

## MINING LAW | AFRICA

*Gide is a premier international law firm and the first to have originated in France. Founded in Paris in 1920, the firm now operates from 14 offices worldwide, and has 600 lawyers drawn from 35 different nationalities. In each of its offices in Europe, Asia, North America and Africa, Gide places its comprehensive knowledge of local markets, its regional expertise and the resources of an international law firm in the service of its clients. Gide is regularly referenced in international legal guides, ranking consistently no. 1 in France.*

### An International Team dedicated to Mining Law in Africa

#### A Truly Specialised Team with Strong Sector Expertise

**The Mining team has first-class experience on the mining laws and regulations applicable in several African countries in the context of significant international and/or integrated transactions. The lawyers of the Mining team not only have in-depth knowledge of mining laws and regulations in force in Africa but also of the main specificities and features of the mining industry in Africa.**

Through continued exposure to the sector, our lawyers have and continue to develop specific expertise in international mining transactions and the development of regional legal systems and regimes. We can advise on the policies and objectives of regional communities and laws such as the application of the ECOWAS (Economic Community of West African States), CEMAC (Economic and Monetary Community of Central Africa), WAEMU (West African Economic and Monetary Union), the SADC (South African Development Community) and OHADA (Organization for the Harmonization of Business Law in Africa). Thanks to its experience in dealing with a wide variety of clients active in the sector including mining companies, financial institutions, investors and governments, the team understands the idiosyncratic nature of the mining industry and its specificities. Our lawyers have significant expertise in negotiating and drafting project documentation and broad experience in drafting and negotiating mining contracts with African States.

The Mining team's knowledge and understanding of the cultural and political background in many mining countries, drawn from several years' experience of individuals in the team living and working in countries with active mining sectors, provides added value to clients when advising on legal and economic issues. Our lawyers have developed close relationships with national administrations and authorities, major and independent operators, as well as a number of international financial organisations and institutions. The team members can work in French, English, Italian, Spanish, Arabic and Chinese. The Mining team operates out of our Paris and London offices in order to provide legal services in both civil law and common law countries in Africa. It currently includes six associates and is headed in Paris and London by partner **François Krottoff** who benefits from international recognition in the sector.

*« François Krottoff heads the firm's oil and gas and mining practice and has noted experience of the African market. Sources say: 'He has good knowledge of all concessions and IPPs' and 'has an incredible capacity for immediately seeing the issues of any contract and proposing the right solution.' »*

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## Legal Services adapted to the Needs of the Mining Industry

Our Mining team provides tailored assistance throughout all stages of implementation of mining projects in Africa. It advises mining companies to structure, secure and implement acquisitions and disposals of and subsequently manage mining assets in Africa:

### Award of Mining Rights

The Mining team has significant experience in assisting clients during the various procedures for the award of mining rights, particularly with regard to the negotiation and drafting of mining contracts. We have assisted both governments and private investors for several years, and can assess and manage their constraints as well as fulfil their expectations in the process.

### Ancillary Contracts

The Mining team has developed recognised expertise in negotiating and drafting ancillary contracts required for the implementation of mining projects (engineering, procurement and construction contracts (EPC), offtake contracts or agreements with the existing operators of infrastructures).

### Legal and Tax Structuring

Our lawyers can develop cutting-edge legal structures and proposals that assist clients in achieving objectives that allow the development of groups involved in the mining sector. We offer our clients structures guaranteeing legal certainty and optimisation of dividends distribution to shareholders, as well as setting up efficient security packages.

### M&A - Due Diligence Review

The Mining team assists its clients throughout the process of acquiring mining companies or mining titles (setting up joint ventures, all related agreements). We often conduct due diligence reviews on mining rights, mining contracts, or mining companies developing deposits. Our vast experience and extensive knowledge of the mining industry allows a swift analysis of the issues at hand and the consequences of the proposed transactions.

### Project Financing & Security

We advise governments, international financial institutions, banks as well as mining companies on all aspects of infrastructure financing, of whatever nature may be envisaged. Mining projects often implicate a concurrent need to set up and build ancillary projects and we are used to developing innovative solutions to deal with such situations.

### Institutional and Regulatory Reforms

The Mining team regularly plays a part in institutional or regulatory reforms. It has advised governments, public companies and international financial organisations. The breadth of practice experience of our lawyers gives us a unique perspective on institutional aspects, which guarantees efficient and dynamic assistance so as to comprehensively answer clients' concerns when advising an authority or government, as well as the private sector's concerns when advising investors.

More specifically, François Krottoff has advised the Minister of Mines in Guinea for many years.

### International Dispute Resolution

Through interdisciplinarity, and understanding of mining law, the Mining team assists clients in preventing disputes but also managing disputes. In this context, our lawyers advise clients at all stages from prevention to pre-litigation and litigation proceedings and are involved in the drafting of arbitration agreements, strategic decision-making, and representation of clients during arbitral proceedings, as well as proceedings before state jurisdictions related to arbitral proceedings.

*« Varied projects practice that represents governments and sponsors in an array of PPP and project finance matters across EMEA and Asia, with particular strength in sub-Saharan Africa. Noted strength in mining, oil and gas and power, with additional experience in construction matters. »*

## Selected Mining Transactions in Africa

### Benin

- **Mining assets review (2011)**: advising a junior mining company on a due diligence review of mining assets (iron ore) in Benin.

### Burundi

- **ICC arbitration (2009)**: legal assistance in an ICC arbitration with respect to a nickel mining exploration project in Burundi, the amount in dispute being approximately USD 100 million.
- **Nickel deposits (2007)**: advising a South African mining company on the negotiation of a mining convention on nickel deposits in Burundi.

### Central African Republic

- **Gold Mine (2013)**: advising a Chinese company with respect to the issue of a legal opinion on validity of the mining titles relating to a gold project, held by a targeted mining company in the Central African Republic.

### Congo

- **Iron Ore Project (2012-ongoing)**: advising a South African mining company on an iron ore project (12 million tonnes per annum). Advice includes the legal structuring of the project and the drafting and negotiating of all project agreements, including in particular the rail and port agreements with the existing public state-owned companies.

### Côte d'Ivoire

- **Review of the mining code (2011)**: advising the Ministry of Mines on the review of the current draft mining code.
- **ICC arbitration (2009-2010)**: legal assistance in an ICC arbitration with respect to a nickel mining exploration project in Côte d'Ivoire.

### Democratic Republic of Congo

- **UNDP (2008)**: advising the United Nations Development Programme (UNDP) on the evaluation and review of mining contracts, with the support of the Congolese government.
- **Copper mine (2007)**: advising a large leading Chinese mining and manufacturing company in the Democratic Republic of Congo in the course of structuring an investment project in a copper mine, including drafting project agreements.

### Gabon

- **Belinga permits (2011-2013)**: advising a major Chinese company deprived by the State of its rights on a significant iron ore project.
- **Phosphate unit (2011)**: advising an international company on setting up a phosphate unit in Gabon (structuring the project, drafting the legal documentation).
- **CITIC - IPO (2008-2009)**: advising a Chinese company on an IPO to be launched on the Hong Kong stock exchange. Drafting the prospectus section relating to the Gabonese assets risks.
- **Belinga permits (2007-2008)**: advising a major Chinese company on a USD 6 billion development of an iron ore mine in Gabon and related railroads, deep sea harbour and hydropower station construction project, including negotiation of the mining convention, the shareholders' agreement and the EPC contracts.
- **Kroussou and Bembélé permits (2007)**: advising a major Chinese mining company in Gabon on acquiring a mining company holding interest in two exploration permits (manganese).

### Ghana

- **AngloGold/Ashanti Public Exchange Offer (2003)**: advising the Government of Ghana on corporate matters, and the Ghana Ministry of Mines on regulatory aspects of the AngloGold and Ashanti merger negotiations.

### Guinea

- **Review of mining conventions (2013-ongoing)**: advising the Republic of Guinea on the review and renegotiation of its mining conventions.
- **An investors' group (2007)**: advising an investors' group in the course of a reacquisition project of public participation in mining rights.
- **Friguia plant credit facility (2000-2003)**: advising an intermediary for the opening of several lines of credit in connection with the financing of improvement works in the bauxite mine and in the alumina transformation unit of Friguia.



Active in most African countries, the Mining team can rely on Gide's strong international network, in particular 3 offices in North Africa (Algiers, Casablanca & Tunis) and 3 offices in China (Beijing, Shanghai & Hong Kong), as well as an extensive and well-established local network of contacts and leading law firms throughout Africa.

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« Gide is especially strong in North Africa and the Francophone states, but is far from limited to these regions. It has more than 40 lawyers working full-time or very frequently on Africa matters. The firm has an especially strong record in mining and resources, as well as oil and gas. »

**Legal 500 EMEA 2015**

« French giant involved in sophisticated energy matters, particularly on the projects side, with considerable activity in francophone Africa. Assists with nuclear, gas, mining and renewable energy projects and related regulatory and contentious matters. »

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### Mali

- **Mining permits due diligence review (2007):** due diligence review of mining rights for the acquisition of a mining company.

### Mauritania

- **El Aouj iron deposit (2007-2008):** advising the promoters of a new project in connection with the exploitation of the Guelb El Aouj iron deposits.

### Morocco

- **Review of the mining code (2011):** advising the Ministry of Mines on the review of the existing mining code and the current draft mining code.
- **Jorf Lasfar (2008-2009):** advising the Office Chérifien des Phosphates (OCP) on structuring a project, with the participation of industrial partners, consisting in the construction of an integrated chemical platform for phosphate treatment.

### Niger

- **Madaouela and Anou Melle (2007):** advising an independent mining company in the course of negotiating five mining conventions for uranium deposits in Niger.

### Senegal

- **Phosphate mine (2012-2013):** advising a Polish company on the acquisition of a mining company holding phosphate mining permits.
- **TiZir (2011):** advising a major mining company on setting up a joint venture for a mining project in Senegal and a smelter in Norway.
- **ICC arbitration (2008-2010):** legal assistance and representation in arbitration proceedings pertaining to iron ore exploration projects in Senegal, the amount in dispute being approximately USD 650 million.

### Togo

- **Tabligbo limestone exploitation permit (2010):** advising IFC on the acquisition of a shareholding in a mining company with an indirect exploitation permit for limestone at the Tabligbo deposit.
- **SNPT (2007-2008):** advising a leading French company in the fertilisers sector in connection with a renovation project of a phosphate exploitation.

### Regional

- **Uranium deposits (2011):** advising a North American mining company on acquiring a mining company holding interests in mining assets in Burkina Faso, Central African Republic, Gabon, Guinea, Mali and Niger.

## Your Mining Key Contacts



**François Krottoff** heads Gide's Mining practice. He specialises in project finance, with particular emphasis on the funding of infrastructure projects and natural resources-related transactions. He has extensive international experience, especially in emerging countries (North Africa and Sub-Saharan Africa). François regularly advises major international companies on the acquisition of participating interests (farm in/out agreements and joint operating agreements) in production sharing contracts; concession agreement negotiation and drafting, and also assists bidders for hydrocarbons licenses and/or new contracts in the course of tender offers. He was recently involved in the development of an integrated iron ore mining project in Congo, following involvement in a similar project in Gabon and in the creation of a joint-venture for the exploitation of an ilmenite mining concession in Senegal.



**Stéphane Vernay** has substantial experience in project finance (including PPPs, BOT and concession) in sectors such as energy (nuclear, thermal, hydro, renewable energies) and infrastructure, among which transportation (airports, highways, bridges, tramways, subways, etc.), acting for governments, sponsors or lenders. Stéphane has advised several MNEs in their infrastructure projects in Europe, Africa, Asia and South America. He spent over 12 years in the China team as co-head of the Beijing office and helped open the Hong Kong office in 2006. In particular, Stéphane assists investors, notably Chinese investors, in the context of large mining projects in Africa.

« François Krottoff garners appreciation from clients for his 'incredible capacity for immediately seeing the issues in any contract and proposing the right solution.' He focuses on projects, with particular experience across Africa. »

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« Stéphane Vernay advises governments, lenders and sponsors on project finance and development around the world. He has particular expertise in the Chinese market, having spent more than 12 years in the country, and is active in infrastructure and power projects. Impressed clients remark that he 'coordinates well, makes himself available whenever possible and is a very logical and structured person.' »

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### CONTACT PARTNERS

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