

The Dentons logo consists of the word "DENTONS" in a bold, white, sans-serif font, centered within a white arrow-shaped graphic pointing to the right. The background of the entire page is a close-up photograph of a rock face with a complex, layered texture in shades of grey, tan, and brown, with a large purple shape overlaid on the top left.

**DENTONS**

## **Dentons Mining**

Our Mining and Natural  
Resources capabilities  
in Canada

Grow | Protect | Operate | Finance

# Mining and Natural Resources

Leaders in mining around the globe

## Dentons: At the fore-front of mining trends

As one of the largest mining nations in the world, Canada is at the forefront of mining innovation and is one of the largest mining service and supply sectors globally. Dentons Canada's mining team is your Canadian connection to mining around the world. Whether it is exploration, mine development, construction, environmental assessments, production and reclamation, our mining lawyers are here to help you direct your business through the complex regulatory frameworks related to mining and mineral exploration ventures. Our experienced team is able to provide sophisticated advice to help you navigate the mining landscape in Canada and beyond.

Benefit from our deep understanding of the mining business around the world, and from our seamless, multijurisdictional insights. We draw on our team's talents and expertise to provide clients with local knowledge and sector experience in every legal tradition in the world. Our team can advise you on legal and business considerations in the key nations and jurisdictions as well as help you navigate cross-border and global transactions. You can trust us to help you play a leading role in the development of resource projects worldwide, as we continuously monitor developments in resource nationalism, including the exercise of royalty, taxing and nationalization powers. In addition, Dentons' global platform enables us to assemble teams to handle complex cross-border investigations, proceedings and anti-bribery program development spanning

nearly every major jurisdiction on the planet. We bring top-quality local subject matter expertise to navigate local legal and cultural challenges.

By partnering with Dentons you will benefit from our team's holistic approach to implementing your strategic plan by leveraging our world-class talent in associated practice sectors. Your Dentons mining team has a diversified skill set with respect to corporate and commercial law, securities and financing, M&A and technical disclosure as well as employment and labour, litigation and enforcement, bankruptcy and restructuring and regulatory legal matters. Our mining team routinely reviews reports prepared by qualified persons under NI 43-101, including reserve and resource reports prepared under the JORC Code (as well as USGS Circular 831 on January 2021 SEC SK 1300, PERC and the SAMREC Code).

Our team can advise you on legal and business considerations as well as help you navigate various transactions while taking into account your legal spend. We are committed to your ongoing success by making it easy for you to keep apprised of relevant updates in the Canadian mining industry through our [Dentons Mining Law blog](#). With a Dentons team that focuses entirely on the mining industry—from exploration, to mine development, construction, production and reclamation—we are well-versed in all aspects of mining at each stage and have experience dealing in every corner of the globe where you do—or want to do—business.



**What sources say about  
Dentons' mining team:**

"Responsive, concise and business savvy."  
– *Legal 500*

"Invaluable experience and knowledge  
of securities law."  
– *Legal 500*

"Among the best in the sector."  
– *Legal 500*

"Strong technical background, pragmatic  
and have seen the full mining life cycle.  
Really get the sector."  
*Chambers & Partners*

"The partners are responsive and provide  
good customer service."  
*Chambers & Partners*

"Dentons offers great value for money  
and its mining practice is led by an excellent  
group of lawyers."  
*Chambers & Partners*

# Awards and accolades



## *Chambers & Partners (2022)*

Recognized lawyers: Mining  
(Chambers Canada Guide)

Lawyers recognized: Mining  
(Chambers Global Guide)

## *Best Lawyers (2022)*

Several leading lawyers | Mining Law



## *Lexpert (2022)*

Several recommended lawyers | Mining Law

## *Legal 500 Canada (2022)*

Recognized Canadian firm: Mining

Leading Lawyer recognition

Multiple lawyers recognized | Mining



# Capabilities

- Aboriginal and Community Relations
- Asset Transfers and Mergers and Acquisitions
- Construction and Infrastructure
- Dispute Resolution
- Environment, Regulatory Approvals and Compliance
- Government Relations
- Insolvency and Restructuring
- M&A
- Mining Services
- Options, Joint Ventures
- Strategic Alliances
- Project and Debt Financing
- Securities and Capital Markets
- Tax



# Representative experience

## Mergers and Acquisitions

**Millennial Lithium Corp.:** Advising the TSXV-listed company and the special committee of its board of directors on the acquisition of the company by Lithium Americas Corp. for approximately CA\$500 million, payable in shares. The acquisition followed two unmatched superior proposals.

**Livent Corporation:** Advising Livent Corporation with respect to the establishment of a joint development corporation with E3 Metals Corp. to advance E3 Metals Corp.'s proprietary direct lithium extraction process and technology.

**Jervois Mining Limited:** Advising Jervois on the acquisition of M2 Cobalt Corp. and eCobalt Solutions Inc., and secondary listing on the TSXV, forming the world's third largest cobalt company.

**Cerrado Gold Inc.:** Advising the corporation in connection with its acquisition of Minera Don Nicolás S.A., and its namesake operating mine and surrounding properties in the Province of Santa Cruz, Argentina as well as a metals purchase, sale agreement and financing package.

**Regulus Resources Inc.:** Advising in respect to the arrangement with Sibanye Gold Ltd. to spin-out Regulus' Argentine assets to a newly created company, Aldebaran Resources Inc., and acquire the Altar copper-gold project from Sibanye, including a US\$30 million private placement financing into Aldebaran by Route One Investment Company, L.P.

**LSC Lithium Corporation:** Advising in connection with its acquisition from BMC Global Ltd. of all of the issued and outstanding shares of LitheA Inc. for an aggregate purchase price of approximately US\$44 million, as well as in connection with its acquisition of strategic mineral properties and rights located in Argentina from Orocobre Limited and certain affiliates.

**Gran Colombia Gold:** Representing Gran Colombia Gold Corp. (TSX: GCM) when it acquired a 19.89% equity interest in Western Atlas Resources Inc. (approximately 27.14% on a partially diluted basis assuming exercise of warrants) by way of a strategic private placement financing of Western Atlas, pursuant to which Gran Colombia acquired 15,910,588 common shares and 7,955,294 warrants of Western Atlas. Concurrently with such strategic financing, Gran Colombia and Western Atlas entered into a definitive agreement contemplating the spin-off by Gran Colombia of its Venezuelan assets, through the sale of its wholly-owned subsidiary Medoro Resources International Ltd., to Western Atlas in exchange for \$26.6 million to be satisfied by the issuance to Gran Colombia of 59,115,555 common shares of Western Atlas.

**OCIM Metals & Mining SA:** Advising OCIM Metals & Mining SA with respect to its precious metals purchasing arrangements in multiple countries.



## Corporate Finance

**Cerrado Gold Inc.:** Advising the corporation in connection with a US\$20 million secured note and stream agreement with Sprott Resource Streaming and Royalty Corp. to finance its Monte do Carmo gold project in the State of Tocantins, Brazil.

**Ascendant Resources Inc.:** Advising Ascendant Resources Inc. on its US\$15,000,000 secured note and stream agreement with Sprott Private Resource Streaming and Royalty (B) Corp. to finance its Lagoa Salgada VMS project located near Lisbon, Portugal.

**Regulus Resources Inc.:** Acting for Regulus Resources Inc. regarding a US\$5 million financing. Osisko Gold Royalties Ltd. invested US\$5 million in exchange for a net smelter return ("NSR") ranging from 0.125% to 1.5% on certain claims of Regulus' AntaKori project ("AntaKori") in Peru, as well as a right (currently held by Regulus) to buy-back a 1% NSR from a third party on certain claims of AntaKori.

**Sprott Capital Partners LP:** Advising a syndicate of underwriters led by Sprott Capital Partners LP and including Canaccord Genuity Corp. and Cormark Securities in connection with a \$9.3 million bought deal private placement of flow-through common shares and common shares of HighGold Mining Inc. with an option to increase the size of the private placement by up to an additional 20% of the amount of securities sold under the private placement.

**Margaux Resources Ltd:** Negotiated and executed an option agreement between Margaux and WildSky Resources Inc. to option a 100% interest in the Cassiar Gold Project in northern BC.

**Orsu Metals Corporation:** Advising in connection with its public offering of units for gross proceeds of \$28 million, and subsequently in connection with several significant asset dispositions, including: the sale of its Varvarinskoye Gold-Copper Project in Kazakhstan to Polymetal for approximately US\$235 million; the sale of its 40% interest in the Talas gold-copper-molybdenum joint venture project in the Kyrgyz Republic to its joint venture partner, Gold Fields Exploration B.V. for US\$20 million; and the conditional sale of its Karchiga massive sulfide copper project in northeastern Kazakhstan to Karasat Trading FZE for approximately US\$10 million.

**Aethon Minerals Corporation (TSXV: AET):** Representing Aethon. AbraPlata Resource Corp. (TSXV: ABRA) when it acquired all of the issued and outstanding shares of Aethon by way of a plan of arrangement under the Canada Business Corporations Act.

**SRG Graphite Inc.:** Advising in connection to an equity offering by way of short-form prospectus and concurrent private placement.

**EV Nickel Inc.:** Acted for EV Nickel Inc. on its initial public offering of flow-through shares and units and listing on the TSX Venture Exchange.



## Regulatory Matters

**Rio Tinto Alcan Inc.:** Advising in relation to several applications before the Quebec Energy Board (Régie de l'énergie) (R-3944-2015, R-3947-2015, R 3949-2015, R 3952 2105, R-3957-2015) and intervention by Rio Tinto Alcan Inc. regarding ongoing modifications or adoption of reliability standards for the transport of electricity in the Province of Quebec; and a several day hearing (R-3947-2015) in connection with the adoption of the new version 5 of the cyber security standards and their application to industrial customers.

**Rio Tinto Alcan Inc.:** Advising in relation to the application by Hydro-Québec TransÉnergie (HQT) before the Quebec Energy Board (Régie de l'énergie) against Rio Tinto Alcan Inc., as auxiliary carrier, for the determination of a tariff for the transport of electricity on its private electric power transmission system (R-3984-2016).

**North American Tungsten:** Advising the western world's largest producer of tungsten concentrate, geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101 and on other mining law matters and with respect to CA\$23 million in recent equity and debt financings including in its financing with Callidus Capital Corporation and financing/re-financing with HSBC Bank Canada.

## Insolvency and Restructuring

**North American Tungsten Corporation Ltd:** Acting as counsel for the Company in all aspects of the restructuring proceedings under the CCAA. The Company is one of the largest producer of tungsten concentrate, a strategic industrial metal required in a wide variety of products ranging from jet turbine engines and high-speed cutting tools to electronic circuitry and surgical instruments.

**ARC Financial Corporation:** Advising on its acquisition by ARC Financial and STEP Energy Services of substantially all its Canadian-based fracturing and cementing operations from Sanjel Corporation. Dentons' clients prevailed on all issues in this complex, cross-border acquisition requiring the coordination of Alberta CCAA proceedings and a Chapter 15 proceeding in San Antonio, Texas.

**Veris Gold Group of Companies:** Acting as counsel for the Monitor in connection with the CCAA proceedings in Canada as well as Chapter 15 proceedings in the U.S. and with respect to the disposition of the Veris Gold USA Inc. operating and real estate assets to Whitebox Advisors LLC. Advising on all aspects of the restructuring and sale which involved properties on both sides of the border including, notably, the operating gold and milling project in Nevada with annual revenue in the range of US\$200 million. This deal has won Mining Deal of the Year, Cross Border Restructuring Deal (up to US\$100M) and Real Estate Deal of the Year by M&A Advisor and Judicial Restructuring of the Year award for Small Markets by Global M&A Network.

**Blackhill Partners, LLC, Chief Restructuring Officer of Pacific Exploration Group:** Acting as counsel to the CRO in respect of multi-jurisdictional proceedings (Canada, United States and Columbia) of Pacific Exploration & Production Corporation and related affiliates. Blackhill was successfully able to oversee the streamlining of the Pacific Exploration Group's business so that the group of companies were able to exit CCAA Proceedings within 6 months of the CRO's engagement.

## Aboriginal Law Services

**Iron Ore Company of Canada (IOC):** Advising as special counsel to our client on Aboriginal Law issues in this matter.

**Confidential client:** Advising client in relation to the regulatory, permitting, licensing and authorizations in respect to the acquisitions of the major coal mine assets (plus assumed liabilities) located in Treaty 8 First Nation territory.

**Confidential clients:** Providing strategic and legal advice to and counselling a variety of clients in Energy, Mining and Forestry sectors on relationships with Aboriginal communities and the negotiation of Impacts and Benefits Agreements, Cooperation Agreements and Pre-Development Agreements with Aboriginal groups.



## Litigation and International Arbitration

**UD Trading Group:** Advising on complex multi-jurisdictional \$650 million metals trading dispute, involving anti-suit and forum non conveniens issues: UD Trading Group Holding PTE. Limited v. TransAsia Private Capital Limited, 2021 ONCA 279 (CanLII) and UD Trading Group Holding Pte. Limited v. TransAsia Private Capital Limited, 2022 ONCA 100.

**Confidential Gold Miner:** Advising on US\$75 million ICC international arbitration relating to long-term gold supply agreement dispute, one of the first fully virtual hearings of its kind (2020).

**Confidential Gold Miner:** Advising on US\$5 million ICC international arbitration relating to coverage dispute relating to a theft of gold (2021).

**Confidential client:** Part of a counsel team in an arbitration on a \$1 billion dollar claim for environmental remediation between energy industry participants.

**Confidential client:** Counsel to an international mining company on local Alberta litigation in relation to claims for environmental remediation.

**Confidential client:** Co-counsel in a multi-million dollar claim on industry operating standards under a joint operating agreement for a mine.

**Confidential client:** Advising the claimant in an arbitration valued at \$27 million involving issues under a joint operator agreement for a mine and scope of authority of the operator.

**Confidential client:** Counsel to a mining company in an ad hoc arbitration seeking to replace a member of the Board of Directors in a joint venture company.

**Meridian Gold Inc.:** Advising in connection with the multi-billion take-over bid for Meridian by Yamana Gold Inc., including a “poison pill” hearing before the Ontario Securities Commission

## Tax

### Major multinational metals and mining producer:

Advising our client before the Tax Court of Canada (i) following reassessments issued by the Canada Revenue Agency disallowing the expenses incurred with respect to the takeover of Pechiney in France and the spin-off of Novelis; (ii) with respect to reassessments issued by the Canada Revenue Agency by which all the Scientific Research and Experimental Development expenses incurred in Aluminerie Alouette’s project were disallowed while no audit was conducted by the Canada Revenue Agency’s auditor; (iii) following reassessments issued by the Canada Revenue Agency by which an amount of Foreign Accrual Property Income was added to its income; (iv) with respect to a claim of capital cost allowance disallowed by the Canada Revenue Agency; (v) Tax litigation on several matters before the tax court of Canada with over \$100 million of deductions in dispute.

### Major multinational metals and mining producer:

Acting as counsel to the Appellant before the Federal Court of Appeal. The Federal Court of Appeal (FCA) handed down the much-anticipated precedent-setting case involving our client. This decision provides taxpayer friendly clarification as to when certain expenses incurred in a corporate transaction would be deductible as current expenses.

# Key contacts



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## **ABOUT DENTONS**

Across over 80 countries, Dentons helps you grow, protect, operate and finance your organization by providing uniquely global and deeply local legal solutions. Polycentric, purpose-driven and committed to inclusion, diversity, equity and sustainability, we focus on what matters most to you.

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