increased regulation and liability for directors, while activist shareholders seek to exercise greater influence over corporate governance. This session will examine directors’ duties, responsibilities and potential areas of liability.

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

TRANSITIONING FROM E&E TO PRODUCTION

The transition from exploration and evaluation to development and production necessitates a dramatic change in accounting standards and reporting requirements. This session will explore how accounting and reporting changes at each stage.

- Reporting compliance required when making the transition from EE to production
- Determining when accounting standards change
- Transitioning under IFRS 6
- Practical steps in making the transition from an accounting and reporting perspective

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
MULTIMEDIA

Your registration includes an interactive multimedia CD-ROM comprising the following presentations from recent Federated Press courses and conferences.

For an additional $175 to the registration fee, you can receive the multimedia proceedings of this course on CD-ROM, containing all presentations given at this event. If not registered for the event, the cost of this CD, is $599.

To receive the presentations described below as well as the presentations given at the event, the cost is $799.00.

registration form. Places are limited. Your reservation will be confirmed before the course. In Toronto, call (416) 665-6868 or fax to (416) 665-7733. Then mail your payment along with the

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. Multimedia proceedings with all slides and handouts can be purchased separately on a CD-ROM which will also include the course material.

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 4:00 p.m.

CANCELLATION:
Please note that non-attendance at the course does not entitle the registrant to reserve your place, call Federated Press toll-free at 1-800-363-0722.

Registration costs:

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<th>Description</th>
<th>Cost</th>
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<tr>
<td>COURSE</td>
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<td>COURSE + PROCEEDINGS CD-ROM</td>
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NOTE: Please add 13% HST to all prices.

Proceedings CD-ROM will be available 30 days after the course takes place.

Enclose your cheque payable to Federated Press in the amount of:

GST Reg. # R101755163

For additional delegates please duplicate this form and follow the normal registration process.

TO REGISTER FOR SECURITIES COMPLIANCE FOR MINING

Name ____________________________________________
Title ____________________________________________
Department ______________________________________
Approving Manager Name __________________________
Approving Manager Title __________________________
Organization _____________________________________
Address _________________________________________
City ____________________________________________
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Please bill my credit card: ☑ AMEX ☑ VISA ☑ Mastercard

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Signature: _______________________________________

Payment enclosed: ☑ Please invoice. PO Number: __________

WHEN CALLING, PLEASE MENTION PRIORITY CODE: SCMT1309/E

PAYMENT MUST BE RECEIVED PRIOR TO SEPTEMBER 19, 2013

Phone: 1-800-363-0722 Toronto: (416) 665-6868 Fax: (416) 665-7733