



Your Mining Law Partner

OSLER



Osler – law that works

Osler is a leading Canadian law firm with an in-depth knowledge of the mining industry. Combined with our integrated approach to service, we provide our mining clients with the expertise needed to achieve their operational and strategic goals. From our offices in Toronto, Montréal, Calgary, Ottawa, Vancouver and New York, we work seamlessly to advise on legal issues that impact the industry and the business of our clients.

Osler supports mining companies of all sizes and specialties, offering a depth of experience in every aspect of development. Our mining practitioners bring their technical knowledge and transaction expertise to all aspects of the mining business. We help clients at any stage of their life cycle, from early stage exploration to project development and financing, the establishment of large-scale operations, and transformational M&A transactions.

Osler's collaborative "one firm" approach draws on the expertise of over 400 lawyers to provide responsive, proactive and practical legal solutions driven by clients' business needs. For over 150 years, we've built a reputation for solving problems and helping our clients remove the obstacles to their success. We provide the answers our clients need, when they need them.

Your expert partner for Mining

Osler acts for domestic and international mining companies of all sizes, specialties and stages of development. With our in-depth knowledge of the mining industry, we give our mining clients access to the support they need to achieve their operational and strategic objectives efficiently and cost-effectively.



Recognition in Canadian and worldwide directories

Chambers Canada: Canada's Leading Lawyers for Business, 2019

Named 'Projects & Energy Firm of the Year' at the *Chambers Canada Awards*

Recognized for:

- Energy & Natural Resources: Mining
- PPP & Infrastructure

Recognized as Band 1 for:

- Corporate/M&A
- Construction

The Legal 500, 2019

Recognized for:

- Energy: Mining
- Infrastructure & Projects

Recognized as Tier 1 in Corporate and M&A

Who's Who Legal, 2019

International & Canada: Osler lawyers recognized in the area of Mining

Canadian Legal Lexpert Directory, 2018

Recognized for:

- Mining
- Project Finance
- M&A

Osler lawyers among the "Leading Canadian Lawyers in Global Mining"

Recognized as Canada's top law firm for M&A

Thomson Reuters (2018):

#1 Law firm for Canadian announced deals (by value)

Mergermarket (2018):

#1 Law firm for Canadian announced deals (by value)

US\$ 59B

Osler's total deal value for 2018 Canadian announced deals

What our clients say:

“They're excellent, they're a top firm in Canada and are very strong across all areas. They're very responsive and they're quick, concise, and they have deep subject matter expertise. It's a global firm with local knowledge which is what we're looking for.”

“They make a huge effort to get to know the world that our company resides in and our objections. They are almost our internal voice.”



Leading Practitioners

Recognized as Band 1 for 16 practice areas and 47% of Osler partners recognized as leaders across 45 practice areas and regions by *Chambers Canada*



Specialized Advice

More than 60 practice groups, and geographic and industry teams

Expertise in Canadian commercial and regulatory terms



Client Advocacy

Strong government relationships (local, provincial and federal) that keep us current on changes affecting our clients

Senior industry contacts and leadership roles in numerous associations

Supporting your needs with



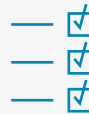
Community Focus

Market-leading diversity and inclusion initiatives



Culture of Giving

\$3 million+ in Pro Bono each year;
\$2 million+ in donations



Robust Service Platform

Seamless client service and reporting, and client feedback programs

AFAs and fixed “menu” pricing across all practice areas

Joint RFP, pricing and credential capabilities

Working with you

Osler recognizes the importance of working with the right law firm. You're looking for a trusted partner who understands your legal and strategic needs and who shares your objectives. We have the strong expertise and reputation needed to support your business goals – and we combine this with a deep commitment to client service, responsiveness and open, proactive communication.

Osler can advise on a complete range of issues for domestic and international mining clients. Leveraging our team's extensive experience, along with our strong industry and government connections, we can help you navigate the complex commercial and regulatory environment to achieve your strategic goals. We will build a team with the right level of expertise to deliver on your business objectives, tailoring our services to meet your particular needs.

As leaders in matter management and alternative fee arrangements, Osler also brings to every matter a relentless focus on cost containment, predictability and delivering overall value for money. We lead the way in our ability to develop innovative approaches to business law services for the Canadian market.

Working with Osler ensures that you will have access to leading expertise in all of the areas required to achieve your strategic objectives.

Helping businesses realize opportunities

Our team has worked with many of the world's leading mining companies, as well as mid-cap and junior mining companies, in some of their most important transactions. Mining companies regularly turn to Osler for their most significant “bet the company” legal needs.

NOTABLE MATTERS

China Molybdenum in its US\$2.65 billion acquisition from Freeport-McMoRan Inc. of a 56% controlling interest in the Tenke Fungurume copper and cobalt mine in the Democratic Republic of Congo.

China Molybdenum in its US\$1.5 billion acquisition of Anglo American plc's Brazilian niobium and phosphates mines.

Cancana Resources Corp. in its reorganization transaction to create Meridian Mining S.E., valued at approximately \$150 million at the time of listing.

Almonty Industries in its acquisition of the Panasqueira tungsten project in Portugal from Sojitz Corporation.

Teck Resources Limited in its applications before the Alberta Energy Regulator for a winter drilling program, which included a public hearing in Fort McMurray.

Lenders and underwriters in the acquisition of **Dominion Diamond Corporation** by Washington Companies Corp.

Inco Limited (now Vale Inco Limited) in its competing take-over bid for Falconbridge Limited; 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).

Cameco Corporation before the Tax Court of Canada. This is the first Canadian case to consider the interpretation and application of the transfer pricing “re-characterization” rules and the largest transfer pricing case currently in Canada.

Silver Wheaton Corp. in its pending transfer pricing appeal in the Tax Court of Canada. This is also a “re-characterization” case and one of the most significant transfer pricing appeals currently in Canada.

AQM Copper Inc. in its \$35 million acquisition by Teck Resources Limited.

A consortium of buyers, led by **POSCO of Korea**, and including China Steel Corporation of Taiwan and certain leading Asian financial institutions, on its \$1.1 billion purchase of a 15% interest in ArcelorMittal's Canadian iron ore business.

Kinross Gold Corporation in its \$250 million bought deal public offering of common shares; its sale of the Fruta del Norte project in Ecuador; its \$7.7 billion acquisition of Red Back Mining Inc.; its investment in and subsequent sale of Harry Winston; its issuance of US\$500 million 5.95% 10-year senior unsecured notes.

Vale in its acquisition of Saskatchewan potash assets from Rio Tinto.

Goldcorp Inc. in the successful defence against a claim brought by Barrick Gold Corporation in respect of Goldcorp's acquisition of a 70% interest in the El Morro mining project in Chile.

BHR Partners in its agreement to acquire Lundin Mining Corporation's 24% minority interest in Tenke for US\$1.187 billion.

Notable project experience

Osler advises on construction, regulatory and environmental matters related to mining projects:

.....

Vale Canada Limited in developing several major capital projects in Canada including:

- Development of the Voisey's Bay Mine Expansion Project in Voisey's Bay, Newfoundland & Labrador;
 - Overall review and revision of all contract templates for capital and operational projects across Canada;
 - Contract support for projects and operations in Sudbury, Ontario (including the atmospheric emission reduction project which is a significant initiative for Vale to reduce its emissions from operations in Ontario).
-

A subsidiary of Vale S.A. on aspects of front-end contracting and an ongoing dispute involving equipment supply for a potash mining project in Argentina.

.....

Xstrata (and Glencore, following merger) with construction, engineering and equipment supply contracts and procurement documentation for various projects at its sites in New Caledonia.

.....

China Molybdenum in its EPC-related contract diligence in connection with its US\$1.5 billion acquisition of the Brazilian niobium and phosphates businesses of Anglo American plc.

.....

Cliff Natural Resources in connection with Aboriginal consultation associated with a chromite mine in northern Ontario.

.....

Hudbay Minerals Inc. in connection with the review of procurement and construction contracts for use in Canada and the U.S.

.....

Canadian mine developer in connection with a mine located in the South Pacific regarding the EPC contract for the development of the mine infrastructure.

.....

Kinross Gold Corporation in connection with certain performance bond and related indemnity/surety obligations for mines in the U.S.

.....

Benga Mining Limited in its application to construct the Grassy Mountain Coal Project, a four million tonne open-pit metallurgical coal mine near the Crowsnest Pass in south-west Alberta.

.....

De Beers in connection with obtaining all regulatory and environmental approvals, as well as advising on Aboriginal issues related to its Gahcho Kué Diamond Mine Project.

Cross-country and crossing borders

MONTREAL

1000, De La Gauchetiere
St. W., Suite 2100
Montréal, QC H3B 4W5
Tel: 514.904.8100

OTTAWA

340 Albert St.
Suite 1900
Ottawa, ON K1R 7Y6
Tel: 613.235.7234

CALGARY

TransCanada Tower
Suite 2500, 450-1st St. S.W.
Calgary, AB T2P 5H1
Tel: 403.260.7000

VANCOUVER

1055 West Hastings St.
Suite 1700, The Guinness Tower
Vancouver, BC V6E 2Eg
Tel: 1.888.675.3755

TORONTO

100 King St. W.
1 First Canadian Place
Suite 6100, Box 50
Toronto, ON M5X 1B8
Tel: 416.362.2111

NEW YORK

620 8th Ave.
36th Floor
New York, NY 10018
Tel: 212.867.5800



Our Mining team

Osler lawyers have significant experience advising international clients on strategic mining investments. No other Canadian law firm combines market-leading M&A and mining expertise with deep experience advising foreign enterprises. For more information, visit osler.com/mining.



James Brown
Partner, Corporate
Co-Chair, Mining
jbrown@osler.com
416.862.6647 (Toronto)



Alan Hutchison
Partner, Corporate
Co-Chair, Mining
ahutchison@osler.com
604.692.2760
(Vancouver)



Doug Bryce
National Managing
Partner
dbryce@osler.com
416.862.6465 (Toronto)



Chris Bennett
Partner and Chair,
Financial Services
cbennett@osler.com
416.862.5992 (Toronto)



Monica Biringer
Partner, Taxation and
Tax Litigation
mbiringer@osler.com
416.862.6830 (Toronto)



Jeremy Fraiberg
Partner, Corporate
Co-Chair, M&A
jfraiberg@osler.com
416.862.6505 (Toronto)



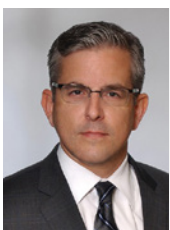
Laura Fric
Partner, Litigation
lfric@osler.com
416.862.5899 (Toronto)



Mark Gelowitz
Partner, Litigation
mgelowitz@osler.com
416.862.4743 (Toronto)



Martin Ignasiak
Partner, Litigation
mignasiak@osler.com
403.260.7007 (Calgary)



Richard King
Partner, Regulatory,
Environmental,
Aboriginal and Land
rking@osler.com
416.862.6626 (Toronto)



Marc Kushner
Partner, Corporate
mkushner@osler.com
212.991.2518 (New York)



Eric Levy
Partner, Corporate
elevy@osler.com
514.904.8177 (Montreal)



Patrick Marley
Partner, Taxation
pmarley@osler.com
416.862.6583 (Toronto)



Frank Turner
Partner, Corporate
fturner@osler.com
403.260.7017 (Calgary)



Richard Wong
Partner, Construction
and Commercial
rwong@osler.com
416.862.6467 (Toronto)

