

OUR ROOTS RUN DEEP

There's nothing predictable about the dynamic Sub-Saharan African Mining Industry, which is why your business needs a leading law firm that knows the lie of the land. Webber Wentzel is fully equipped to help you deal with those unforeseen challenges. Having been consistently ranked at the top by an eminent group of international ratings agencies, we are a proud collaboration that is always looking to further extend our service offering.

With offices in Johannesburg and Cape Town, we have a staff complement of approximately 800 people - including almost 150 partners and over 450 professionals in a variety of legal disciplines. Our client base includes many of South Africa's Top 100 companies in construction & energy, financial services, media, mining, oil & gas, private equity, property and telecommunications. We are committed to helping clients wherever they do business. With that said, the African continent represents a rapidly growing area of our practice - a growth enabled by our strong network of relationships with regional law firms and our collaborative alliance with Linklaters, a leading global law firm.

WHEN GOING DEEPER, BE SURE YOU HAVE THE HEAVYWEIGHTS ON BOARD

Every key player in the mining industry knows that Sub-Saharan African Mining is regulated to the greatest depths. With expanding red tape directly impacting your bottom line, you need legal experts with a finger on the regulatory pulse by your side.

With over 140 years of experience under our belt, Webber Wentzel's mining sector group is the largest on-the-ground team in Sub-Saharan Africa that offers a full range of legal services and smart pricing solutions. We deliver a broad mix of services to an even broader range of mining clients. Our secure relationship with the DMR, Chamber of Mines and our association with the industry's giants is powered by the world class advice we promise all our clients.



FROM EARLY STAGE EXPLORATION THROUGH TO POST MINE CLOSURE, OUR TEAM HAVE YOU COVERED

Our Mining Sector Group delivers a full spectrum of services to mining companies, governments, financiers, service providers, suppliers and advisors to the mining industry alike.

We accomplish this by putting together a flexible 'fit for purpose' team to best meet your business and legal needs. Our legal team selection is determined by the nature of the project, geography, size and budget of the matter at hand. We believe such a customised approach best services all our clients through the most appropriate single point of contact. In addition, we take into account language, jurisdiction and legal system, and are able to assist on projects in Francophone and Lusophone Africa and where necessary, draw in further specialist resources from our alliance partner, Linklaters, as well as through our association with ALN and best friend firms in the key mineral rich jurisdictions in Sub-Saharan Africa.

When it comes to new ground with no pre-determined paths, we're known for creating haulage ways to mining success.



WHAT THE MARKET HAS TO SAY

“Impressive bench strength, with expertise covering the full spectrum of commercial and operational matters. Frequently engaged in matters in other southern African jurisdictions, and extensively experienced in handling domestic transactions, regulatory issues and project development.”

- Chambers Global

“Webber Wentzel’s mining team provides consistent, high-quality service, fast turnaround times, and practical advice that accounts for underlying commercial drivers.”

- Legal 500

“Webber Wentzel has a huge team in South Africa and across the continent, with dedicated teams of mining M&A and regulatory experts, it has been active in numerous African jurisdictions.”

- Legal 500

“Webber Wentzel is increasingly active throughout Africa, working alongside alliance partner Linklaters LLP. Its deep bench of experienced practitioners has years of industry experience”

- Legal 500

“They’re definitely mining experts - they have their ear to the ground for developments in the industry and they give us good commercial advice.”

- Chambers Global

“I’d recommend them - they’ve got a very good team and are well experienced in mining practices and issues.”

- Chambers Global

**“The standout team. The go-to team.”
“Very service and solution-oriented.”**

- Chambers Global





DIVERSITY IS THE BEDROCK OF TRUE EXCELLENCE

Through our rich history of delivering innovative solutions to our clients' most complex legal issues across Africa, and by working with local counsel, we have a keen understanding of the political risks and cultural nuances affecting mining in these jurisdictions as well as what it takes to deliver the on-the-ground solutions required.

ANGOLA	LESOTHO
BOTSWANA	MADAGASCAR
BURKINA FASO	MALAWI
CAMEROON	MOZAMBIQUE
DEMOCRATIC REPUBLIC OF CONGO	NAMIBIA
ERITREA	NIGERIA
ETHIOPIA	REPUBLIC OF CONGO
GABON	SIERRA LEONE
GHANA	SOUTH AFRICA
GUINEA	TANZANIA
LIBERIA	ZAMBIA
	ZIMBABWE

In alliance with Linklaters, our network of best friend law firms and our associate membership of the ALN, we have a widespread Sub-Saharan footprint and diverse experience that enables us to offer our clients the relevant, premium legal services they deserve.



OUR TRACK RECORD (AND COUNTING)

MINING MERGERS, ACQUISITIONS & DISPOSALS

OUR KEY AREAS OF EXPERTISE INCLUDE:

- takeovers and takeover defense;
- mergers and acquisitions (public and private)
- listings, IPO's;
- restructurings, demergers and spin-offs;
- joint ventures and strategic alliances;
- foreign investment;
- vendor due diligence/preparation for sale;
- share incentive schemes;
- corporate governance;
- black empowerment and indigenisation (transactions, opinions, compliance);
- social license to operate/ mine community development arrangements; and
- separation and transition arrangements.

MINING COMMERCIAL

OUR KEY AREAS OF EXPERTISE INCLUDE:

- drilling agreements;
- contract mining agreements;
- supply agreements;
- technical service agreements;
- service level agreements;
- logistic agreements (for example; Transnet Freight Rail, Richard Bay Coal Terminal and road transport);
- marketing and off-take agreements (including tolling arrangements);
- management agreements; and
- exploration agreements.

MINING REGULATORY & GOVERNMENT RELATIONS

OUR KEY AREAS OF EXPERTISE INCLUDE:

- reviewing applications for prospecting rights, mining rights and mining permits in terms of sections 16, 22 and 27 of the Mineral and Petroleum Resources Development Act, No. 28 of 2002 (the MPRDA) respectively (as well as applications for renewal of such rights pursuant to sections 18, 24 and 27) prior to submission thereof to the DMR, to ensure that the applications meet the requirements of the MPRDA and the regulations thereto;
- advising on and preparing applications for ministerial consent in terms of sections 11 and 102 of the MPRDA;
- advising on, preparing and submitting section 53 applications;
- submitting applications to the DMR via the SAMRAD online system;
- compiling and submitting applications in terms of the Promotion of Access to Information Act No. 2 of 2000;
- developing and implementing in-house procedures to ensure compliance with the MPRDA and the terms and conditions of mineral and mining-related rights;
- managing and rectifying non-compliance notices issued by the DMR in terms of sections 93 and 47 of the MPRDA;
- attending to the notarial executions and registration of rights in terms of the Mining Titles Registration Act, No 16 of 1967;
- providing high-level basis due diligence reports and title opinions as well as in depth compliance due diligence reports;
- lodging and defending objections to prospecting right and mining right applications; and
- advising clients on all aspects of South African mining and mineral law.

South Africa

- review, interpretation and analysis of draft legislation and preparation of submissions to government departments and its agencies on core mining related legislation and legislation which impacts upon the mining industry.

Over the years we have developed a good relationship with a board church of regulators who manage the extractive industries and industry bodies.

The Sub-Saharan region

In the Sub-Saharan region, we have:

- developed an exceptional knowledge of the regulatory regimes which govern the extractive industries in Sub-Saharan Africa, built through our excessive work in the region and close relationship with our best friends network;
- established close relationships with various regulators and industries bodies;
- assisted governments develop regulatory regimes which comply with international best practice principles; and
- assisted our clients with the interpretation and implementation of stringent compliance requirements.
- International laws and policies
- Webber Wentzel also provides advice on:
- investment protection under the bilateral investment treaties, regional protocols and domestic laws; and
- the interpretation and implementation of regional and international treaties and protocols applicable to the extractive industries including those developed by the United Nations, the international Labour Organisation, the African Union, the Southern African Development Community, Organisation for Economic Co-operation and Development, the International Finance Corporation and NGOs; and
- compliance with foreign statutes with extra-territorial application including the UK Bribery Act, 2010 and the US Foreign Corrupt Practices Act, 1977 through our alliance with Linklaters.

LAND & PROPERTY

OUR KEY AREAS OF EXPERTISE INCLUDE:

- negotiating and drafting agreements of sale of immovable property;
- attending to the transfer and registration of immovable properties;
- attending to the subdivision and consolidation of immovable properties;
- preparing and lodging applications in terms of the Subdivision of Agricultural Land Act, No. 70 of 70;
- negotiating, preparing, executing and registering notarial lease agreements and various notarial documents including servitudes i.e. for access, right of way and conveyance of electricity and water servitudes;
- negotiating and drafting land use and compensation agreements;
- dealing with obstructive farmers/ landowners and mineral law; and
- advising in respect of surface rights permits.

ENVIRONMENT

OUR KEY AREAS OF EXPERTISE INCLUDE:

- advising on all aspects of M&As, financings and listings, from vendor / target due diligences, preparation of detailed disclosure schedules, advising on transferability and change of control issues, drafting of warranties and indemnities, closing out CPs and instituting warranty claims;
- preparation of responses to compliance notices and directives;
- regulatory advice;
- drafting of agreements, including water supply, services and waste management agreements;
- auditing - we offer a broad auditing function, from process audits during the permit application phase of a project, to legal compliance audits during the operational phase of a project; and
- environmental litigation, including appeals and high court review applications.

MINE HEALTH & SAFETY

OUR KEY AREAS OF EXPERTISE INCLUDE:

- structuring of regulatory appointment systems and the concomitant statutory letters of appointment;
- occupational health and safety due diligence;
- compliance audits;
- accident investigations and inquiries;
- advice in relation to work stoppage instructions including those issued under section 54 Mine Health and Safety Act;
- advice in relation to administrative fines and criminal prosecutions, including the defence of mining companies criminally charged;
- advice relating to application of the Mine Health and Safety Act including applications for exemption thereunder;
- insurance and coverage including specific advice relating to compensation insurance;
- regulatory advice; and
- executive legislation updates and legal liability, training and

EMPLOYMENT & EMPLOYEE BENEFITS

OUR KEY AREAS OF EXPERTISE INCLUDE:

- drafting of employment contracts, policies and procedures as well as related documents applicable across, and at all levels of a mining operation;
- advice regarding establishment, administration, regulation and any disputes related to the social security of mine employees such as retirement funding and medical aid schemes;
- strategic advice relating to collective bargaining, including wage negotiations;
- advice in respect of industrial action both protected and unprotected, including strike management and securing interdicts;
- advice and assistance in dealing with secondary strikes, protest action and community unrest affecting mining operations;
- employment disputes in all employment tribunals including the CCMA, the Metal and Engineering Industries Bargaining Council, other applicable Bargaining Councils, Labour Court, Labour Appeal Court and Constitutional Court;
- evictions of unlawful occupiers of mine property;
- advice and assistance in respect of large scale retrenchments as envisaged by section 189A of the Labour Relations Act, including the impact of section 52 of the Mineral and Petroleum Resources Development Act;
- advice in relation to compliance with employment terms and conditions, as it applies to Social and Labour Plans;
- advice and assistance in managing the transfer of employees from one employer to another, pursuant to the sale of a mining operation as envisaged by section 197 of the Labour Relations Act;
- advice and representation in respect of disputes arising out of the use of labour broker employees and fixed-term contracts of employment; and
- advice and assistance with all aspects of Employment Equity compliance, including Employment Equity Plans and Employment Equity Reports.

FINANCE

OUR KEY AREAS OF EXPERTISE INCLUDE:

- advising lenders, borrowers and/or sponsors on all aspects of funding transactions in the mining and minerals sectors, including without being limited to:
 - conducting due diligence and bankability investigations and preparing appropriate reports in respect of proposed funding transactions;
 - advice as to the most optimum project structure;
 - advising on bilateral or syndicated corporate term funding transactions, whether on a secured or unsecured basis and both in South and Sub-Saharan Africa;
 - advising on working capital funding arrangements and transactions;
 - advising on funding transactions in relation to financing of ring-fenced mining assets to be developed and/or acquired;
 - advising on the funding arrangements to be implemented pursuant to merger or acquisition transactions;
 - advising on mining project finance transactions; and
 - advising on the security arrangements to be implemented in order to secure funding transactions in the mining and minerals sectors.
- advising mining companies, sponsors and/or holders on all aspects of debt capital markets transactions in the mining and minerals sectors.
- advising on all aspects of securitisations and securitisation structures.
- advising lenders, borrower and/or sponsors on debt restructuring transactions, debt refinancing transactions, business rescue transactions and liquidations in the mining and mineral sectors.

PROJECT DEVELOPMENT & CONSTRUCTION

OUR KEY AREAS OF EXPERTISE INCLUDE:

- strategic advice regarding the structuring of large-scale mining projects, including all aspects of procurement, financing, construction and operation;
- drafting, reviewing and negotiating standard-form (FIDIC and NEC) and bespoke engineering, procurement and construction contracts;
- drafting, reviewing and negotiating standard-form (FIDIC and NEC) and bespoke design and build contracts;
- drafting, reviewing and negotiating standard form (FIDIC, NEC and JBCC) and bespoke construction contracts;
- drafting, reviewing and negotiating standard form (AMPLA) and bespoke contract mining agreements and mining services agreements;
- drafting, reviewing and negotiating comprehensive tender documents including all contractual and regulatory aspects of the procurement process;
- strategic advice in respect of the prosecution and/or management of cost and delay claims for large mining developments

DISPUTE RESOLUTION

OUR KEY AREAS OF EXPERTISE INCLUDE:

- Business Rescue, insolvency and restructuring in the mining and construction sector;
- Constitutional and administrative law including disputes with industry regulators, judicial reviews of administrative and executive action, challenging the constitutionality of legislation and regulations, public procurement disputes, expropriations and bill of rights litigation;
- Corporate governance issues;
- Corporate and commercial litigation within in the mining sector;
- Defending and instituting class actions , with a particular emphasis on mass tort claims
- Disputes involving pension funds, pension fund administrators, regulators, investment managers and other financial institutions
- Disputes relating to black economic empowerment and Indigenisation transactions;
- Experience in various dispute settlements including the International Centre for the Settlement of Investment Disputes (ICSID), the London Court of International Arbitration (LCIA) and under the United Nations Centre for International Trade Law (UNCITRAL). We advise clients on the impact of directives from the World Trade Organisation, different legislative regimes and transnational treaties governing customs duties, international trade incentives and preferential import duties
- Forensic investigation: corruption and white-collar crime affecting the mining and construction sectors;
- Construction-related dispute resolution in various forums (adjudication, arbitration and court proceedings) and in relation to a variety of contract suites (FIDIC, NEC,GBCC and JBCC).

TAXATION

OUR KEY AREAS OF EXPERTISE INCLUDE:

- advising and structuring mergers, acquisitions and disposals;
- advising on group reorganisations and rationalisations;
- designing and structuring empowerment transactions;
- advising on debt restructuring and refinancing;
- advising on cross border transactions;
- advice and assistance on rehabilitation trust structuring;
- advice and representation in respect of tax disputes;
- advising on general corporate tax matters;
- advising on employees' tax and expatriate tax.

COMPETITION/ ANTITRUST

OUR KEY AREAS OF EXPERTISE INCLUDE:

- assessing whether any transaction (a share or asset acquisition, amalgamation or joint venture) constitutes a merger which requires notification to the competition authorities (within South Africa but also throughout the continent);
- preparing merger notifications and submitting these to the relevant competition authorities (within South Africa but also throughout the continent);
- advising on behavioural matters, specifically possible abuses of dominance and vertical / horizontal arrangements that may raise competition law concerns (within South Africa but also throughout the continent);
- providing competition law compliance advice which may include preparing compliance policies and programmes, training and reviews (within South Africa but also throughout the continent); and
- preparing exemption applications and submitting these to the competition authorities (within South Africa but also throughout the continent).

PUBLIC INTEREST

OUR KEY AREAS OF EXPERTISE INCLUDE:

- UN guiding principles on business and human rights;
- advising on public consultation processes;
- researching foreign legislation in terms of human rights compliance;
- advising on fundamental human rights, including the rights to equality, dignity, housing; privacy; and social, cultural and economic rights;
- defining the rights and obligations of traditional leaders under customary law read with our Constitution;
- using litigation to promote and defend aboriginal and customary law rights and land reform; and
- protecting and promoting economic and social justice for the poor and disempowered.

SHIPPING & MARINE

OUR KEY AREAS OF EXPERTISE INCLUDE:

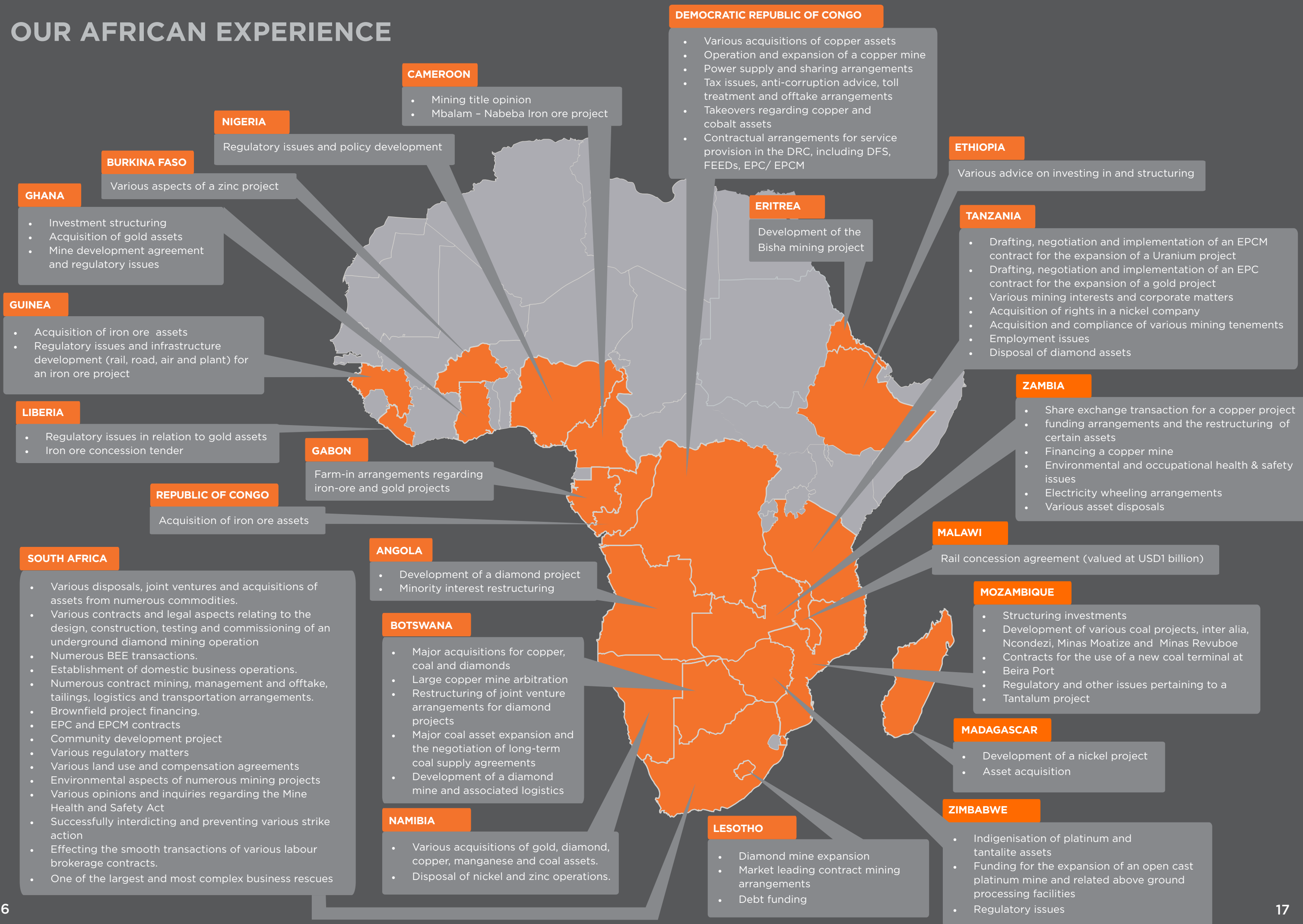
- admiralty litigation, including arrests of ships and maritime property in rem, attachments, security arrests and access orders;
- maritime casualties – collisions, groundings, towage, wreck removal and marine pollution;
- carriage of goods by land and sea and cargo claims;
- shipbuilding, ship sale, charterparties, contracts of affreightment and bills of lading;
- marine and non-marine insurance including cargo, hull and liability insurance;
- international trade agreements, letters of credit and general terms and conditions;
- logistics, including all modes of transport, clearing, forwarding and customs.

INTERNATIONAL BUSINESS OBLIGATIONS

OUR KEY AREAS OF EXPERTISE INCLUDE:

- international treaties/laws;
- anti-bribery;
- export controls/sanctions;
- trade and investment laws;
- investigations;
- human rights;
- social license to operate; and
- managing government and media interest.

OUR AFRICAN EXPERIENCE



Largest Mining Team
**MULTIDISCIPLINARY
EXPERTISE**

Integrated Approach

40+ PARTNERS

SOLUTIONS ORIENTATED

Sub-Saharan Africa

TRACK RECORD

COMMERCIALY

MINDED

Alternative Fee Models

TRANSFORMATION

& DIVERSITY

INNOVATIVE & FLEXIBLE

*If you would like to know how a ground-breaking
legal team can help your business succeed?*

Ask Webber Wentzel / #AskWebberWentzel

For more information, contact your Relationship Partner.

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