

Milbank

Mining and Metals

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New York | Los Angeles | Washington, DC | São Paulo | Frankfurt
London | Munich | Beijing | Hong Kong | Seoul | Singapore | Tokyo



Introduction

For more than 20 years, Milbank has been at the forefront of limited-recourse financing of major international mining and metals projects (including copper, gold, aluminium, zinc, iron ore, steel, uranium and titanium). Our U.S. and English law qualified attorneys have been involved as counsel to either the lenders or the sponsors in the development and financing of many of the world's premier mining projects in countries as diverse as Argentina, Brazil, Chile, Peru and Venezuela in South America; Canada, Mexico and the US in North America; Ireland, Poland and Spain in Europe; Mozambique, Tanzania and the Democratic Republic of Congo in Africa; and Indonesia, Papua New Guinea and Thailand in Asia.

Our experience has given us familiarity with the technical, commercial and financial aspects of large-scale mining projects, as well as the legal issues which tend to arise in connection with the governance, development and financing of these projects (including the negotiation with governmental entities of concession and foreign investment contracts). Because many of these projects have been located in the developing world, we are experienced in dealing with and resolving the difficult issues which arise in cross-border financings of this type, including political risk mitigation and the structuring of acceptable security packages.

Our extensive involvement in the successful development and financing (and, where required, restructuring and refinancing) of major metals and mining projects around the globe, and our global reputation as one of the world's leading mining finance legal advisors, reflect our problem-solving and result-achievement approach and our continuous dedication to providing the highest calibre of legal services to our clients in this demanding arena.

The following pages detail Milbank's recent and notable mining and metals projects.

Clients say this is the go-to practice for advice on mining projects and development work, asserting that the team “is head and shoulders above most of the competition.” Loyal clients say they would fight to get them involved in a mining deal..”

— CHAMBERS LATIN AMERICA

“Milbank is the firm of choice for the major lenders involved in the mining sector”.

— CHAMBERS



Representative Experience

Non-Ferrous Metals

- Current representation in connection with the **Mina Justa Copper Project** in Peru.
- Current representation in connection with the **Fruta del Norte Gold Project** in Ecuador.
- Current representation in connection with the **Pumpkin Hollow Copper Project** in the United States.
- Current representation in connection with the Sangdong Tungsten Project in the Republic of Korea.
- Representation in connection with the proposed project financing for the **Cobre Panama Copper Project** in Panama
- Financing of the **La Parrilla** open-pit tungsten and tin mine in the Caceres-Badajoz Provinces of Spain.
- The ECAs, DFIs and commercial banks in connection with the US\$4.4 billion financing for the **Oyu Tolgoi Copper and Gold Mining Project** in Mongolia. The transaction was named “**2015 Asia-Pacific Mining Deal of the Year**” by *Project Finance International* and “**GTR Best Deals of 2015**” by *Global Trade Review*.
- The Sponsors (Cameco and the Government of the Kyrgyz Republic) and the borrower on the project financing of the **Kumtor** gold project in Kyrgyzstan involving loans provided by EBRD, IFC, EDC and commercial banks (including loans covered by OPIC)
- The borrower on the Platreef platinum group metals and gold deposit project in South Africa.
- The agencies and commercial bank lenders, including JBIC, EDC, KfW, on the limited-recourse project financing of the **Antucoya copper project** in northern Chile, with an expected capital cost of US\$1.9 billion consisting of a large open-pit copper project and related facilities.
- **HudBay Minerals, Inc.**, one of North America’s leading natural resources companies, in its acquisition of **Augusta Resource Corporation**, the owner of the Rosemont copper-molybdenum project near Tucson, Arizona.
- The senior lenders, including export credit agencies and commercial banks, in the US\$1 billion financing of the **Sierra Gorda copper project** in Chile sponsored by KGHM, Sumitomo Metal Mining and Sumitomo Corporation.
- The lenders, including export credit agencies and commercial banks, in the US\$1.1 billion project financing and US\$300 million long-term loan for the **Caserones Copper Mine** in Chile, a copper mine sponsored by Minera Lumina Copper Chile, a joint Nippon Metals and Mining Corporation. Milbank also represented NEXI which guaranteed the project finance loan and long-term loan.
- The lenders and mandated lead arrangers The Bank of Tokyo- Mitsubishi UFJ, Ltd. and Mizuho Corporate Bank, Ltd. in the US\$162 million financing for the Copper Mountain Project, the redevelopment of the **Similco Copper Mine** located in southern British Columbia, Canada.
- The senior lenders, including export credit agencies and commercial banks, in the US\$1 billion financing of **Pueblo Viejo** in the Dominican Republic, a major gold mine project, sponsored by Barrick Gold and Goldcorp. This deal was named “**Americas Mining Deal of the Year**” for 2010 by *Project Finance International* and “**Project Finance Deal of the Year**” by *Latin Lawyer*.
- The lenders in the financing of the US\$1.3 billion **Los Pelambres** copper project, sponsored by Antofagasta Holdings and a consortium of Japanese companies headed by Nippon Mining and Mitsubishi.
- The lenders and ECAs/multilaterals in the US\$300 million financing for the development, construction and operation of the **El Mirador open pit copper oxides mining project** in the Sierra Gorda district of Chile, sponsored by Minera El Tesoro (an Antofagasta/Marubeni venture).
- The senior lenders, including export credit agencies and commercial banks, in the US\$1.05 billion financing of the **Esperanza copper project** in Chile sponsored by Antofagasta Holdings and Marubeni. This project financing was designated a “**Mining Deal of the Year**” for 2009 by *Project Finance* and *Project Finance International* magazines.

- The ECAs, DFIs and commercial banks in the US\$2.2 billion financing of the **Ambatovy Nickel, Cobalt and Ammonium Sulphate Mining Project** in Madagascar. This deal was named by *Project Finance International* as “**EMEA Mining Deal of the Year**”, by *Project Finance magazine* as “**African Mining Deal of the Year**” and by *Global Trade Review* as “**Deal of the Year**”.
- Grupo Mexico and AMC, the equity parents of their US-based copper mining company, chapter 11 Debtor **ASARCO LLC**, in securing a \$1.5 billion financing to consummate its plan of reorganization.
- Counsel to Oaktree Capital Management as creditors in restructuring of **Molycorp Inc.**, the largest producer of rare metals in the US.
- Counsel to Ad Hoc committee of noteholders and DIP lenders of **Magnetation LLC**, an iron ore producer.
- The senior lenders including: JBIC; KfW; Sumitomo Mitsui Banking Corporation, The Bank of Tokyo-Mitsubishi, Ltd., Calyon, Royal Bank of Scotland and other commercial bank lenders; and the common representative of Peruvian Bondholders, in connection with the project financing of a US\$810 million expansion of the **Cerro Verde Copper Mine** in Peru, sponsored by **Phelps Dodge, Sumitomo and Buenaventura**, to develop the primary sulfide ore resource underlying the existing mine’s oxide resource. This project financing was named the “**Latin American Mining Deal of the Year 2005**” by *Project Finance magazine*.
- The ECAs and DFIs on the US\$269 million financing for the **Moma Titanium Project**. This deal was named as “**Financing Deal of the Year**” by *Mining Journal* and as “**African Mining Deal of the Year**” by *Project Finance magazine*.
- BNP Paribas and Barclays Capital as lead arrangers in the US\$225 million project financing of the **San Cristobal** silver, lead and zinc mining project in Bolivia sponsored by Apex Silver Mines Limited.
- The lenders in the US\$250 million project financing of Barrick Gold’s **Veladero** greenfield gold mine project in Andes Mountains of northwestern Argentina. This breakthrough project financing was named the “**Mining Deal of the Year**” by *PFI Yearbook*.
- BBVA and Royal Bank of Scotland, as lenders, in the refinancing of the **Minera El Tesoro** project. We represented the lenders in the US\$147 original financing in 1999 of the copper mine and SX-EW plant in northern Chile designed to produce 75,000 tpy of copper cathodes, which was named “**Latin American Mining Deal of the Year**” by *Project Finance*.
- The Bank of Tokyo- Mitsubishi, as lead manager, and a syndicate of Japanese and international lenders in a US\$300 million credit facility extended to finance Companhia Vale do Rio Doce’s construction, development and operation of the **Sossego** copper mine project in the Carajas area of Para, Brazil. The transaction is covered 97.5% by NEXI political risk insurance and 95% by NEXI commercial risk insurance.
- Citibank, BNP Paribas and BBVA, as lead arrangers, in the US\$460 million refinancing of the existing project loans to **Minera Los Pelambres**, a Chilean copper mining company. We represented the Lenders in the US\$1.3 billion original financing in 1997 of this Project, sponsored by Antofagasta Holdings and a consortium of Japanese companies headed by Nippon Mining and Mitsubishi.
- The lenders, including commercial banks, an export credit agency and a multinational development bank, in a US\$350 million financing of an alumina plant expansion for **Alumina do Norte do Brasil S.A.** Two of the three tranches of debt benefited from political risk insurance coverage: from Germany’s GKA and Norway’s GIEK. We also subsequently represented the lenders in the US\$310 million refinancing of the tranches covered by political risk insurance.
- The ECAs, DFIs and commercial banks in the US\$1 billion financing of the **Lumwana Copper Mine Project** in Zambia. The lenders provided an amalgam of 12 credit facilities. This deal was named by *Project Finance International* as “**EMEA Mining Deal of the Year**” and by *Project Finance magazine* as “**African Mining Deal of the Year**”.
- The ECA and DFIs on the proposed US\$1 billion financing of the **Kouilou Potash Project** in the Republic of Congo.
- The ECAs, DFIs and commercial banks on the proposed US\$600 million financing of the **Kolwezi Copper Tailings Project** (sponsored by FQM) in the Democratic Republic of Congo.
- The commercial bank lenders in an extension and amendment of a one year corporate facility for FQM.
- BAML on a proposed financing and commodity hedge facility for the **Talvivaara nickel** mine in Finland.

- BNP Paribas, the lead arranger, in the US\$155 million project financing of the **Milpillas** copper mining project in Mexico sponsored by Peñoles.
- The lenders in the financing of the US\$1.3 billion **Antamina** copper and zinc project in Peru, sponsored by Rio Algom, Noranda, Teck and Mitsubishi.
- Commercial Banks Group in the US\$200 million project financing of the **Bulyanhulu** gold project in Tanzania, developed by a subsidiary of Barrick Gold. Political risk insurance was provided for the nine year non-recourse loan by MIGA and EDC, representing the country's largest and longest tenor private financing.
- The lenders in the financing of the development of the US\$430 million **Loma de Niquel** nickel project in Venezuela, sponsored by Minorco.
- The lenders in the US\$1.02 billion financing of the **Collahuasi** copper project in Chile, sponsored by Minorco, Falconbridge and Mitsui; and subsequent representation of lenders providing replacement financing in connection with the project's expansion.
- The lenders in the financing of the US\$1 billion **Alumbraera** copper and gold project in Argentina, sponsored by M.I.M. Holdings, North and Rio Algom.
- The arrangers (Bank of Tokyo-Mitsubishi, Barclays Capital and Mizuho Corporate Bank) in the US\$410 million financing of the **Gresik** copper smelter and refinery project in Indonesia.
- The arrangers (Barclays Capital and ABN AMRO Bank) in the US\$250 million financing of the **Lisheen** zinc project in Ireland, sponsored by Minorco and Ivernia West.
- EDC and commercial banks in the US\$250 million financing for the expansion of the **Cajamarquilla** zinc refinery in Peru, sponsored by Teck Cominco and Marubeni.
- The lenders in the original project financing of the US\$1.1 billion **Escondida** copper mine in northern Chile, sponsored by Broken Hill Pty., RTZ, Mitsubishi, Mitsubishi Metal and Nippon Mining. The lenders included EDC, KfW, JBIC and VTK of Finland. IFC also participated as a lender and equity holder. Subsequent representation of three groups of lenders providing over US\$1.0 billion of expansion financing.
- The Commercial Banks in the US\$750 million senior debt financing for the **El Abra** copper project in Chile, sponsored by Cyprus Amax Minerals Company and Codelco.
- The lenders in the US\$300 million financing of the **Lihir** gold project in Papua New Guinea. Political risk insurance was provided by EFIC (Australia), MIGA and EDC.
- The lending Syndicates, including bank groups led by JPMorgan Chase and Fuji Bank, in seven different financings for the **Freeport Indonesia** copper and gold project in West Papua, Indonesia since the project's inception in 1970.
- The Commercial Banks in the financing (and its refinancing) of the **Kumtor** gold project in Kyrgyzstan, sponsored by Cameco.
- The sponsor in the financing of the **Kori Kollo** gold mine project in Bolivia and in the financing of an affiliate's gold project in Chile.
- The lenders in the financing of the US\$300 million **Cerro Colorado** copper project in Chile, sponsored by Rio Algom. Political risk insurance was provided by MIGA, the Ministry of International Trade and Investment of Japan and the Overseas Private Investment Corporation ("OPIC").
- OPIC in the financing of the **Aroaima Bauxite** mine in Guyana.
- The lenders in the financing of the US\$600 million **Candelaria** copper project in Chile, sponsored by Phelps Dodge, Sumitomo and Sumitomo Metals and Mining. The lenders included JBIC, Banco de Chile and KfW. OPIC also participated as a lender in the common security package.
- The Commercial Bank in the project financing of the US\$100 million **Andacollo** gold mine project in Chile, sponsored by Dayton Mining.
- The Sponsors, AMAX Gold and Bema Gold, in the financing of the US\$125 million **Refugio** gold mine project in Chile. The lending group was led by N.M. Rothschild and Deutsche Bank.
- The sponsor on the bankability of a gold mining project in Romania.

- The lenders in the financing of the US\$300 million **Cerro Corona** copper and gold mine in Peru sponsored by Gold Fields Limited of South Africa.
- The ECAs and a DFI on the proposed expansion of the **Tasiast Gold Mine** in Mauritania (currently on hold).
- FMO, as subordinated lender, on the project financing of the **Kwale Mineral Sands** project in Kenya.
- The lenders in the financing of the **Cerro Vanguardia** gold project in Argentina.
- JPMorgan Chase Bank, one of the lead arrangers and the manager, in the US\$215 million financing for the development of **Tintaya** copper mine in Peru. The financing structure included initial guarantees by the Republic of Peru.
- Commercial Banks in a US\$80 million financing of **Empresa Minera de Mantos Blancos S.A.**, a subsidiary of Anglo- American Corporation, in part for the development and completion of the Santa Barbara and Mantoverde projects in Chile.
- The lenders in the £494 million financing for the acquisition of the principal coal mining assets and activities of British Coal Corporation in England by **RJB Mining**.
- The lenders in the **Kasese Cobalt** mining project in Uganda.
- **Alcoa** in its strategic investment in the IPO of **China Aluminum Corp.** and a proposed US\$1 billion mining and smelting joint venture.
- **Glencore** on its joint venture, development (including supply and offtake) and financing arrangements for an Aluminium smelter in Egypt.
- The senior lenders in the US\$775 million acquisition by an international consortium of Indonesia's **Martabe** mine, one of the world's largest gold mines.
- The sellers, CASOP Atlas Corp and CASOP Atlas B.V., in the sale for US\$360 million of their combined 45.54% stake in **Carmen Copper** to Atlas Consolidated Mining and Development Corp of the Philippines. The deal gave Atlas full control of Carmen Copper, which holds exclusive rights over mineral reserves in the 1,674-hectare Toledo copper mine complex in central Cebu province.
- **A Kazakhstan gold mining company** on its proposed Rule 144A/Reg S Hong Kong Stock Exchange IPO.
- **Lumena**, a Chinese speciality thenardite mining company, in its US\$149 million IPO on the Hong Kong Stock Exchange. The joint global coordinators of the offering were Credit Suisse, BOC International and Macquarie Capital.
- **Lumena** in its US\$250 million debut high yield offering. The bookrunners were BOC International, Credit Suisse and Deutsche Bank.
- A Chinese private equity investor on its proposed investment in a **magnetite sands project** in the Philippines.
- Masan in its acquisition of the **Nui Phao Mining Joint Venture Company Limited**, Vietnam's biggest mine and one of the world's biggest tungsten deposits.
- BNP, SMBC and Bank Mandiri, as lenders, on the financing of a US\$600 million revolving credit facility to PT Newmont Nusa Tenggara (PNNT), owner of the **Batu Hijau** copper and gold mine in Sumbawa, Indonesia. The mine is controlled by Newmont Mining and Sumitomo Corp. Milbank earlier represented ECAs (including JBIC and KFW) and commercial banks in the original US\$1 billion project financing of the project, and in subsequent financings.
- The senior lenders SMBC, HSBC, Malaysia's Maybank, and Jakarta-based Bank Mandiri, in the US\$775 million acquisition of Indonesia's **Martabe** mine, one of the world's largest gold mines. The seller was Hong Kong-based mining investment company G-Resources Group Ltd. one of the largest leveraged buyouts of a gold mine on record at the time.
- A joint venture between PT AP Investment and PT Medco Energi Internasional Tbk (MedcoEnergi) in connection with its acquisition and related financings of a controlling stake in mining company PT Amman Mineral Nusa Tenggara (previously **PT Newmont Nusa Tenggara**) from, among other vendors, **Newmont Mining Corporation** and Sumitomo Corporation. The transaction, valued at US\$2.1 billion, is one of Southeast Asia's largest M&A deals in 2016.

Ferrous Metals/Steel

- KEXIM and K-sure in providing approximately \$2.1 billion in financing to Companhia Siderúrgica do Pecém (CSP) for the construction of a new steel mill in Brazil's northeastern state of Ceara.
- London Mining plc on a series of forward sale arrangements providing financing for its **Marampa** iron ore project in Sierra Leone.
- The lender in a US\$100 million facility for Iron Ore Company of Canada.
- Credit Suisse in a complex restructuring of its US\$110 million convertible loan to Hong Kong Lung Ming Investment Holdings Limited, which owns the **Eruu Gol** iron ore mine. Other investors involved in the restructuring included Temasek Holdings, Hopu Investment Management and Clarity China Partners.
- The bookrunners/lead managers in **Tata Steel's** US\$770 million follow-on offering on the Indian Stock Exchanges, which included a Rule 144A tranche.
- The lead managers in the approximately US\$2.3 billion rights offering and cumulative compulsory convertible preference share issuance by **Tata Steel Limited**. Milbank represented Citigroup and Merrill Lynch.
- **Quvat Management Pte Ltd** in connection with the development and co-investment in a rolled steel manufacturing plant (in Indonesia).
- A consortium in connection with the potential purchase of a portion of the **Namisa** Iron Ore Project in Brazil.
- The lenders providing NEXI-guaranteed loan facilities to project finance the **Erdemir** steel mill in Turkey, and a subsequent financing for further capacity improvement and modernization at the plant.
- The underwriter on a proposed high yield debt offering by **Shougang**, the fourth largest steel manufacturer in China.
- **Orinoco Iron of Venezuela**, a hot iron briquette producer, in the project financing of Orinoco's production facilities, and subsequent work outs of the financing package.
- **Sivensa**, one of the largest steel producers in Venezuela, in connection with various financings, refinancings, and work outs of their production facilities.
- The lenders in the financing (and subsequent restructuring of that financing) provided to **Altos Hornos**, Mexico's largest steel producer.
- The arranger in a 144A offering of senior notes by **Essar Steel**, an Indian steel producer.
- ECA lenders on **Essar Steel's** proposed US\$1.9 billion steel mill.
- The bondholders in the restructuring of **NTS Steel**, the largest steel producer in Thailand.
- The arranger in a 144A offering of securities by **Shanghai Metal**, backed by steel exports of the company.
- Kawah Bank, an affiliate of CITIC of China, and other commercial banks in connection with financing the acquisition by CITIC of a steel mill in Delaware, subsequently renamed **Citisteel**.
- The underwriter in connection with the SEC registered offering of equity securities in a NYSE listed Mexican steel company.
- The lender supporting the proposed acquisition of **Grupo Imsa**, a Mexican steel company.
- The lenders in the financing of a **steel galvanizing** facility in Talinn, Estonia.
- Deutsche Bank in the acquisition and restructuring of debt issued by **Galvex Estonia**, a steel mill company, partially guaranteed by SACE.
- Credit Suisse and Deutsche Bank in the US\$295 million IPO of **PT Krakatau Steel**.
- China Construction Bank (CCB) on the US\$740 million financing of a **steel mill project** in Malaysia.

Coal

- ITOCHU Corporation in connection with its approximately US\$1.5 billion investment in Drummond International, LLC, a newly formed company that will own and operate the coal mining operations and transportation infrastructure in Colombia that were formerly entirely owned by Drummond.
- The purchasing consortium (Citibank, Goldman, GIC, Farrallon among others) in connection with the US\$950 million of acquisition financing pursuant to the US\$600 million senior financing and US\$353 million mezzanine financing to acquire **PT Adaro Indonesia**, the largest open pit coal mine in Indonesia and its related operating companies. Milbank was awarded the *Asian Legal Business SE Asia Deal of the Year*, and *SE Asia M&A Deal of the Year* for this transaction.
- Goldman Sachs Strategic Investments in connection with the sale of 480,000,000 shares in **PT Adaro Energy Tbk** to Korea Electric Power Corporation and KEPCO. We also advised on PT Adaro Energy's IDX IPO.
- The lenders to Aston Resources on its US\$450 million acquisition of the **Maules Creek** coal project from Rio Tinto.
- The senior and mezzanine lenders in connection with their investment and sale of financing stakes in the senior and mezzanine financing structure by PT Armadian Tritunggal as borrower, and their subsequent investment in collateralized equity leveraged loan securities issued by subsidiaries of a majority shareholder of **Berau Coal** in connection with its purchase of substantially all of the remaining equity of Berau Coal.
- **Northstar Equity Partners** (Northstar), an Indonesian-focused private equity firm which has an investment partnership with TPG Capital, on the complex US\$1 billion acquisition financing of its investment in an Indonesian mining services company.
- PT Bukit Makmur Mandiri Utama (BUMA), primary operating subsidiary of IDX-listed **PT Delta Dunia Makmur Tbk**, on its US\$800 million club loan facility. The loan was oversubscribed with 10 banks acting as mandated lead arrangers.
- Northstar Tambang Persada Ltd. (NTP), a 40 per cent shareholder in listed Indonesian coalmining company **PT Delta Dunia Makmur Tbk (Delta)**, and Northstar Equity Partners (Northstar), on the sale of a stake in Delta to the Government of Singapore Investment Corporation Pte Ltd (GIC), Texas Pacific Capital (TPC) and China Investment Corporation (CIC).
- A coal mining company, **Dasrma Henwa**, on its US\$205 million restructuring.
- **PT Harum Energy**, an Indonesian thermal coal miner, and its core selling shareholder in its US\$320 million initial public offering on the Indonesian Stock Exchange. Goldman Sachs and Deutsche Bank were the underwriters.
- The project company on the **Hongsa** lignite US\$2.7 billion coal mine-mouth power project in Laos.
- UBS AG, the underwriter, in the IPO for **Indo Tambangraya, Banpu's** coal assets in Indonesia, which raised US\$337 million in one of the largest private listings of the year in Indonesia. Indo Tambangraya is Indonesia's third biggest coal producer.
- **Mongolian Mining Corporation** (MMC), the country's biggest coking coal producer, on its approximately US\$650 million initial public offering in Hong Kong. The IPO was the first listing by a Mongolian owned company in Hong Kong. Citigroup and JP Morgan Chase were the underwriters.
- MMC in its acquisition of the **Baruun Naran Coal Mine** from the Kerry Group for a total consideration of US\$464.5 million, consisting of US\$379.5 million in cash and a US\$85 million convertible bond convertible into shares of Mongolian Mining Corporation. Subject to final proven reserves, the total acquisition value is capped at US\$950 million.
- **PT Multi Harapan Utama** (MHU) in negotiating a US\$150 million credit facility under which Glencore International AG is the original lender. Proceeds were used to finance existing indebtedness and to develop two existing and two new coal mines. Milbank also represented MHU in negotiating a coal offtake agreement and coal marketing agreement under which Glencore agreed to purchase substantially all of MHU's coal production from its existing mines.
- **BP** on their feedstock and precious metal catalyst supply, funding, trading and commercial optimisation arrangements to Ineos' global downstream businesses.
- **BP** on most of its European metals trading arrangements.

Global Mining Experience





**Our
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