



AN INTRODUCTION TO

Cross-Border Natural Resource Transactions

A Video-Linked Workshop & Networking Event

Organized by the Young Professionals Committee of the Rocky Mountain Mineral Law Foundation

June 15, 2017 12:00-2:30 Alaska 2:00-4:30 Pacific 3:00-5:30 Mountain
4:00-6:30 Central 4:00-6:30 Eastern

Albuquerque, Anchorage, Bismarck, Denver, Houston, Phoenix, Portland, Sacramento,
Salt Lake City, Toronto, Vancouver

Whether you are a new lawyer, landman, or other new professional working in mining, oil and gas, renewables, or other area of natural resources law, a basic familiarity with the laws and issues surrounding cross-border natural resource transactions will benefit your practice. This 90-minute video-linked CLE program, preceded or followed by a hosted networking event, will allow new professionals to learn the basics of the laws and regulations governing cross-border natural resource transactions, and provide an opportunity to meet and network with your peers—all without extensive time and travel.



Cross-Border Natural Resource Transactions

The ongoing trend of globalization has made international mergers and acquisitions increasingly commonplace, with cross-border transactions in the resource sector becoming prevalent. While this has created new opportunities, these transactions present unique legal issues such as mineral tenure, title confirmation, transferability of operating permits and authorizations, environmental liabilities, community and indigenous rights, foreign ownership of assets, and securities laws. It is vital for both purchasers and sellers to understand the differences in the legal landscapes between jurisdictions to adequately assess the requirements and risks of completing such a transaction.

This program will provide an introduction to key legal issues and pitfalls that can arise when completing any cross-border transaction, and will use the increasingly common Canada-U.S. cross-border mining M&A transactions as an example.

Alaska Time Zone	Pacific Time Zone
Anchorage	Phoenix, Portland, Sacramento, Vancouver
12:00 (AKDT): Hosted On-Site Networking Reception	2:00 - 3:30 (PDT): Simulcast Presentation
1:00 - 2:30 (AKDT): Simulcast Presentation	3:30 (PDT): Hosted On-Site Networking Reception

Mountain Time Zone	Central Time Zone	Eastern Time Zone
Albuquerque, Denver, Salt Lake City	Bismarck, Houston	Toronto
3:00 - 4:30 (MDT): Simulcast Presentation	4:00 - 5:30 (CDT): Simulcast Presentation	4:00 (EDT): Hosted On-Site Networking Reception
4:30 (MDT): Hosted On-Site Networking Reception	5:30 (CDT): Hosted On-Site Networking Reception	5:00 - 6:30 (EDT): Simulcast Presentation

An Introduction and Framework for Cross-Border Natural Resource Transactions

MATT LANGFORD, Corporate Counsel, Silver Standard Resources, Vancouver, BC

Example 1:

Legal Issues in Mining M&A Transactions in Canada

A brief discussion of the mining industry in Canada and an overview of the common legal issues that arise in M&A transactions in the mining industry. In particular, the focus will be on certain differences between the legal landscape in Canada and the U.S. that can cause unwanted delays or risks. The issues discussed will include those related to mineral tenure, environmental liabilities, community and First Nations, foreign ownership, and securities laws in Canada.

SAMUEL LI, Associate, Fasken Martineau DuMoulin LLP, Vancouver, BC

Example 2:

U.S. Legal Issues in U.S.-Canada Cross-Border Mining M&A Transactions

An overview of the common U.S. legal issues that arise in cross-border M&A transactions. The presentation will address the timing and cost implications of the title confirmation process for U.S. real property assets, the U.S. permitting regime, and permit transfer processes. The discussion will include restrictions on foreign ownership of U.S. mineral interests, and national security and antitrust reviews for cross-border transactions. The presentation will include a brief discussion of a few key securities and tax considerations for cross-border transactions.

WELLS S. PARKER, Partner, Dorsey & Whitney LLP, Salt Lake City, UT

Complimentary refreshments will be served at the local networking events.

Course Materials will be provided electronically before the start of the Workshop.
Ninety minutes of CLE credit has been applied for.

Speaker Biographies



MATT LANGFORD is Corporate Counsel with Silver Standard Resources in Vancouver, British Columbia, a Canadian-based precious metals producer with three wholly-owned and operated mines and a portfolio of projects in North and South America. Prior to joining Silver Standard, Matthew was an attorney at McMillan LLP in the firm's Toronto and Vancouver offices, practicing in the Corporate Commercial and Securities & Public Markets Groups, with a focus on mergers and acquisitions, public and private corporate financings, reorganizations and corporate governance matters. He obtained his LL.B. from the University of Western Ontario, and his B. Comm. from Queen's University.



SAMUEL LI is a senior associate with Fasken Martineau LLP at its Vancouver, British Columbia office. He is a part of the firm's Securities and Technologies Practice Group with a focus on public securities in the mining sector. Samuel advises clients on a variety of transactions including mergers and acquisitions, public and private corporate financings, including Canadian and cross-border public offerings, takeover bids and reorganizations, and has acted as Canadian counsel on a number of cross-border M&A transactions. He also assists listed companies with the various reporting and continuous disclosure obligations required by applicable securities regulators and stock exchanges. Samuel received his JD from the University of Toronto, and graduated with honors in Accounting from the Sauder School of Business at the University of British Columbia. Samuel is licensed to practice law in the Province of British Columbia.



WELLS S. PARKER is a partner in Dorsey & Whitney LLP's Salt Lake City, Utah office, where he practices in the firm's Mining and Natural Resources Practice Group, focusing on natural resources development, energy, and environmental law. His practice includes transactions involving the purchase and sale of public and private mining companies and mining assets, and he represents mining companies in capital-raising projects, mine finance, and royalty and mineral streaming transactions. He represents clients on mining and mineral leases, joint venture agreements, surface use agreements, state and federal permitting, and regulatory approvals. Wells is an active member of the Rocky Mountain Mineral Law Foundation. Wells has served as an instructor for several of the Foundation's Mining Law Short Courses, and presented and published papers at Foundation Special Institutes on Public Land Law, Regulation and Management in 2014, on Horizontal Oil & Gas Development in 2012, and on Due Diligence in Mining and Oil & Gas Transactions in 2010. Wells earned his JD from Brigham Young University and a BA from the University of Utah.

Join us for the **Young Professionals Reception** at the start of the 63rd Annual Institute in Santa Fe, Wednesday July 19, 6:00 – 8:00 pm. Back by popular demand, this gathering offers young professionals and their significant others an opportunity to meet young lawyers, landmen, and other professionals from around the country and around the world.

Not yet a member of the Foundation? Our discounted **New Professionals Membership** is designed for recent law school graduates, new landmen, and other new natural resources professionals. Join in the calendar year of graduation or first employment as a natural resources professional and your membership will continue through the end of the following calendar year. Visit <https://www.rmmlf.org/membership> for details.

Cross-Border Natural Resource Transactions

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Mail, fax, or email registration form and payment to:

Rocky Mountain Mineral Law Foundation

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Westminster, CO 80031 USA

Tel: (303) 321-8100
Fax: (303) 321-7657
info@rmmlf.org

Questions: info@rmmlf.org

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REGISTRATION

REGISTER ONLINE
at www.rmmlf.org

1. Registrant Information – Please type or print legibly

Name _____

Badge Name (if different from above) _____

Employer _____

Employer Address _____

City/State/Zip _____

Phone (____) _____ Fax (____) _____

Attendee Email _____
(required for confirmations, advance registration list, and materials)

Please check all that apply: Attorney Landman Management
 Consultant Student Other (please specify): _____

CLE credit requested for the following states: _____

Other credit requested from: _____

2. Registration – Please pay in U.S. Dollars

	Registrations Received	
	thru 5/30/17	after 5/30/17
Albuquerque	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Anchorage	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Bismarck	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Denver	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Houston	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Phoenix	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Portland	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Sacramento	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Salt Lake City	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Toronto	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45
Vancouver	<input type="checkbox"/> \$30	<input type="checkbox"/> \$45

TOTAL: \$

3. Payment Information – Prepayment Required

- Check drawn on a U.S. bank in U.S. Dollars (Payable to RMMLF)
 VISA MasterCard American Express

Credit Card # _____

Name on Card _____ Exp. Date _____

Signature _____

- Electronic Funds Transfer: Contact the Foundation at info@rmmlf.org

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A Video-Linked Workshop & Networking Event For Young Professionals

Organized by the Young Professionals Committee of the Rocky Mountain Mineral Law Foundation

June 15, 2017 Albuquerque, Anchorage, Bismarck, Denver, Houston, Phoenix, Portland,
Sacramento, Salt Lake City, Toronto, Vancouver

Video-Linked Locations

Albuquerque

Modrall Sperleng
500 4th St. N.W. Suite 1000
(505) 848-1800

Houston

Thompson & Knight
333 Clay Street, Suite 3300
(713) 654-8111

Salt Lake City

Parsons Behle & Latimer
201 South Main Street, Suite 1800
(801) 532-1234

Anchorage

Holland & Hart
1029 W. 3rd Avenue, Suite 550
(907) 865-2600

Phoenix

Fennemore Craig, P.C.
2394 E. Camelback Road, Suite 600
(602) 916-5470

Toronto

Fasken Martineau
Bay Adelaide Centre, 333 Bay Street
Suite 2400
(416) 366-8381

Bismarck

Crowley Fleck
100 West Broadway Avenue
(701) 223-6585

Portland

Stoel Rives
760 S.W. 9th Ave. Suite 3000
(503) 224-3380

Vancouver

Fasken Martineau
550 Burrard Street, Suite 2900
(604) 631-3131

Denver

Davis Graham & Stubbs LLP
1550 17th St. Suite 500
(303) 892-9400

Sacramento

Stoel Rives
500 Capitol Mall, Suite 1600
(916) 447-0700

This networking program is available only in these locations at these times.
It is not available as a streaming CLE program.

General Information

Registration Fees: Include refreshments and electronic course materials. These fees do not include hotel costs or transportation. Registrations will be accepted only when accompanied by a check, money order, government purchase order or training form, credit card information, or wiring information. No registrations can be processed without payment.

Registration Cancellations: Refunds, less a \$10 administrative fee, will be given for cancellations received by 3:00pm on Tuesday, May 30, 2017. No refunds will be given thereafter, although substitution of attendees may be made by contacting the Foundation. Cancellations must be made in writing or email to info@rmmlf.org. Registrants not entitled to a refund will receive a link to the written materials.

CLE Credit: This course consists of ninety minutes of continuing education. The Foundation is a State Bar of California MCLE-approved provider. Credit will be applied for in each state and province where the Workshop is being broadcast.

Recording: Audio and video recording, streaming, or other types of live or stored dissemination are not permitted without express authorization from the Foundation.

Special Needs: If you have special needs addressed by the ADA, please notify us at least two weeks before the program.