

Overview

Mineral and mining projects generally face significant regulatory hurdles at the approval, reclamation and closure stages due to the application of a myriad of laws and regulations.

From guiding our clients through the environmental assessment process to posting reclamation bonds; from advising on public and Aboriginal consultation processes to disclosure to shareholders and exchanges, Dentons has the in-depth knowledge and expertise on the specific regulatory requirements you will encounter, how to achieve compliance and the operations that represent the industry's best practices.

Representative Experience

- **Argonaut Gold Inc.:** Advising the Canadian gold producer with respect to its operations in Durango, Baja Sur and Sonora, Mexico, on mining, corporate, finance and securities matters, including in connection with its proposed CA\$341 million business combination with Prodigy Gold Incorporated; on its CA\$367 million business combination with Pediment Gold Corp.; in connection with its CA\$150 million three-part transaction involving a financing through GMP Securities LP to raise CA\$150 million, a business combination with Intuitivo Capital Corp. to become a public company, and the simultaneous completion of a CA\$103 million take-over of Castle Gold Corporation; and advising Argonaut Gold geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101. Our team is privileged to play a key advisory role in the execution of Argonaut Gold's growth strategy.
- **Eastcoal Inc.:** Advising the Canadian mining company developing its Verticalnaya anthracite mine in the Ukraine, on mining, corporate, securities and financing matters, including in connection with its restructuring under the *Bankruptcy and Insolvency Act*, Wash Plant Commissioning and Alternative Investment Market listing, bridge-loan facility and earlier private placement financing; the acquisition and financing of both mines; and advising Eastcoal geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101.
- **First Uranium Corporation:** Advising in connection with its C\$405 million sale of all of its principal operating assets, which includes the sale indirectly of all of the shares of Mine Waste Solutions and its subsidiaries and the tailings recovery project, which it operates in South Africa, to AngloGold Ashanti Limited for C\$335 million financed from debt facilities and cash reserves. This also includes, in a separate transaction, the sale, indirectly, of all of the shares of First Uranium Limited (a wholly owned subsidiary of the company) ("FUL"), which owns all of the shares of the Ezulwini Mining Company (Proprietary) Limited and related assets to Gold One International Limited ("Gold One") for C\$70 million. Gold One also provided a loan facility to the company for an amount up to C\$10 million available for drawdown in accordance with the terms of the loan agreement between the parties. Subsequently, the company signed a binding sale of shares and claims agreement with Gold One for the sale of 100 percent of the issued shares of, and all shareholders' claims against FUL. Adviser to First Uranium's geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101.
- **Golden Predator Corp.:** Advising the Canadian exploration and development company with one of the largest controlled land positions in the Yukon, in connection with its C\$35 million loan facility with RK Mine Finance for production financing, including offtake agreements and on its Brewery Creek acquisition from Alexco Resource Corp. Advising Golden Predator geological and engineering consultants and staff on their ongoing technical reporting requirements under National Instrument 43-101.
- **McEwen Mining Inc.:** Advising US Gold Corporation as Canadian counsel in its 2012 acquisition by plan of

arrangement of Minera Andes Inc. to form McEwen Mining Inc., with a market capitalization of approximately C\$1.4 billion at the time of closing. We were one of seven law firms in Canada and the US representing the companies and the Special Committees of the Boards of Directors, in addition to local counsel in Argentina and Mexico. Advising McEwen Mining's geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101. The goal of McEwen Mining Inc. is to qualify for inclusion in the S&P 500 by 2015 by creating a high-quality, high-growth, low-cost, mid-tier gold producer focused in the Americas.

- **Marengo Mining Limited:** Advising on its proposed restructure and redomicile to Canada by way of a scheme of arrangement and previously on C\$83.25 million in equity raisings in the aggregate. Advising Marengo's geological and engineering consultants and staff on the requirements for technical reporting under National Instrument 43-101. Marengo Mining Limited is an Australian mining company exploring the Yandera Copper Project in Papua New Guinea, one of the largest undeveloped copper projects in the Asia-Pacific region. Its development partners include Chinese State Owned Enterprise, China Nonferrous Metal Industry's Foreign Engineering and Construction Pty Ltd, as well as Petromin PNG Holding Limited, an independent company created by the State of Papua New Guinea to hold the state's assets and to maximize indigenous ownership and revenue gains in the mineral and petroleum sectors.
- **Stillwater Mining Company:** Advising on Canadian mining and securities matters, including in connection with its acquisition of Peregrine Metals Ltd. for C\$487 million; its C\$118 million acquisition of Marathon PGM Corporation by way of plan of arrangement, including a joint venture with Mitsubishi with respect to the Marathon Project; and advising geological and engineering consultants and staff for Stillwater on the requirements for technical reporting under National Instrument 43-101. Stillwater is the only US producer of palladium and platinum and is the largest primary producer of platinum group metals outside of South Africa and the Russian Federation. Stillwater plans to further delineate, develop and operate Peregrine's Altar porphyry copper-gold deposit, a large, undeveloped open-pit resource located in the San Juan province of Argentina.
- **Victoria Gold Corp.:** Advising the leading gold exploration and development company advancing the Eagle Gold Project in the Yukon to production, on Canadian legal and mining matters, including the sale of the Cove McCoy Property, located in Nevada, to Premier Gold for C\$24 million; the sale to Barrick Gold Corporation in respect of the Mill Canyon Property, located in Nevada, for aggregate gross proceeds of approximately C\$48 million; and in relation to a bought deal public offering of common shares and flow-through common shares for C\$30 million. Advising geological and engineering consultants and staff for Victoria Gold on the technical reporting requirements under National Instrument 43-101.