

Mining and Metals

Opportunities in Canada



AuRico's Fosterville mine.

“Torys is recognized for its capacity to advise on transactions of any shape or size, its dominance in key areas of business, and above all, its great clientele and tremendous brand.”

Chambers Global

“Strong, well-supported leaders. Torys is a highly respected and rounded top-tier group.”

Chambers Global

“Innovation, complexity and market impact; consistent ability to offer high-quality legal advice on specialist, complex and groundbreaking matters; and outstanding advice on innovative international deals.”

International Financial Law Review

“Sound advice and superb depth.”

Lexpert

About Torys LLP

Torys is a leading international business law firm with offices in Toronto, New York and Calgary. Having led groundbreaking and innovative transactions globally, Torys has top-ranked cross-border and international expertise in M&A, public and private financings, stock exchange listings, investment structures and corporate reorganizations. Our U.S. law capability allows for seamless Canada/U.S. cross-border service and enhances our ability to participate in international transactions.

Our Mining and Metals Practice

Torys has a long history of involvement in all aspects of mining and mineral resource development, including in the complex domestic and international regulatory environments related to mining projects.

We also have particular expertise in the areas of public and private securities issues by mining entities, bank financing (including mine project financing, as well as corporate lending), mergers and acquisitions of mining companies and assets and the structuring and implementation of national and international mining joint ventures.

We regularly assist our clients on both sides of the Canada-U.S. border and internationally with exploration and development agreements, royalty agreements, joint venture arrangements, engineering and service contracts, sales contracts and international concession arrangements.

From our North American base in Toronto, New York and Calgary, we serve clients around the globe with a wealth of expertise in all the practice areas relevant to a robust mining practice.

Our Expertise

Our mining and metals sector expertise spans the following areas:

- mergers and acquisitions
- corporate and capital markets
- project finance
- project development
- shareholder arrangements
- environmental, health and safety
- tax
- competition and foreign investment review
- climate change
- aboriginal matters
- litigation and dispute resolution

Our Chinese Alliance Firm



TransAsia Lawyers







Advisors on PRC & International Law
權亞律師事務所

TransAsia Lawyers is a leading Chinese law firm with offices in Beijing, Shanghai and Hong Kong, and one of only a few PRC law

firms with a dedicated practice for outbound investments from China. It has successfully advised on various projects in the mining, energy and natural resources sectors. Recent examples include China Shenhua's acquisition and development of a coal mine in Australia, Oz Minerals' sale to China Minmetals and Indophil Resources' sale to Zijin Mining Group. Our alliance with TransAsia enables us to provide our clients with efficient, practical and authoritative legal advice on all aspects of Chinese investments being made into North America.

Our Experience

Torys has advised on some of the most important Canada-related mining and metals deals in recent years, including the following:

<p>China Investment Corporation C\$1.7 billion</p>  <p>Acquisition of a 17% equity interest in Teck Resources</p> <p>Canadian and U.S. counsel to China Investment Corporation</p>	<p>Hindalco Industries US\$6 billion</p>  <p>Acquisition of Novelis by Hindalco and related financing transactions</p> <p>Global deal counsel to Hindalco Industries</p>	<p>Inmet Mining C\$9 billion</p>  <p>Merger with Lundin Mining to create Symterra Corporation</p> <p>Counsel to Inmet Mining</p>
<p>Northgate Minerals C\$1.46 billion</p>  <p>Sale to AuRico Gold</p> <p>Counsel to Northgate Minerals</p>	<p>Sherritt International US\$4.52 billion</p>  <p>Project financing and related shareholder arrangements related to the Ambatovy nickel mine in Madagascar</p> <p>Counsel to Sherritt International</p>	<p>OAO Severstal C\$900 million</p>  <p>Acquisition of PBS Coals</p> <p>Counsel to OAO Severstal</p>

Our Mining and Metals Practice is focused on significant domestic and international projects. We regularly work on international transactions for foreign clients, including advising on Canadian and U.S. foreign investment and competition/antitrust rules, and other regulatory matters.

Representative Clients

Aleris International
AuRico Gold
Barrick Gold
Brookfield Asset Management (formerly Brascan)
Cameco
Centerra Gold
China Investment Corporation
Chinalco
Diamet Minerals
Dundee Precious Metals
ENRC plc
Essar Steel Algoma
Gabriel Resources
Gerdau Ameristeel
Glencore
Goldcorp
Hindalco Industries
IAMGOLD
Infinito Gold
Inmet
Mitsubishi
Namibian Minerals
Novelis
Pallinguurst
Severstal
Sherritt International
Teck Resources
Western Mining

Algoma Steel
C\$1.85 billion



Sale of Algoma to
India's Essar Global

Canadian and U.S. counsel
to Algoma Steel

**Sherritt
International**
C\$1.6 million



Acquisition of
Dynatec

Counsel to Sherritt
International

Inmet Mining
US\$3.5 billion



Sale to LS-Nikko
Copper of an option
to acquire an interest
in Inmet's Cobre
Panama copper
project

Counsel to Inmet Mining

Inmet Mining
\$380 million



Acquisition of
Petaquilla Copper
through unsolicited
takeover bid

Counsel to Inmet Mining

Key Topics and Recent Developments

Please contact us if you would like to receive additional information on any of the following topics:

M&A in Canada

The Canadian M&A Process

- How the process works for both friendly and unsolicited/hostile deals
- What acquisition structures are available and will be most effective in different circumstances

Unsolicited/Hostile Offers

- How unsolicited offers can be used to cause a reluctant target to engage in discussions and how they can ultimately lead to friendly transactions

Acquiring a Toehold

- Popular in Canadian transactions due to less risk of target preventing a change-of-control transaction
- Strategic considerations and regulatory restrictions

North American Foreign Investment Regulatory Considerations

- *Investment Canada Act* – approval process and application to state-owned enterprises
- U.S. FINSAs review – how U.S. national security considerations may apply to Canadian and cross-border transactions

Canadian Capital Markets

TSX Listings

- Why a TSX listing is attractive to many foreign mining companies
- How to cross-list on TSX from other exchanges

RTO/CPC Transactions

- An alternative path to a Canadian listing

Private Placements

- Why they are a relatively quick and efficient way to raise capital
- TSX and Canadian securities law requirements

Initial Public Offerings

- How to prepare for an IPO in Canada

Canadian Public Company Requirements

- What the differences are between the U.S. and Canadian systems, and why a Canadian listing can be more efficient
- National Instrument 43-101 requirements

Recent Canadian Developments

Investment Canada Act

- Increased scrutiny and enforcement by federal government

Poison Pills and Related Party Transactions

- New regulatory proposals

PIPEs

- How PIPE transactions can be a creative and efficient way to make significant investments in Canadian public companies

“Clients said that ‘you could never go wrong with Torys as you know you’ll always get incredibly good professionals who can deal with the trickiest situations.’ Described as ‘a great team of individuals,’ the team at Torys prides itself in giving clients realistic, bulletproof advice.” *Chambers Global*

Novelis
US\$2.5 billion



Offering of senior unsecured notes

Counsel to Novelis

Northgate Minerals
C\$100 million



Bought deal public share offering

Counsel to Northgate Minerals

Inmet Mining
C\$348 million



Bought deal public share offering

Counsel to Inmet Mining

Sherritt International
C\$400 million



Offering of senior unsecured debentures

Counsel to Sherritt International

Key Contacts



Phil Brown, Partner

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Phil Brown is the co-head of Torys' Mergers and Acquisitions Practice. Phil practises corporate and commercial law, with an emphasis on M&A and innovative corporate finance transactions. His representations include advising China Investment Corporation in its C\$1.7 billion investment in Teck Resources, one of the largest Chinese investments in Canada to date, and Severstal in its C\$900 million acquisition of PBS Coals. Phil is recognized internationally as a leading cross-border practitioner, including by Chambers & Partners, Lexpert/American Lawyer and Woodward White.



Michael Amm, Partner

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Mike is a partner in Torys' M&A, Capital Markets and Mining and Metals practices. His representations include advising China Investment Corporation in its C\$1.7 billion investment in Teck Resources, one of the largest Chinese investments in Canada to date, and advising Hindalco Industries in its US\$6 billion acquisition of Novelis. Over the last several years, he has advised various clients from China, India, Russia and the former Soviet Union on investments and acquisitions in the North American mining sector. Mike practised in Torys' New York office from 2000 to 2003. Mike has been recognized by *Lexpert* as one of Canada's leading lawyers under 40 and as a cross-border practitioner to watch.

OAQ Severstal
C\$56 million



Private placement investment to acquire a controlling interest in High River Gold

Counsel to OAQ Severstal

Pallinghurst Resources
US\$175 million



Private investment to acquire a controlling interest in Platmin Limited

Counsel to
Pallinghurst Consortium

CPPIB
C\$150 million

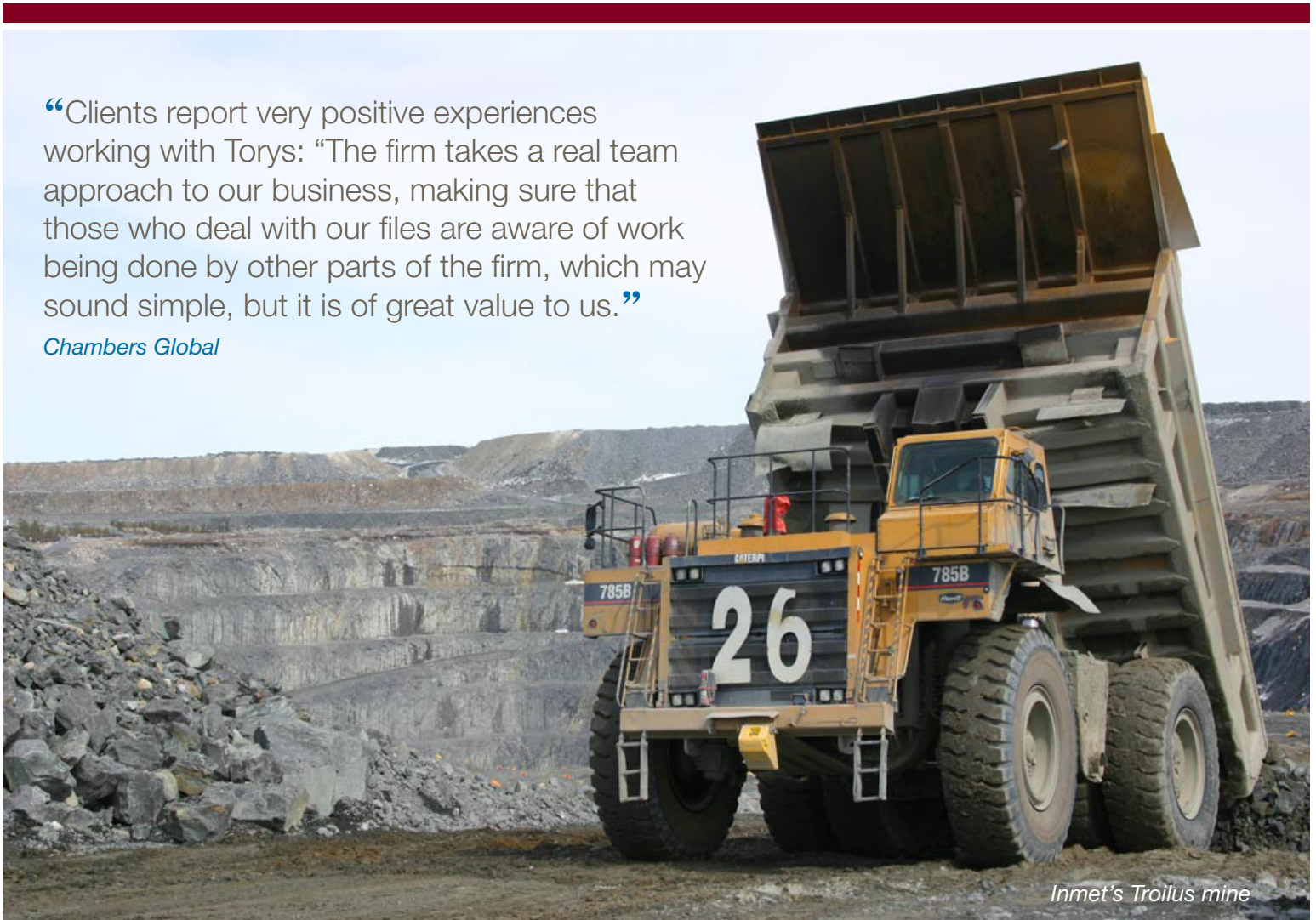


Loan and warrant transaction to finance Osisko's Canadian Malartic Gold Project

Counsel to Canada Pension Plan Investment Board

“Clients report very positive experiences working with Torys: “The firm takes a real team approach to our business, making sure that those who deal with our files are aware of work being done by other parts of the firm, which may sound simple, but it is of great value to us.”

Chambers Global



Inmet's Troilus mine

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LLP

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