

REGISTRATION FORM

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PLEASE REGISTER ME FOR THE OBA NATURAL
RESOURCES PASSPORT BREAKFAST SEMINAR SERIES

LOCATION

OBA Conference Centre | 20 Toronto Street, 2nd Floor | Toronto, ON | M5C 2B8
Fax Number: 416.642.0424



REGISTER BY MARCH 28, 2010 (EARLY BIRD DEADLINE)

\$120.00 + \$6.00 GST = \$126.00 (CBA Member)
\$225.00 + \$11.25 GST = \$236.25 (Non - Member)
\$75.00 + \$3.75 GST = \$78.75 (CBA Articling/ Law Student Member)

AFTER MARCH 28, 2010 (AFTER EARLY BIRD DEADLINE)

\$135.00 + \$6.75 GST = 141.75 (CBA Member)
\$225.00 + \$11.25 GST = \$236.25 (Non - Member)
\$75.00 + \$3.75 GST = \$78.75 (CBA Articling/ Law Student Member)

GST#R100760495

Natural Resources Law Section Program Passport Holders must confirm their attendance in advance of each program to the OBA to secure their space and a meal. Passport Holders will need to complete a program registration form for each program. There will be no refunds for missed programs. If you are unable to attend, another CBA member can attend in your place.

2010 NATURAL RESOURCES



Section Programs Passport



Live

EARLY BIRD DISCOUNT

Register and pay by March 28, 2010 and save an additional \$20



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Below are brief descriptions of each topic. More details will follow about each session, including registration forms, as the date for each session approaches.

HYDRO 101

Monday, March 29, 2010 | 8:00 am Registration and Breakfast | 8:30 am – 10:00 am Program

The push and pull for green energy grows stronger by the megawatt hour with each of energy consumers, legislators and developers leading the way. Green energy is not new to Ontario. We have been producing significant green energy for nearly 100 years through water power. That said, what is the future for Ontario's water power production? Is there more capacity to be developed here, is it economic and how does one determine these things? This session will survey water power availability and production in Ontario and highlight the business and legal issues in plant development be it "run-of-river" or peaking facilities.

Program Moderator: Carlton D. Mathias, *Senior Counsel, Ontario Power Generation*

Speakers: Paul Norris, *President, Ontario Waterpower Association*
Gregory Scallan, *Solicitor - Corporate Commercial, Ontario Power Generation*

DOING BUSINESS WITH FIRST NATIONS

Tuesday, May 4, 2010 – 8:00 am Registration and Breakfast | 8:30 am – 10:00 am Program

The *Green Energy Act*, the Feed In Tariff Program and other government initiatives, such as the Aboriginal Loan Guarantee Program, are opening up new opportunities for renewable energy development and, in particular, for Aboriginal communities. How are Aboriginal communities responding? What kinds of partnerships are being created between industry and Aboriginal communities? How does industry move beyond mere consultation and begin to create long-term business relationships with Aboriginal communities? This session will address these issues from the perspective of the Aboriginal communities as well as industrial partners.

Program Moderator: Josephina Erzetec, *Assistant General Counsel, Ontario Power Generation*

Speakers: Clint Davis, *Canadian Council for Aboriginal Business*
Katherine Hammond, *Ontario Power Generation, Director Hydro Business Development*
Derek Chum, *Olthuis, Kleer, Townshend, Barristers and Solicitors*

MINING 101 – YOUR FIRST JOINT VENTURE

Wednesday, May 19, 2010 - 7:30 am Registration and Breakfast | 8:00 am – 10:00 am Program

What should you be looking for if you are acting for the Optionor? What should you be looking for if you are acting for the Optionee? Learn from industry experts who deal with these issues on a regular basis. Network with other professionals and find out how they address these issues. This seminar is designed for junior to intermediate lawyers and attendees can expect to receive useful precedent materials as well as learn how these documents are drafted to reflect the respective interests of their clients.

Topics to be discussed:

- Confidentiality Agreements
- Due Diligence and Title Opinion
- Letter of Intent, Option and Joint Venture Agreement

Program Moderator: Brian Prill, *McLean & Kerr LLP*

Speakers: Mark Bennett, *Cassels Brock & Blackwell LLP*
Carman Diges (Optionor), *McMillan LLP*
Robert Eberschlag, *MacLeod Dixon LLP*
Wayne Egan (Optionee), *WeirFoulds LLP*



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Mining 101 – Your First Joint Venture

Chair – Brian Prill, McLean & Kerr LLP

You have just been given responsibility for your first joint venture. What do you do? What are the major documents that need to be drafted and how do you protect your client's interests? What should you be looking for if you are acting for the Optionor? What should you be looking for if you are acting for the Optionee? Learn from industry experts who deal with these issues on a regular basis. Network with other professionals and find out how they address these issues. This seminar is designed for junior to intermediate lawyers and attendees can expect to receive useful precedent materials as well as learn how these documents are drafted to reflect the respective interests of their clients.

1) Confidentiality Agreements

Mark Bennett – Cassels Brock LLP

- Purpose of a Confidentiality Agreement
- When does the confidentiality obligation expire
- Standstill provisions
- Breaches and remedies

Suggested Time – 20 minutes

2) Due Diligence and Title Opinion

Robert Eberschlag – MacLeod Dixon LLP

- Due Diligence Priorities – title, other
- Patented Lands vs. Unpatented Lands
- Ontario Lands registered in Ministry of Northern Development Mines and Forestry (MNDM)
- Ontario Lands registered in land titles
- Lands outside Ontario
 - o Canada
 - o US
 - o elsewhere
- Imperfect title – what to do

Suggested Time – 30 minutes

3) Letter of Intent, Option and Joint Venture Agreement

**Carman Diges (Optionor) – McMillan LLP;
Wayne Egan (Optionee) – WeirFoulds LLP**

- (a) Letter of Intent
 - Purpose
 - Significant provisions
 - Disclosure Obligations – Press Release
 - o When to disclose,
 - o What to disclose,
 - o Confidential disclosure or not

- (b) Option and Joint Venture Agreement
- Royalty calculation methods – Net Smelter Royalty, Net Profit Royalty, Commodity Pricing, other
 - What the Optionor wants, what the Optionee wants to give
 - o Optionor favoured clauses
 - o Optionee favoured clauses
 - How Option Agreement and Joint Venture Agreement work together
 - Exchange Approvals
 - Prospectus Exemptions
 - SEDAR postings, redaction

Suggested Time – 45 minutes

4) Question and Answer

Suggested Time – 15 minutes