



GRATA
INTERNATIONAL

Local Knowledge
for Global Business

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Уул Уурхай

Our Mining lawyers have over 30 years of experience providing full legal support to mining companies.

Our lawyers understand the industry and constantly monitor market trends. We can advise clients to bring an industry-focused approach and guide them through the legal commodities market. We know how mining works from technical and operational to legal sides. Our highly qualified lawyers are dedicated to resolving legal issues at any stage of the cycle.

Services we provide include:

- ▶ Legal support in obtaining subsoil use rights.
- ▶ Advice on subsoil use contracts.
- ▶ Structuring of mining transactions.
- ▶ Advising on new provisions of the Subsoil use code.
- ▶ M&A in subsoil projects: legal due diligence, drafting sale and purchase agreements, transfer of assets, obtaining waiver in purchasing subsoil objects from state authorities.
- ▶ Legal support in creation and operation of joint ventures.
- ▶ Environmental audit and litigation.
- ▶ State control and regulation: legal advice and representation.
- ▶ Taxation and tax dispute: audit and litigation.
- ▶ Transfer pricing: export structuring, audit, litigation.
- ▶ Joint venture agreement.
- ▶ Dispute resolution and much more.

Experience

United Kingdom

- ▶ Advising of a UK mining company on its acquisition of a gold deposit in Kazakhstan, conducting due diligence and drafting Sale Purchase Agreement.

Kazakhstan

- ▶ Advising (as local Kazakh counsel) KazakhGold Group Limited in a reverse takeover transaction of Polyus Gold International, one of the world's largest gold producers, valued at approximately USD 10 billion.
- ▶ Advising (as local Kazakh counsel) Polyus Gold International in its USD 9 billion premium listing on the London Stock Exchange.
- ▶ Advising (as local Kazakh counsel) Polyus Gold International in the sale of USD 375 million of shares (including debt assignment) in Kazakhaltyn and Norox Mining (Kazakhstan, Kyrgyzstan).
- ▶ Representing Polyus Gold International in the USD 500 million investment dispute with Kazakh partners.

- ▶ Advising (as local Kazakh counsel) Nord Gold, an international gold producer, a unit of Russian steelmaker Severstal, on the USD 1 billion IPO on the London Stock Exchange.
- ▶ Advising (as local Kazakh counsel) Nord Gold on the US Notes Offering for USD 500 million on the Irish Stock Exchange.
- ▶ Advising Cammex (Kazakh large gold producer) on its USD 200 million assets' sale to Verniy Capital Investment Company and Kazzinc.
- ▶ Advising EuroChem, one of the world's leading mineral fertilizer producers, on its investments in Kazakhstan (approximately USD 2 billion), including negotiations with the Government of Kazakhstan on the terms of a contract for exploration and production of phosphate deposits in Kazakhstan.
- ▶ Legal support of Kazatomprom JSC, the national operator of Kazakhstan for import and export of uranium, rare- and rare-earth metals, in terms of acquisition through its subsidiary company 25% +1 share in Ural Electrochemical Plant JSC the largest plant for uranium. Advising subsidiaries of Kazatomprom JSC on different tax and subsoil use matters.
- ▶ Assisting Kazakhstani branch of Rio Tinto PLC on structuring joint ventures with KazGeology.
- ▶ Assisting Polymetal International PLC, a leading manufacturer of precious metals in Kazakhstan and Russia, on acquisition of the Bakyrchik gold mine in Kazakhstan.
- ▶ Full legal support of Cameco Corporation in Kazakhstan, advising its subsidiary JV Inkai LLP on subsoil use issues, in particular regarding uranium production, as well as on contractual, tax, customs and environmental law, labour disputes and litigation.
- ▶ Advising Uranium One, the world's largest uranium mining company, with a global diversified portfolio of international assets for a syndicated loan of USD 225 million.
- ▶ Advising CGN Mining Company Limited, the largest Chinese uranium mining company, on joint activities with Kazatomprom JSC on developing new uranium deposits, as well as on joint activities of producing fuel pellets.
- ▶ Advising Kazphosfat LLP on the restructuring of a group of companies, including commercial and tax issues.

Kyrgyzstan

- ▶ Advising one of the major Russian investment banks in a financing of construction of a gold processing plant on the second largest gold deposit in Kyrgyzstan.
- ▶ Advising EBRD in the course of financing Centerra Gold Inc. in the amount of USD150 million in the context of taking security over the assets of subsidiary companies Kumtor Gold Company and Kumtor Operating Company and a thorough legal due diligence on the subsidiaries to confirm necessary operational licensing documents.
- ▶ Advising Export-Import Bank of China on the foreign currency loan facility provided to the Chinese-Kyrgyz gold mining company for the construction of infrastructure at one of the gold mines in the Kyrgyz Republic.
- ▶ Advising China Development Bank in relation to 120 million USD loan in favour of a gold mining company for a gold mine financing, conducted a legal due diligence.
- ▶ Advising China Development Bank in relation to 16.3 million USD loan in favour of a gold mining company for financing the construction of a carbon-in-pulp plant and conducted a due diligence.
- ▶ Advising a Chinese investor on acquisition of Manas Resources. Due diligence of mining companies owned by a

holding company in Kyrgyzstan.

- ▶ Advising Chaarat Zaav gold company on regulation and procedure for environmental impact assessment.
- ▶ Advising EBRD on a syndicated loan to one of the largest gold mining projects Kumtor. Registration of pledge agreement.
- ▶ Advising a major Russian bank on financing of construction of gold processing plant at the second largest gold ore field in Kyrgyzstan. Drafting all local security instruments, commenting on foreign financing arrangements from the standpoint of local law; providing extensive ongoing general legal advice on gold exports, taking and enforcing securities in Kyrgyzstan, and other matters.

Moldova

- ▶ Representing the largest supplier of electricity in Moldova in all court instances on debt collection case.

Tajikistan

- ▶ Advising a major Chinese mining company on mining regulation in Tajikistan.

Uzbekistan

- ▶ Assisting the leading Japanese natural resources company in negotiations with the Government of Uzbekistan of the terms and conditions of the project on exploration of uranium deposits in Uzbekistan. Assisted with drafting and negotiations of the Production Sharing Agreement, Exploration Agreement and a Resolution of the President. Managing the process of obtaining of exploration licenses, permits and land allotments. Advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters (the "Best Energy and Natural Resources Deal of the Year" by the China Business Law Journal Awards 2016).
- ▶ Assisting the leading global natural resources company in negotiations with the Government of Uzbekistan of the terms and conditions of the project on exploration of copper deposits in Uzbekistan. Assisted with drafting and negotiations of the Production Sharing Agreement, Exploration Agreement and a Resolution of the President. Advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters.
- ▶ Assisting leading global natural resources service company on commercial, corporate, tax, customs and employment law matters in Uzbekistan in connection with the services provided by the company to petroleum companies engaged in Production Sharing Agreements in Uzbekistan.

- ▶ Assisting leading global natural resources service company on commercial, corporate, tax, customs and employment law matters in Uzbekistan in connection with the services provided by the company to petroleum companies engaged in Production Sharing Agreements in Uzbekistan.
- ▶ Assisting a private Russian natural resources company in negotiations with the Government of Uzbekistan of the terms and conditions of the project on exploration of gold deposits in Uzbekistan. Assisted with drafting and negotiations of the Exploration Agreement and Key Terms of the Production Sharing Agreement and a Resolution of the President. Advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters.
- ▶ Assisting the leading international gold mining company in negotiations with the Government of Uzbekistan of applying the Production Sharing Agreement mechanism for the project on exploration and development of gold deposits in Uzbekistan. In particular, advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters.
- ▶ Assisting the leading Canadian gold mining company in negotiations with the Government of Uzbekistan of applying the Production Sharing Agreement mechanism for the project on exploration and development of gold deposits in Uzbekistan. In particular, advising the client on Production Sharing Agreements laws, including legal analyses of provisions on recoverable and non-recoverable expenses, commercial discovery, proving reserves and their consequent state registration, stability provisions, taxation, customs, licensing, IRR, cost product, profit product, export of product, dispute resolution, access to resources, and other matters.
- ▶ Assisting the leading global natural resources company in Uzbekistan, Kazakhstan, Mongolia and Russia with compliance review of the standard Goods and Services Supply Contract. Advising on employment law matters in Kazakhstan and Uzbekistan.
- ▶ Advising the leading European cement manufacturer in negotiations with the Uzbekistan Government of the terms and conditions of exploration licenses and project on construction of US\$500 million cement plant in Uzbekistan.
- ▶ Organising enforcement of decision made by Tashkent city Economic court (Uzbekistan) in favour of the Ukrainian metal supplier against Uzbekistani buyer. Amount of claim – above US\$1,000,000.
- ▶ Advising the leading Japanese mining and exploration companies on issues related to taxation in Uzbekistan, including registering, reporting and de-registering of permanent establishment in Uzbekistan.

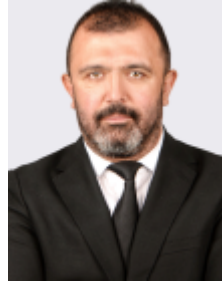
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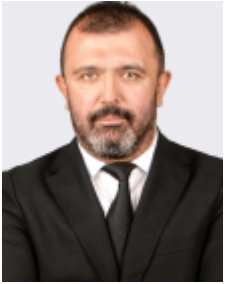
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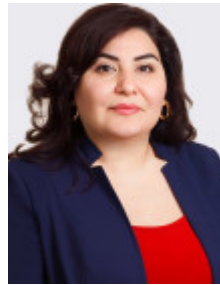
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