

Representative Work

MARQUEE CANADIAN MINING TRANSACTIONS

- › **Equinox Minerals Limited** in its proposed \$4.8 billion offer to acquire Lundin Mining Corporation, in its defence of a \$6.3 billion unsolicited take-over bid from Minmetals Resources Limited, and its \$7.3 billion acquisition by Barrick Gold Corporation (the largest M&A transaction in Canada in 2011).
- › **Kinross Gold Corporation** in its \$7.1 billion acquisition of Red Back Mining Inc. by way of plan of arrangement (the largest M&A transaction in Canada in 2010).
- › The underwriters in the bought deal common share offering of approximately US\$4 billion by **Barrick Gold Corporation** (the largest bought deal offering in Canadian history).
- › **Fording Canadian Coal Trust** in its \$14.1 billion sale to Teck Cominco Limited.
- › **Inco Limited** (now Vale Inco Limited) in its competing take-over bid for Falconbridge Limited (largest ever negotiated Canadian take-over bid transaction), its negotiated 3-way combination transaction with Falconbridge Limited and Phelps Dodge Corporation and its responses to the unsolicited take-over bids for Inco by Teck Cominco Limited and Companhia Vale do Rio Doce (now Vale).
- › **Placer Dome Inc.** in the unsolicited offer by Barrick Gold Corporation and resulting negotiated merger.

MERGERS, ACQUISITIONS & JOINT VENTURES

- › **Anglo Potash Ltd.** in its sale to BHP Billiton Diamonds Inc.
- › **Cameco Corporation** in its proposed acquisition of Hathor Exploration Limited.
- › **Elk Valley Coal (now Teck Coal)** in its joint venture with Nippon and Posco involving the formation of Elkview Mine Limited Partnership and related coal sales agreements.
- › **Fording** in the creation of the Elk Valley Coal Partnership (now Teck Coal), the world's second largest producer of metallurgical coal.

Osler acts for domestic and international mining companies of all sizes, specialties and stages of development. Our in-depth knowledge of the mining industry gives our mining clients access to the support they need in achieving their operational and strategic objectives efficiently and cost-effectively. We provide seamless service across North America from our Toronto, Montréal, Calgary, Ottawa and New York offices.

Ask Osler's Mining Group about:

- › Solicited and unsolicited M&A transactions;
- › Joint ventures and strategic alliances;
- › Public securities offerings, private placements, strategic investments and other financing transactions;
- › Commercial arrangements including royalty and exploration & development agreements;
- › Securities law and stock exchange compliance and reporting;
- › Mining disclosure (including National Instrument 43-101);
- › Taxation issues and structuring;
- › Environmental and aboriginal matters;
- › Mineral and surface rights;
- › Construction and infrastructure matters;
- › Employment & labour, and pensions & benefits issues;
- › Dispute resolution and litigation.

- › **Glamis Gold Ltd.** in its combination with Goldcorp Inc. and its earlier unsolicited offer for Goldcorp Inc.
- › **Globestar Mining Corporation** in its sale to Perilya Limited.
- › **Goldcorp Inc.** in the sale of its interest in Terrane Metals Corp. to Thompson Creek Metals Inc. and in an option agreement for a joint venture of Goldcorp, Xstrata Queensland Limited and Yamana Gold Inc. to acquire the Agua Roca Gold Project in Argentina from Yamana Gold.
- › **Lundin Mining Corporation** in its private placement to and proposed business combination with Hudbay Minerals Inc.
- › **Mongolia Minerals Corporation** in its acquisition of ELC LLC and of MMU LLC.
- › **Vale** in its acquisition of Saskatchewan potash assets from Rio Tinto.
- › **Walter Energy** in its acquisition of Western Coal Corp.
- › **Winsway Coking Coal Holdings Ltd.** and Marubeni Corporation in their acquisition of Grande Cache Coal.

CORPORATE FINANCE

- › **Cameco Corporation** in its bought deal offering of common shares in Canada and the United States under MJDS, its shelf prospectus and subsequent offering of senior unsecured debentures, and its secondary offering of common shares of Centerra Gold Inc.
- › **Coventry Resources** in its global private placement.
- › **Kinross Gold Corporation** in its cross-border private placement offering of unsecured senior convertible notes, its bought deal offering of common shares in Canada and the United States under MJDS and its shelf prospectus for debt securities.
- › **Mongolia Minerals Corporation** in its private placement of common shares.
- › **Overland Resources Limited** in its private placement of ordinary shares.

OUR REPUTATION

According to *Chambers Global: The World's Leading Lawyers for Business 2011*, clients are quoted as saying that Osler is an "outstanding firm and the lawyers give exceptional service." Osler is one of the only two Canadian firms ranked top tier in five of six categories in the 2011 edition of *IFLR 1000: The Guide to the Leading Financial Law Firms*. Additionally, in 2010, Osler was ranked the #1 law firm for Canadian M&A deals according to both *Thomson Reuters* and *Bloomberg L.P.* A survey by the *2011 Canadian Legal Expert Directory* cites Osler as being "repeatedly recommended" in the area of mining.

- › The underwriters or agents in the:
 - › bought deal offerings of common shares of **Andean Resources Limited**;
 - › underwritten private placement of special warrants and subsequent prospectus qualification of the underlying common shares of **Extract Resources Limited**;
 - › private placement of common shares of **Great Western Minerals Group Ltd.**;
 - › private offerings of convertible senior notes of **Jaguar Mining**;
 - › bought deal offerings of common shares and flow-through common shares of **Lake Shore Gold Corp.**;
 - › bought deal private placements of common shares and warrants of **Metalex Ventures Ltd.**;
 - › bought deal offerings of common shares and convertible senior notes of **Northgate Minerals Corporation**;
 - › bought deal offerings of common shares of **Orezone Gold Corporation**;
 - › private offering of senior notes of **Quadra FNX Mining Ltd.**;
 - › initial public offering of common shares, warrants and flow-through common shares of **Royal Nickel Corporation**;
 - › initial public offering of common shares and warrants and bought deal offering of **Stonegate Agricom Ltd.**;
 - › northbound MJDS bought deal offering of common shares of **US Gold Corporation**.

CONTACT US

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