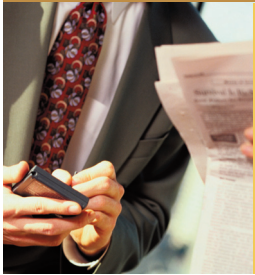


PRACTICE OVERVIEW

HEENAN BLAIKIE

Serving the Mining Industry



Heenan Blaikie

Table of contents

4	Foreword
4	About Heenan Blaikie
5	Our Mining Practice
7	Representative Mandates
10	Our Team of Experts
30	Our Offices

Foreword

The mineral industry is a major industry sector in Canada. In 2009, the mining and mineral processing industries contributed 3.3% of the Gross Domestic Product. Moreover, the total value of all commodities mined in the country in 2008 added up to a record 103 billion dollars. Given a constant demand for resources, new mines will open and existing mining operations will be modernized. Clearly, the mining and financing industries will remain close to each other. Heenan Blaikie, as a law firm attuned to the requirements of the Canadian economy, and its international technical consulting firm HB Global, is home to an unsurpassed group of experts in mineral exploration, development and production as well as in mineral industry financing.

The Canadian mining industry is not only a significant domestic industry but also a global leader in exploration, production and processing of minerals. Canadian mining companies operate around the globe, with junior, mid-sized and large-cap companies active in over 150 countries. The strength of this industry has made Canada, and in particular Toronto, the centre of the world mining industry's financial markets. In 2008, 36% of worldwide equity financing for exploration of mining companies was raised by brokers who were members of Canadian stock exchanges. The total quoted market value of mining companies listed on the Toronto Stock Exchange (TSX) and the TSX Venture Exchange (TSXV) was \$215.7 billion.

Together with members of our mergers and acquisitions, securities, international trade, competition and tax practice groups, our mining practice group assists our Canadian and foreign mineral exploration and mining clients in their most important and complex transactions.

About Heenan Blaikie

Heenan Blaikie is one of Canada's top national law firms. We deliver strategic legal advice and innovative business solutions under seven broad commercial sectors: business law, labour and employment, litigation, tax, intellectual property, entertainment, mining, oil and gas, and natural resources. Our clients range from Canada's largest firms to regional start-ups, public institutions and government bodies. We also represent multinational and international clients seeking to protect and expand their interests in Canada.

Our lawyers are regularly called upon to play key roles in policy setting, decision making and transactions of all kinds. Our expertise covers banking and financial services, construction, energy, entertainment and media, forests and mines, insurance, life sciences and technology, manufacturing and distribution, professional services, real estate, retail, sports, telecommunications, and transportation.

The firm now has more than 500 lawyers and professionals in 9 offices in Ontario, British Columbia, Alberta and Quebec. HB Global has offices in Paris, Santiago and Singapore.

Our Mining Practice

Success in the mining industry is premised on careful balancing of risks and rewards. The challenge comes in understanding the hard technical issues of mining, the world of mining finance, government regulation, taxation, environmental issues, corporate social responsibility, and a host of other topics. Heenan Blaikie's Mining practice group offers formidable knowledge and extensive experience structuring and negotiating agreements and arrangements relating to mining projects in more than 60 countries worldwide.

Our team's experience includes:

- Mineral policy and mineral strategy issues for governments
- Mineral exploration and metal sales agreements of all types
- Seed capital, equity, development and production financing
- Purchase and sale of mines and mineral properties
- Foreign investment
- Project development and infrastructure contracts of all types
- Environmental issues (including mine closure)
- Securities issues, including IPOs, private placements, public offerings, reverse takeovers and stock exchange listings
- Takeover bids
- Government relations and socio-economic issues (corporate social responsibility)
- First Nations negotiations
- Local community relations and stability agreements

Mining insiders know that it is an industry weighed down with legal agreements from the early stages of grassroots mineral exploration agreements of all types through to the signing of mineral sales agreements. Our team has years of experience drafting and negotiating mineral exploration and option agreements, farm-in

agreements, joint venture agreements, royalty agreements, share and asset purchase agreements, sales agreements, and more.

MINING COMPANIES

We advise and represent Canadian and international mineral exploration and mining companies from the early days of mineral exploration activity through to project development, finance, production and marketing. Our unrivalled reputation in the mining industry hinges on the close relationships we have developed with a long list of mining companies – from the junior explorers to the major mining companies, as well as the brokerage firms and banks that service them.

INVESTORS

The big price tag attached to mining projects means that investment is as essential to the process as the discovery of a mineral deposit. Employing our experience in corporate finance and private and public M&A transactions, we work with:

- Banks
- Investment dealers
- Hedge funds
- Investment funds
- Mutual funds
- Private investors

MINING SERVICE PROVIDERS

Understanding the gritty details of how the mining business works is essential when working with the technical specialists serving mining companies. Calling on our in-house geological and technical expertise, we speak the same technical “language” and understand the jargon.

Our Mining Group can quickly assess the needs and find solutions for clients such as:

- Consultants
- Drilling companies
- Geophysical contractors
- Laboratories
- Mining contractors

Our Mining team members are also long-time members of the Prospectors and Developers Association of Canada (PDAC), the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), as well as several other related mineral industry organizations.

GOVERNMENTS

Each location and mineral deposit is unique, so it is a complex task to sort out the best path forward for development. Tapping into our history in the mining business and network of contacts around the world, we work hand-in-hand with governments to assist in the development of mineral resources, both metallic and non-metallic. We apply our knowledge of mineral strategies, mining and tax laws to help governments gain a deeper understanding of mineral policy and strategy, as well as the mineral and mining business.

Having worked on every continent, except Antarctica, and in more than 60 countries, we have extensive experience and with both civil law and common law jurisdictions. We also have enviable language capabilities and can help broker deals and assist in negotiations between multiple stakeholders.

INTERNATIONAL REACH

We have executed deals on virtually all of the world's major stock exchanges. Our Mining team has worked in all of the world's major and emerging mining countries and regions, including:

- North America – Canada, Mexico and the United States
- Central & South America – Argentina, Bolivia, Brazil, Chile, Colombia, Cuba, Dominican Republic, Ecuador, French Guiana, Guyana, Honduras, Nicaragua, Panama, Peru, Uruguay, Paraguay and Venezuela

- Europe – Azerbaijan, Denmark, England, France, Greenland, Guernsey, Iceland, Norway, Poland, Romania, Russia, Scotland, Spain and Switzerland.
- Australasia – Australia, Afghanistan, China, Guinea, India, Indonesia, Kazakhstan, Kyrgyzstan, Mongolia, Pakistan, Papua New Guinea, Philippines, South Korea and Vietnam
- Africa – Angola, Botswana, Burkina Faso, Central African Republic, Democratic Republic of the Congo, Gabon, Ghana, Guinea, Kenya, Mozambique, Namibia, Niger, Nigeria, Republic of the Congo, South Africa, Uganda and Zimbabwe

HB GLOBAL ADVISORS

HB Global Advisors Corp. is the consulting arm of Heenan Blaikie LLP. HB Global Advisors consists of a team of accomplished business professionals, industry specialists and government leaders. We bring together our experiences in the business world and government to successfully assist our clients with mission critical transactions, negotiations, relationships and dispute resolutions. Our diversity and depth of experience means that our advice and counsel is sought out by national and multinational corporations around the world. We also advise national and international governments, government organizations and economic and trade bodies. Internationally, we advise:

- Canadian business investing in different regions around the world
- Companies engaged in business transactions and relationships with Canadian companies in their country
- Foreign companies engaged in transactions and other business activities in Canada
- Governments around the world in both civil and common law legal systems
- Mineral industry associations and organizations of all types in their human relations, employment, sustainable development, environmental and corporate social responsibility issues

Representative Mandates

MERGERS & ACQUISITIONS

Takeover Bid

Fresnillo PLC.

US\$225 Million attempted hostile takeover of MAG Silver Corp., a company focused on silver exploration and emerging development in Mexico

Acted as counsel to the Offeror
December 2008

Takeover Bid

Aur Resources Inc.

\$4.1 billion offer for all of the Common Shares of Aur Resources Inc. by Teck Cominco Limited

Acted as counsel to the Target
August 2007

Takeover Bid

Phelps Dodge Corporation

US\$56.1 billion offer for all outstanding securities of Inco Limited by Phelps Dodge Corporation

Acted as counsel to the Offeror
August 2006

Takeover Bid

Kerry Holding Limited

C\$259 million takeover of QGX Ltd., a Mongolian exploration company

Acted as counsel to the Bidder
August 2008

Takeover Bid

Sojitz Corporation

Offer for all of the Common Shares of Primary Metals Inc. by Sojitz Corporation

Acted as counsel to the Offeror
August 2007

Takeover Bid

Bolivar Gold Corp.

Offer for all of the Common Shares by Gold Fields Limited

Acted as counsel to the Financial Advisor to the Independent Committee
November 2005

Takeover Bid

UraMin Inc.

US\$2.5 billion offer for all of the Common Shares of UraMin Inc. by CFFM Development, a subsidiary of Areva

Acted as counsel to the Target
August 2007

Takeover Bid

Regent Pacific Group Limited

US\$150 million takeover of CCEC Ltd., a company focused on Chinese coal production assets

Late 2007

PUBLIC OFFERINGS

*Initial Public Offering***Sprott Physical Gold Trust**

\$400 Million dollar initial public offering

Acted as counsel to the issuer

March 2010

*Initial Public Offering***Rio Novo Gold**

Initial Public Offering of \$40,000,000

A company with Gold assets in Brazil

February 2010

*Additional Short Form Offering***Western Canadian Gold Corp.**

\$52,110,000

19,300,000 Units Common Shares

Acted as counsel to the Underwriters

August 2009

*Additional Short Form Offering***Equinox Minerals Limited**

\$184,000,000

102,235,000 Common Shares

Acted as counsel to the Underwriters

April 2009

*Additional Short Form Offering***Aurora Energy Resources Inc.**

\$100,375,000

6,062,500 Common Shares

Acted as counsel to the Underwriters

November 2007

*Additional Short Form Offering***High River Gold Mines Ltd.**

\$100,130,000

32,300,000 Units

Acted as counsel to the Underwriters

October 2007

*Additional Short Form Offering***Anvil Mining Limited**

\$201,249,994

12,384,615 Common Shares

Acted as counsel to the Underwriters

June 2007

*Cross-Border Registered Offering***Gold Reserve Inc.**

US\$164,200,000

12,800,000 Class A Common Shares

US\$90,000,000 Principal Secured Notes

Acted as counsel to the Underwriters

May 2007

*Initial Public Offering***Strategic Resource Acquisition Corporation**

\$111,750,000

12,371,300 Common Shares

51,750 Secured Note Units

Acted as counsel to the Company

May 2007

*Initial Public Offering***Sprott Molybdenum Participation Corporation**

\$189,000,000

37,800,000 Units

Acted as counsel to the Company

April 2007

*Additional Short Form Offering***Equinox Minerals Limited**

\$211,250,000

105,625,000

Acted as counsel to the Underwriters

March 2007

*Additional Short Form Offering***Farallon Resources Ltd.**

\$80,000,000

160,000,000 Subscription Receipts

Acted as counsel to the Underwriters

December 2006

*Cross-Border Registered Offering***Vista Gold Corp.**

US\$29,600,000

3,668,100 Common Shares

Acted as counsel to the Agents

November 2006

*Additional Short Form Offering***Uranium Participation Corporation**

\$100,000,120

11,363,650 Units

Acted as counsel to the Company

September 2006

*Additional Short Form Offering***Equinox Minerals Limited**

\$175,000,000

75,000,000 Common Shares

Acted as counsel to the Underwriters

September 2006

*Additional Short Form Offering***Desert Sun Mining Corp.**

\$25,000,000

10,729,614 Units

Acted as counsel to the Underwriters

December 2005

PRIVATE PLACEMENTS

*Private Placement***Avalon Rare Metals.**

US\$13,000,000

28,911,111 Special Warrants

Acted as counsel to the Underwriters
January 2010*Private Placement***Dome Ventures Corp.**

\$17,514,250

7,500,000 Special Warrants

Acted as counsel to the Underwriters
September 2009*Private Placement***Geologix Explorations Inc.**

\$18,000,000

8,000,000 Units

Acted as counsel to the Underwriters
February 2008*Private Placement***Panoro Minerals Ltd.**

\$20,170,119

33,616,865 Subscription Receipts

Acted as counsel to the Agents
May 2007*Private Placement***Mansfield Minerals Inc.**

\$16,500,000

5,500,000 Common Shares

Acted as counsel to the Agents
March 2007*Private Placement***Uramin Inc.**

£117,000,000

52 million Ordinary Shares

Acted as counsel to the Company
March 2007*Private Placement***Alexis Minerals Corporation**

\$25,000,000

25,000,000 Units

Acted as counsel to the Underwriters
February 2007*Private Placement***Strategic Resource Acquisition Corporation**

\$20,000,000

10,000,000 Special Warrants

Acted as counsel to the Company
December 2006*Private Placement and Qualifying Transaction***U.S. Silver Corporation**

US\$50,000,000 and

Acquisition by Chrysalis Capital III Corporation

Acted as counsel to the Agent
December 2006*Private Placement***Aurelian Resources Inc.**

\$75,000,000

2,000,000 Common Shares

Acted as counsel to the Underwriters
November 2006*Private Placement***Energy Metals Corporation**

\$22,000,000

4,000,000 Units

Acted as counsel to the Agent
April 2006*Private Placement***Scorpio Mining Corporation**

\$40,667,795

35,363,300 Units

Acted as counsel to the Agents
April 2006*Private Placement***Equinox Minerals Limited**

\$28,760,000

47,933,334 Common Shares

Acted as counsel to the Underwriters
August 2005

Our Team of Experts

Poupak Bahamin	514 846.2377	pbahamin@heenan.ca
Jeff Barnes	416 643.6910	jbarnes@heenan.ca
Jacques Bouchard Jr.	514 846.2252	jbouchard@heenan.ca
David Carbonaro	416 643.6836	dcarbonaro@heenan.ca
Jaime de Orbegoso	562 710.4243	jdeorbegoso@orbegoso.com
Kosta Kostic	514 846.2395	kkostic@heenan.ca
Eric M. Levy	514 846.2256	elevy@heenan.ca
Yuping (Tina) Liu	416 360.2295	yliu@heenan.ca
Corey MacKinnon	416 643.6850	cmackinnon@heenan.ca
Frederico Marques	416 643.6935	fmarques@heenan.ca
James McVicar	416 643.6903	jmccvicar@heenan.ca
Wes Roberts	416 360.2606	wroberts@heenan.ca
Kevin Rooney	416 643.6899	krooney@heenan.ca
Stephanie J. Sykes	416 643.6906	ssykes@heenan.ca
Steve Vaughan	416 643.6924	svaughan@heenan.ca
Catherine E. Wade	604 891.1165	cwade@heenan.ca
Gaylord Watkins	+65 9862 6953	gw@gaylordwatkins.com
Neil Wiener	514 846.2208	nwiener@heenan.ca
Sonia Yung	416 643.6872	syung@heenan.ca

Poupak Bahamin
514 846.2377
pbahamin@heenan.ca



Partner

Call to the Bar
Quebec, 1993

Areas of Expertise
International Affairs
Partnerships & Joint Ventures
Natural Resources
Mining

Poupak Bahamin is a partner practising international business law. Over the years, she has built a solid and diversified experience in corporate/commercial and business law. She has been involved in and led an array of commercial transactions and, more specifically, in undertakings pertaining to mergers and acquisitions, venture capital financings and corporate reorganizations.

Currently a member of our International Business Law group, Poupak is involved in a number of major international transactions. She regularly acts as advisor to public and private corporations in the pursuit of their cross-border projects, particularly on the African continent. Her clientele comprises a wide spectrum of industries, but is mainly focused on the mining, oil, biofuel and renewable energy sectors. Her involvement in various transactions often leads her to travel, particularly to the African continent. In the last couple of years, she has acted for private companies as well as for governmental entities of various African countries regarding their commercial transactions.

Ms. Bahamin is a director of URDA Canada Foundation, a charitable organization working towards the relief of poverty, the promotion of health and education and the rebuilding of the disaster-stricken areas in the Democratic Republic of the Congo.

Poupak Bahamin joined Heenan Blaikie in 1998.

Education

LL.M., McGill University, 1996
LL.B., Université de Sherbrooke, 1992

Professional Affiliations

Barreau du Québec
Canadian Bar Association

Jeff Barnes
416 643.6910
jbarnes@heenan.ca



Partner

Call to the Bar
Ontario, 1976

Areas of Expertise

Mergers & Acquisitions
Securities & Finance
Corporate Governance
International Affairs
Income Trusts
Mining
Partnerships & Joint Ventures
Government Relations &
Procurement
Lending & Restructuring

Jeff Barnes is a partner in Heenan Blaikie's Business Law group and head of the firm's National Securities and Corporate Finance group. He has an exceptional track record in leadership and a distinguished career acting for many of North America's major investment banks and multinational corporations.

Jeff is instrumental in guiding the firm's domestic and international clients, in all industry sectors, by providing the value-added benefit of his extensive expertise. He also continues to advance the firm's relationships with clients in Canada and the United States, and other foreign countries.

As one of Canada's leading law experts in mergers and acquisitions, corporate law, corporate finance, mining, project finance, corporate governance and securities, Jeff is recognized as such in international legal directories, including Chambers' *The World's Leading Lawyers for Business*; Euromoney and International Financial Law Review *Guides to the World's Leading Lawyers*; the Law Business Research International *Who's Who* series; Lexpert/*American Lawyer Guide to the Leading 500 Lawyers in Canada* and Woodward/White *The Best Lawyers in Canada*; as well as being recognized among Lexpert's 100 best cross-border lawyers and Canada's top 30 corporate dealmakers. Jeff has been awarded Martindale-Hubbell's highest rating ("AV") for his skills and sense of ethics.

Jeff is a frequent lecturer in continuing education programmes across Canada and the United States on securities, governance, crisis management, ethics and law firm management. He is a past member of the Securities Advisory Committee to the Ontario Securities Commission and a current member of the Senior Legal Advisors to the Chair of the OSC. He is currently Vice-Chair of the Canada Committee and the Mergers and Joint Ventures Committee of the American Bar Association's Section of International Law, and is past chair of its International Energy and Natural Resources Committee.

Education

J.D., University of Toronto, 1974

Professional Affiliations

American Bar Association
Canadian Bar Association
International Bar Association

Jacques Bouchard Jr.
514 846.2252
jbouchard@heenan.ca



Partner

Call to the Bar
Quebec, 1985

Areas of Expertise

International Affairs
Government Relations &
Procurement
International Arbitration
International & Domestic
Trade
Partnerships & Joint Ventures
Mining

A partner in the Montreal office, Jacques Bouchard is the firm's Director of International Business. He acts as advisor to large corporations as well as to various governments and state corporations.

Mr. Bouchard takes part in major international mandates and regularly assists corporations in the pursuit of their overseas projects, particularly in the mining, energy, telecommunications and infrastructure sectors.

Mr. Bouchard is also an expert in international government relations. In this regard, he frequently intervenes on behalf of companies wishing to conclude agreements with foreign governments or to defend their rights.

Over the years, Mr. Bouchard has also led numerous reforms, including real estate law reform in Algeria, Bulgaria and Egypt; a reform of the commercial courts in the Kingdom of Morocco and in Rwanda; a judicial system reform in Burundi, Cameroon and Tanzania as well as a study on the regulatory bodies of Algeria. He also advised the Niger Organizing Committee for the 2005 Jeux de la Francophonie. He also acted as coordinator on reform projects in the financing sector of Angola, Morocco and the Philippines; procurement projects in Burkina Faso and in Djibouti; housing projects in the Democratic Republic of the Congo, and transportation projects in Senegal.

Possessing an exceptional reputation in his field and recognized for his achievements in major projects, Jacques Bouchard is listed as one of the outstanding international experts on mining law in the *Who's Who of Mining Lawyers* published by *Who's Who Legal*. From 1995 to 2001, he was a lecturer at the McGill University Faculty of Law. Mr. Bouchard is a governor of the Fondation du Barreau du Québec.

Mr. Bouchard sits on the board of numerous corporations as well as organizations such as the Canadian Council on Africa, the Canada-Algeria Business Alliance, the Canadian Circle for the Development of Senegal, the Canada-Congo Business Council. He also served on the board of Les Grands Ballets Canadiens de Montréal, as well as Accueil Bonneau.

Mr. Bouchard is Quebec's Honorary Consul for the Government of Angola.

Education

B.C.L., McGill University, 1984

Professional Affiliations

American Bar Association
Canadian Bar Association

David Carbonaro
416 643.6836
dcarbonaro@heenan.ca



Partner

Call to the Bar
Ontario, 1987

Areas of Expertise

Mergers & Acquisitions
General Corporate
Income Trusts
Securities & Finance
Mining
Regulation of Financial
Institutions
Strategic Advice

David Carbonaro practises corporate finance and international law. He also advises public companies, securities dealers and investment banks on corporate finance matters in what has become a rapidly changing and demanding regulatory landscape. He has been instrumental in a number of strategic initiatives for Canadian clients in the Middle East, and is devoting his legal and business expertise to assisting Canadian companies in accessing the tremendous opportunities available in these emerging markets.

Mr. Carbonaro is a founder and director of the KGL Foundation – a non-profit charity focused on providing basic needs and education to children in the Democratic Republic of the Congo. He is also a director of KidsFest, a registered Canadian charity that provides lunches and school supplies to needy children across Canada.

As a member of a growing team of international lawyers at Heenan Blaikie, Mr. Carbonaro plays a senior role in developing the International practice group.

Mr. Carbonaro joined Heenan Blaikie as a partner in 2004 after practising securities and corporate law with another major Canadian firm. Prior to that, he spent 10 years as a partner of a Toronto boutique law firm that he founded and led.

Education

LL.B., York University (Osgoode Hall Law School), 1985

Professional Affiliations

Ontario Bar Association

Jaime de Orbegoso
562 710.4243
569 9879.5520
jdeorbegoso@orbegoso.com



Consultant, HB Global

Call to the Bar
Lima, 1997

Areas of Expertise
General Corporate
Natural Resources
Mining
Domestic Tax
International Tax
Environmental Law

Jaime de Orbegoso is a Peruvian lawyer with extensive international experience in corporate, mining and general natural resources matters. He has participated in the negotiation and design of corporate and contractual structures for several international transactions. He has advised on privatisation, acquisition and merger processes of several companies, and participated in due diligence processes related thereto.

In 2003, Mr. de Orbegoso worked as a foreign legal consultant with a major law firm in Toronto, and participated in the preparation of legislation passed in Peru to rule the venture capital segment of the Lima Stock Exchange.

Mr. de Orbegoso was a professor of Mining Law at the Universidad Peruana de Ciencias Aplicadas in Lima, Peru, from 2002 to 2005.

Education

LLM, University of Denver, 2002

Bachelor Degree in Law and Political Sciences, Universidad de Lima, 1996

Professional Affiliations

Lima Bar Association

Prospectors and Developers Association of Canada

Rocky Mountain Mineral Law Foundation

Kosta Kostic
514 846.2395
kkostic@heenan.ca



Lawyer

Call to the Bar
Quebec, 2002

Areas of Expertise

Corporate Governance
General Corporate
Lending & Restructuring
Mergers & Acquisitions
Securitization
Structured Finance
Securities & Finance
Mining

Kosta Kostic joined Heenan Blaikie in 2002 after articling with the firm.

Mr. Kostic is a member of our Business Law group and focuses his practice on securities law. He has worked on several mergers and acquisitions and has been involved in a number of debt and equity financings.

Education

B.C.L./LL.B., McGill University, 2001
B.A., Concordia University, 1996

Professional Affiliations

Barreau du Québec
Canadian Bar Association
Young Bar Association of Montreal

Eric M. Levy
514 846.2256
elevy@heenan.ca



Partner

Call to the Bar
Quebec, 1996

Areas of Expertise
Mergers & Acquisitions
Securities & Finance
Venture Capital
Mining

Eric Levy joined our Montreal office in 1999, where he is a partner and a member of our firm's Business Law group. Prior to this, he practised with another major Montreal law firm where he acted on numerous key corporate finance transactions.

Mr. Levy practises corporate and securities law with particular emphasis on mergers and acquisitions. He also has significant experience in public offerings, private placements, recapitalizations and stock exchange listings. His work encompasses initial public offerings as well as other public and private placement offerings of many Quebec-based and multinational companies in various industries, including mining and exploration.

Mr. Levy's private equity expertise includes representing numerous technology-based companies and institutional private equity funds in structuring cross-border venture capital financings.

In November 2008, Mr. Levy was recognized by *Lexpert* as one of Canada's "Rising Stars - Leading Lawyers under 40." He was also named among the "Canadian Corporate Lawyers to Watch" in the 2009 *Lexpert Guide to the Leading U.S./Canada Cross-Border Lawyers in Canada*.

Mr. Levy was a lecturer of business law at McGill University between 2000 and 2002. He also speaks regularly at conferences relating to corporate and securities laws. In 2006 and 2007, he chaired a panel at the American Bar Association Annual Meeting with the Toronto Stock Exchange on alternatives to U.S. equity capital markets.

Education

B.C.L./LL.B., McGill University, 1995
B.A., McGill University, 1991

Professional Affiliations

American Bar Association
Canadian Bar Association

Yuping Liu
416 360.2295
yliu@heenan.ca



Lawyer

Call to the Bar

Ontario, 2008
New York, 2006
China, 1995

Areas of Expertise

General Corporate
Mergers & Acquisitions
Natural Resources
Securities & Finance
Mining

Yuping (Tina) Liu practises all aspects of corporate and commercial law and has transactional experience gained from mergers and acquisitions, and public and private equity offerings. For the past few years, Tina has worked extensively on mining investment and mining financing transactions in China and Canada. She has also participated in other international transactions in the mining and energy sectors.

Prior to her work in North America, Tina was a senior lawyer with the Ministry of Land and Resources ("MOLAR") of the People's Republic of China with extensive experience in land law, natural resources law and foreign investment law. While with MOLAR, she supervised a public policy options project funded by the Canadian International Development Agency entitled "Study on Legal Environment Encouraging Foreign Investment in Mineral Exploration and Development in China" that resulted in an influential State Council policy.

Tina was the recipient of a Queen's Graduate Award in 2000 and was elected to the Editorial Board of the *Pacific Rim Law & Policy Journal* while studying at the University of Washington School of Law.

Tina joined the Toronto office's Business Law group in 2008 after working with another major Canadian law firm.

Education

Certificate of Qualification, National Committee on Accreditation (NCA), 2007
LL.M., University of Washington, 2002
LL.M., Queen's University, 2001
LL.B., China University of Political Science and Law, 1995

Professional Affiliations

American Bar Association
Canadian Bar Association
China Bar Association
Federation of Asian Canadian Lawyers
New York State Bar Association
Prospectors and Developers Association of Canada
The Law Society of Upper Canada (Ontario)

Corey MacKinnon
416 643.6850
cmackinnon@heenan.ca



Lawyer

Call to the Bar
Ontario, 2004

Areas of Expertise
Mergers & Acquisitions
General Corporate
Natural Resources
Securities & Finance
Mining

Corey MacKinnon is a member of our Corporate Law group. He joined Heenan Blaikie as a summer student in 2002 and articulated with the firm in 2003-2004.

Corey's practice is predominantly focused on corporate finance and securities with a strong emphasis on the mining and technology sectors. He has represented both issuers and underwriters in numerous domestic and international public and private financings. Corey has also represented clients involved in significant asset and share purchases, as well as multi-tiered corporate reorganizations. He has a broad range of experience providing advice to both private and public companies with respect to their ongoing corporate and securities law obligations. Corey has acted for various junior, mid-cap and established issuers in respect of their initial public offerings and initial listings on the Toronto Stock Exchange, the TSX Venture Exchange and NASDAQ.

Corey has experience acting for clients in a wide range of sectors, including the mining, technology, manufacturing, retail, entertainment, financial and insurance industries. He is Heenan Blaikie's representative on the Ontario Bar Association Securities Law Subcommittee.

While attending law school, Corey graduated from the Osgoode Hall Business Intensive Program and completed a term at Trinity College in Dublin. He was the recipient of the Lang Michener Prize in Commercial Law in 2002.

Education

LL.B., York University (Osgoode Hall Law School), 2003
M.A., Dalhousie University, 2000
B.A. (Honours), Mount Allison University, 1999

Professional Affiliations

Canadian Bar Association
Ontario Bar Association
Prospectors and Developers Association of Canada
Rocky Mountain Mineral Law Foundation
The Law Society of Upper Canada (Ontario)

Frederico Marques
416 643.6935
fmarques@heenan.ca



Foreign Legal Consultant

Call to the Bar

Brazil, 1997

Areas of Expertise

Mergers & Acquisitions
Natural Resources
Partnerships & Joint Ventures
Securities & Finance
Regulatory & Public Law
Energy
Corporate Governance
Competition/Antitrust
Broadcasting &
Telecommunications
International & Domestic Trade
Mining

Frederico Marques focuses his practice on the natural resources industry, particularly on mining projects (joint ventures and public and private M&A).

Prior to joining the firm, Frederico practised law for 10 years, mostly as in-house counsel. He gained solid work experience in the areas of corporate and international projects while working for a number of prestigious companies, such as Companhia Vale do Rio Doce – CVRD (mining, logistics, energy and ironworks), Brasil Telecom S/A (telecommunications) and Odebrecht S/A (construction), and other law firms. Frederico's extensive experience in M&A and mining transactions (structuring and negotiating) includes international projects.

Throughout his career, Frederico has had the opportunity to combine his academic experience, acquired from leading Brazilian and North American universities during his Master of Laws and Doctor of Juridical Science studies in International Law, with his broad range of professional legal expertise in corporate matters and cross-border transactions.

Frederico was, from 2004 to 2006, coordinator of the international business law module and professor of international competition law in the postgraduate international commercial law and oil and gas law programs at Rio de Janeiro State University (UERJ). In 2003, as part of the corporate program at the Instituto Brasileiro de Mercado de Capitais – IBMEC (Brazilian Institute of Capital Markets), he taught international business transactions at the postgraduate level. He also taught international private law at the Faculty of Law of the Centro de Ensino Unificado de Brasília (University Centre of Brasília) in 2001-2002.

Frederico currently sits on the Board of Directors of the Brazil-Canada Chamber of Commerce.

Education

SJD, Federal University of Rio Grande do Sul (UFRGS), 2004

LL.M., Rio de Janeiro State University (UERJ), 2000

LL.B., Pontifical Catholic University of Rio de Janeiro (PUC-Rio), 1996

Professional Affiliations

American Society of International Law

Centro de Estudos de Direito Internacional (Center for Studies of International Law)

International Law Association

Ordem dos Advogados do Brasil (Brazilian Bar Association)

Prospectors and Developers Association of Canada

The Law Society of Upper Canada (Ontario)

James McVicar
416 643.6903
jmcvicar@heenan.ca



Partner

Call to the Bar
Ontario, 1996

Areas of Expertise
Corporate Governance
General Corporate
Income Trusts
Mergers & Acquisitions
Securities & Finance
Mining

James McVicar is a partner in our Business Law group. Focusing on securities-related matters James' practice primarily involves advising issuers, underwriters and investors in domestic and international public and private financings, including venture capital financing, domestic and cross-border merger and acquisitions, and assisting public companies with their ongoing reporting and corporate governance obligations.

Prior to joining Heenan Blaikie, James was a partner at another major Toronto law firm where he focused on corporate finance and corporate/commercial transactions. James spent close to three years as legal counsel in the Corporate Finance Branch of the Ontario Securities Commission. As OSC legal counsel James was involved with prospectus and applications work, as well as in policy initiatives relating to exempt distributions, continuous disclosure for requirements for foreign issuers and automated trading systems.

Education

LL.B., University of Alberta, 1994
B.Sc. (Honours), Queen's University, 1989

Professional Affiliations

Canadian Bar Association
Prospectors and Developers Association of Canada

Wes Roberts
416 360.2606
wroberts@heenan.ca



Consultant, HB Global

Areas of Expertise Mining

Vice-President of the firm's Mining group, Wes Roberts is a professional engineer specializing in the economic evaluation and development of mineral deposits. He brings to the firm more than 25 years of experience in mineral exploration, mining operations, project engineering and management, as well as diverse mining engineering experience that includes precious and base metals and industrial minerals.

Previously, Mr. Roberts held numerous positions in mining operations as well as in mining engineering consulting services with Derry, Michener, Booth & Wahl, Davy International (Aker Kvaerner mining & metals) and BLM Bharti Engineering. Following completion of business school, he worked as Project Evaluation Consultant to Inco Limited and also engaged in assignments for the EuroZinc Mining Corporation, SRK Consulting and Griffiths McBurney & Partners. Most recently, Mr. Roberts was Vice-President of Corporate Development at Breakwater Resources Ltd.

Mr. Roberts has been a licensed professional engineer in Ontario since 1984.

Education

M.B.A. (Finance), York University (Schulich School of Business), 2001

M.Sc. (Mining Engineering), Queen's University, 1992

B.Sc. (Mining Engineering), Queen's University, 1982

Kevin Rooney
416 643.6899
krooney@heenan.ca



Partner

Call to the Bar
Ontario, 1990

Areas of Expertise
Mergers & Acquisitions
Natural Resources
Securities & Finance
Mining

Kevin practises in the area of corporate and securities law and has been involved in numerous offerings of equity securities, both by prospectus (short form and long form) and by private placement. He has also been involved in a number of corporate reorganizations and restructurings, takeover bids, acquisitions and dissident proxy solicitations.

Kevin has accumulated extensive experience in a wide variety of financing transactions for issuers in various industries, such as mining, financial services, biotechnology and medical devices, software development, gaming and alternative energy.

In 1992, Kevin completed a nine-month term of secondment with the Corporate Finance Branch of the Ontario Securities Commission where he was responsible for reviewing and clearing prospectuses and considering applications for relief from the prospectus requirements of the *Securities Act* (Ontario).

Mr. Rooney is recognized as one of Canada's leading lawyers in the area of natural resources law in the 2010 edition of *The Best Lawyers in Canada* (Woodward/White).

Education

LL.M., York University (Osgoode Hall Law School), 1998
LL.B., University of Toronto, 1988
BES, University of Waterloo, 1985

Professional Affiliations

Prospectors and Developers Association of Canada

Stephanie J. Sykes
416 643.6906
ssykes@heenan.ca



Partner

Call to the Bar

Ontario, 2001
New Brunswick, 1998

Areas of Expertise

Mergers & Acquisitions
General Corporate
Securities & Finance
Mining

Stephanie Sykes (formerly Stephanie Thompson) joined Heenan Blaikie in 2004.

Stephanie practises corporate law with a focus on corporate finance, securities, and mergers and acquisitions. She is often involved in private and public equity financings, including private placements, prospectus exempt financings and public offerings, and represents both issuers and investment dealers. Stephanie has also been involved in a number of corporate reorganizations and restructurings, takeover bids and dissident proxy solicitations.

Stephanie regularly assists public companies with ongoing securities compliance issues, including general continuous disclosure requirements of provincial securities legislation and various exchange policies. Moreover, she is often involved in both domestic and cross-border merger and acquisition transactions and has extensive experience with management-side employment and labour matters.

Education

LL.B., University of Ottawa, 1997
B.B.A., University of New Brunswick, 1994

Professional Affiliations

Canadian Bar Association
Law Society of New Brunswick
The Law Society of Upper Canada (Ontario)

Steve Vaughan
416 643.6924
svaughan@heenan.ca



Partner

Call to the Bar

Ontario, 1967
New Brunswick, 1965

Areas of Expertise

Corporate Governance
Energy
Energy & Resources Litigation
Natural Resources
Partnerships & Joint Ventures
Securities & Finance
Securities Litigation
Mining

W.S. (Steve) Vaughan, a leading expert on mining and natural resources law, joined Heenan Blaikie in 2007 as a partner in our Business Law group.

A prominent lawyer with a background in law and geology, which paved the way for a practice in the mining, oil and gas, geothermal, coal bed methane and nuclear industries, Steve Vaughan brings to the firm extensive experience and formidable knowledge.

For more than four decades, Steve has advised and represented Canadian and international companies, served on many governmental advisory committees and, in recent years, has been involved in natural resources transactions in more than 60 countries. Steve is or has been a member or director of natural resource and mining companies such as the Algoma Central Corporation, the Apollo Gold Corporation and Western Troy Capital Resources, among others, as well as numerous professional and trade associations including the Toronto Branch of the Canadian Institute of Mining, Metallurgy and Petroleum, the Prospectors and Developers Association of Canada and the joint Toronto Stock Exchange/Ontario Securities Commission Mining Standards Task Force.

Possessing an exceptional reputation in his field, Steve Vaughan is listed as one of the outstanding Canadian experts on mining law in the *International Who's Who of Business Lawyers*, in *Chambers Global: The World's Leading Lawyers for Business* and in *Lexpert/American Lawyer's Guide to the Leading 500 Lawyers in Canada* as well as in the area of natural resources law in *The Best Lawyers in Canada* (Woodward/White). The *Martindale-Hubbell Law Directory* gives him its top recommendation and *Legal Media Group/Euromoney Institutional Investor* ranks him as one of the best project finance and energy-natural resources lawyers in Canada.

Steve Vaughan has written numerous publications on natural resource financing, mining, international due diligence and related securities law issues.

Education

B.C.L., University of New Brunswick, 1965
M.Sc., McGill University, 1962
B.Sc., University of New Brunswick, 1959

Professional Affiliations

Canadian Bar Association
Canadian Institute of Mining, Metallurgy and Petroleum
International Bar Association
Prospectors and Developers Association of Canada-Director
The Law Society of Upper Canada (Ontario)
Ontario Bar Association

Catherine E. Wade
604 891.1165
cwade@heenan.ca



Partner

Call to the Bar

British Columbia, 1997
Ontario, 1986

Areas of Expertise

Corporate Governance
Mergers & Acquisitions
General Corporate
Immigration
Venture Capital
Securities & Finance
Partnerships & Joint Ventures
Mining

Catherine Wade joined Heenan Blaikie in 2005 as a partner in our Business Law group.

Her practice is focused in the areas of corporate and securities law with an expertise in merger and acquisition transactions, general corporate advice, public and private financings, corporate governance and corporate reorganizations. Moreover, having practised with the Ontario Securities Commission for four years, Ms. Wade has significant regulatory experience.

Ms. Wade offers advice to biotechnological companies on licensing and collaborations. She also advises financial services companies on compliance and regulatory matters.

Ms. Wade is a member of the Canadian Bar Association and is the Chair of its Business Law section. She also served on the Securities Law Advisory Committee for the British Columbia Securities Commission.

Education

LL.M., York University (Osgoode Hall Law School), 1997
LL.B., York University (Osgoode Hall Law School), 1984
B.B.E., Brock University, 1981

Professional Affiliations

American Bar Association
Canadian Bar Association

Gaylord Watkins
 + 65 9862 6953
 + 65 81 1183 6274
 gw@gaylordwatkins.com



Regional Correspondent - Singapore

Call to the Bar

Indonesia, 1992
 (Ministry of Justice, accredited foreign legal consultant)
 Alberta, 1981
 Ontario, 1976

Areas of Expertise

International & Domestic Trade
 International Affairs
 Infrastructure and Public-Private Partnerships (PPP)
 Natural Resources
 Strategic Advice

Gaylord Watkins is Heenan Blaikie's regional correspondent based in Singapore. A resident of the country for many years, he first came to Singapore as a recent graduate of Osgoode Hall Law School in 1967 and served as a lecturer at the Faculty of Law of the University of Singapore until 1969.

Mr. Watkins is a well known resources and infrastructure projects lawyer and strategic advisor. Originally a geologist working in Canada, Alaska and the Ivory Coast, he has practised law since 1976 in Canada, and since 1991 in the Far East. His principal focus over the last 17 years has been mining and energy projects in Southeast Asia, primarily in Indonesia. He was based in Jakarta from 1991 until 2007, first as an international partner of a global law firm, then as senior counsel to the largest independent law firm in Indonesia. Mr. Watkins has been recognized by The International Who's Who of Mining Lawyers as a leading practitioner in Indonesia for his expertise in mining law. He has also been named by Asia Law & Practice as a leading mergers and acquisitions lawyer, and by Legal 500 as a leading project finance and energy lawyer. He has acted as counsel in a number of international arbitrations, and as an expert in Indonesian mining law.

Mr. Watkins has represented American, Australian, Canadian, Chinese, English, French, Indian, Indonesian, Japanese, Korean, Filipino, Singaporean, Thai and UAE mining (coal, cobalt, copper, gold, iron and nickel) companies as well as international project financiers and banks, and companies offering mining, construction, oil and gas (natural and industrial), private power (coal, gas and geothermal) and shipping services. He advises on the structuring of foreign investments, on the obtainment and verification of rights to resources and mining permits, on the interpretation of contracts of work/stability agreements, on the negotiation of joint ventures, on the financing of private and public infrastructure for mine construction and operations, on mining and environmental regulations as well as on dispute resolution.

For a number of years, he served on the board of directors of the Alberta Law Reform Institute and as consultant to the Law Reform Commission of Canada. He has also served as counsel to the International Labour Office in Geneva, Switzerland. He has lectured at the universities of Calgary, Ottawa, Indonesia and Singapore.

Education

LL.M., Yale University (Yale Law School), 1971
 LL.B., York University (Osgoode Hall Law School), 1967
 B.Sc. (Geology), McGill University, 1962

Professional Affiliations

Chartered Institute of Arbitrators
 International Bar Association
 The Law Society of Upper Canada (Ontario)

Neil Wiener
514 846.2208
nwiener@heenan.ca



Partner

Call to the Bar

Ontario, 1989
Quebec, 1981

Areas of Expertise

Securities & Finance
Mining

Neil Wiener practises exclusively in the area of securities law, with an emphasis on public financings. He has been involved in numerous public offerings, for both issuers and underwriters. He has handled private placements, takeover bids, reverse takeovers, going-private transactions, stock exchange listings and a broad range of other securities matters.

Mr. Wiener was a lecturer in business law at McGill University from 1989 to 2000. He also speaks regularly at conferences relating to corporate finance and securities.

Mr. Wiener joined Heenan Blaikie in 1981.

Education

B.C.L./LL.B., McGill University, 1980
B.A., McGill University, 1976

Sonia Yung
416 643.6872
syung@heenan.ca



Partner

Call to the Bar

British Columbia, 1994
Ontario, 1994

Areas of Expertise

Securities & Finance
General Corporate
Mining

Sonia Yung's practice is focused on securities-related matters, including public and private financings and mergers and acquisitions on behalf of Canadian and international companies and securities dealers. She has experience in public company and investment fund regulatory compliance matters and in dealing with stock exchanges and securities regulatory authorities across Canada and in the United States. Sonia was seconded for six months to the Ontario Securities Commission in 1998.

As a member of the securities law and the life sciences and emerging technologies practice groups, Sonia has significant experience in the area of public and private financings by both private and public issuers in various industries, including mining and exploration, computer systems integration, software operating platforms, wireless communications, financial services, life sciences, renewable energy, other emerging technologies and industrial manufacturing.

Education

LL.B., University of Ottawa, 1992
B.A. (Honours), University of Manitoba, 1988

Professional Affiliations

Canadian Bar Association
Law Society of British Columbia
The Law Society of Upper Canada (Ontario)

Our Offices

Montreal

1250 René-Lévesque Blvd. West
Suite 2500
Montreal, Quebec
H3B 4Y1
T 514 846.1212
F 514 846.3427

Québec

900, boul. René-Lévesque Est
Bureau 600
Québec (Québec)
G1R 2B5
T 418 524.5131
F 418 524.1717

Ottawa

55 Metcalfe Street
Suite 300
Ottawa, Ontario
K1P 6L5
T 613 236.1668
F 613 236.9632

Paris

Correspondance organique

Bourthoumieux, Avocats à la Cour
17, rue Marbeau
75116 PARIS, FRANCE
T 33 1 40 67 44 00
F 33 1 40 67 44 01

Toronto

Bay Adelaide Centre
P.O. Box 2900
333 Bay Street, Suite 2900
Toronto, Ontario M5H 2T4
T 416 360.6336
F 416 360.8425

Calgary

12th Floor, Fifth Avenue Place
425 - 1st Street SW
Calgary, Alberta
T2P 3L8
T 403 232.8223
F 403 234.7987

Trois-Rivières

1500, rue Royale
Bureau 360
Trois-Rivières (Québec)
G9A 6E6
T 819 373.7000
F 819 373.0943

Singapore

Representative Office

80 Anson Road, Suite 28-03
Fuji Xerox Tower
Singapore 079907
T 65 6221 3590
F 65 6887 4394

Vancouver

1055 West Hastings Street
Suite 2200
Vancouver, British Columbia
V6E 2E9
T 604 669.0011
F 604 669.5101

Sherbrooke

455, rue King Ouest
Bureau 210
Sherbrooke (Québec)
J1H 6E9
T 819 346.5058
F 819 346.5007

Victoria

737 Yates Street
Suite 514
Victoria, British Columbia
V8W 1L6
T 250 381.9321
F 250 381.7023

Santiago

Representative Office

Av. Vitacura 3841 piso 3 Vitacura
Santiago de Chile, Chile
T 562 710 4243
C 569 9 879 5520

