

Emery Mukendi Wafwana
& Associates, P.C.

Mining Law in Africa



Kinshasa

Lubumbashi

Matadi

Johannesburg

OHADA Region

New York





Let us take you to Africa.
SECURELY.



WHY CHOOSE CABEMERY

- Practice strongly focused on mining industry with over 15 lawyers dedicated to this sector alone.
- Law firm based in French speaking Africa with offices in the United States and South Africa.
- An international African law firm with world class standards of work and ethic, respectful of anti-corruption regulations.
- Multilingual and multi background.
- Substantial experience in shaping and improving mining and natural resources legislations and related regulations in Africa.
- Outstanding relationships with mining Administrations throughout French speaking Africa.

An international African law firm with world class standards and resources at the service of the mining industry in Africa

We are an international African law firm offering investors a unique combination of international standard with on the ground experience in Africa serving the mining, energy and infrastructure industry for more than 16 years. What makes us truly different from our peers is our unique structure with offices in Africa as well as outside of Africa, in New York and Johannesburg that securely accompany investors to Africa and our in depth-knowledge of mining laws and regulations in force in Africa as well as our strong understanding of the geo-political aspects surrounding the mining industry. Leveraging our strong experience in the mining industry and long standing presence on the African continent, Emery Mukendi Wafwana & Associates (Cabemery) continues to build on its reputation for being the obvious choice for mining transactions across Africa.



A Unique Vision

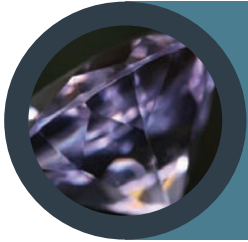
CABEMERY Mining Practice Group



The mining practice group at Cabemery has first-class experience on the mining laws and regulations applicable in many African countries as on the international and regional legal frameworks applicable to mining activities. Through continued exposure to the mining industry, the lawyers at Cabemery have developed a strong expertise in complex mining transactions in Africa and in the development of mining laws and regulations in Africa. Thanks to its experience dealing with a wide variety of clients active in the mining industry including major and junior mining companies, financial investors, state-owned companies, law firms, general counsels, governments, the lawyers at Cabemery understand the nature of the mining industry and its specificities.

Cabemery's team counts mining lawyers, mining and quarry agents, tax lawyers and experts in other fields relevant to the mining industry that understand the cultural and political background in many African jurisdictions. We combine comprehensive knowledge of civil and common law, excellent language skills with the highest standards of professionalism and responsibility in Africa.

Expertise and Solutions for the Mining Industry



We provide to all actors of the mining industry a focused range of legal services throughout all stages of implementation of mining projects in Africa. Our legal services are tailored to the specific needs of the mining industry.

We provide the following legal services:

Mine Exploration Phase

- Procedures related to granting and renewal of exploration permits
- Exploration and supply agreements
- Purchase and sale of mining rights, options, and royalty agreements
- Drilling, blasting and explosives agreements
- Joint Venture agreements
- Environmental compliance
- Negotiation with mining administrations, local communities and other stakeholders
- Initial public offerings and stock exchange listings
- Claims and administrative disputes

Mine Closure & Abandonment Phase

- Employee termination and severance
- Mine reclamation approval
- Site remediation and release certification
- Decommissioning contracts



Mine Development & Infrastructure Phase

- Procedures related to the granting, renewal and extension of exploitation permits
- Project financing
- Access to power, infrastructure and water supply (negotiation concession contract, power plant rehabilitation, and power supply contract)
- Import of materials and equipment
- Environmental compliance
- Mining and earthworks agreements
- Economic development/impact and benefits agreements
- Construction agreements

Production Phase

- Acquisitions, dispositions, and Restructuring of mining projects
- Smelting arrangements
- Authorization to commercialize and export minerals
- Labor, employment, health and security
- Tax analysis, counseling and administrative procedures
- Environmental compliance
- Ongoing legal counsel and assistance with mining regulations

Legal Due Diligence

- Legal due diligence review for acquiring or participating companies interested in the financing of projects on mining rights, assets and operating mining companies
- Draft due diligence report and provide solutions to legal issues identified during the legal due diligence review
- Draft and production of legal documents for the purchase and sale of mining rights or mining companies and all necessary documents for the completion of the transaction and post-completion matters



Experience

Selected Mining Transactions

- Advised and assisted a Canadian company in the conversion of its Exploration Permit into an Exploitation Permit for the Kamoa project representing an investment of US\$ 930,000,000;
- Performed due diligence, advised and assisted a Canadian company for the acquisition of the Kipushi Mine valued at US\$ 200,000,000;
- Advised and assisted Australian and Congolese shareholders and investors for the mining transactions with OKIMO and for the management of Borgakim mining projects and its affiliated (Amani Gold, Blue-Rosse, Gorumbwa, Rambi Gold) undertaken today by Kibali Gold;
- Advised and assisted in the acquisition of shareholders' rights, mining rights and titles (exploration and exploitation permits) for the Motogold mining projects;
- Advised a Canadian Gold Mining Company in the constitution of security interests and acts to secure the finance of US\$175,000,000 gold project Maniema and South Kivu, DRC; and provided legal services in relation to relocation of local communities;
- Advised an U.S. mining Company in its one US\$ Billion acquisition of exploitation copper projects in the DRC;
- Advised and assisted a Canadian Company in the US\$ 168,000,000 acquisition of mining rights and performed due diligence on the target mining companies and mining titles;
- Advised and assisted a Canadian mining company in the acquisition of mining exploration permits in Katanga Province, DRC; drafted the contract for sale of mining permits, prepared the application for exploitation permits and incorporated the local operating company;
- Advised a Chinese State-owned Company in its bid for the acquisition of copper mines in Katanga Province, DRC; performed due diligence on mining companies, transformation entities and mining titles; and assisted with drafting share purchase agreement;
- Advised and assisted an Australian mining company in the acquisition of gold and silver projects in the Province of Moku, DRC; assisted with drafting of the prospectus for its IPO on the Toronto Stock Exchange and dividend schemes;
- Advised and assisted a British Island Mining Company for its acquisition of 17 exploration permits in Katanga, DRC; assisted, drafted and registered the assignment deeds of the exploration permits;
- Advised and assisted a Jersey Company in the negotiation with the Minister of Mines to obtain authorization to export minerals outside of the DRC;
- Acted as lead counsel and assisted a U.S Financial institution in connection with a US\$ 5 million loan made to a foreign investor for the purchase of Manganese mines in Burkina Faso and Mali;
- Performed due diligence on a Congo Brazzaville mining company in relation to its listing on the Toronto Stock Exchange valued at US\$ 12,000,000;
- Advised and assisted a Cayman Company in its acquisition for exploration and exploitation projects of quarry substances in the DRC; analyzed joint venture agreements and drafting articles of association and bylaws of companies;
- Advised and assisted a U.S. investor in a dispute related to its investment in a mining company in Guinea;

- Advised and assisted a Gabonese company in the acquisition of mining exploration in the Republic of Gabon; performed due diligence on its mining rights;
- Advised and assisted an Angolan company in the acquisition of mining exploration permits in Angola; drafted the contract for sale of mining permits.

"They were timely, delivered good results and their reports were informative and in-depth." Emery Mukendi Wafwana has vision, is very good at seeing the full picture and has a good understanding of the practical concerns of his clients"

Chambers Global 2013

Selected Institutional and Regulatory Work

- Legal counsel and assistance to the DRC Government in reforms funded by the World Bank (Promines) with regard to the revision of the 2002 Mining Code (ongoing);
- Legal counsel and assistance to the DRC Government in reforms funded by the World Bank with regard to the legal, fiscal, customs and change frameworks in the DRC mining sector that led to the adoption of the Mining Code of 2002;
- Legal counsel and assistance in the re-negotiation of mining joint venture agreements and funding agreements concluded between DRC State-owned Mining Company (Gecamines) and private partners;
- Drafting standard contracts related to lease, assignment of mining and quarries rights, and related mining mortgages with World Bank/COPIREP funding;
- Legal evaluation of 37 mining partnership contracts and other funding agreements concluded between DRC State-owned Mining Company (Gecamines) and third parties on certain mining deposits in Katanga with World Bank/COPIREP funding;
- Drafting the Mining Regulations project, the Decree related to the organization and functioning of the Mining Registry and the Commission on the Validation of Mining and Quarries Rights with World Bank/BCECO funding;

"Very practical and solution-driven law firm. Great negotiation skills and a thorough practical knowledge of the mining industry, particularly in French-speaking African countries."

Lars-Eric Johansson, CEO of Ivanplats Ltd.



"...largest and one of the most sophisticated law firms in the DRC. It is renowned for its mastery of local law, and for its focus on the mining sector"

Chambers Global 2011

Your Key Mining Contacts

Our mining team operates out of our Democratic Republic of Congo (Kinshasa, Lubumbashi, and Matadi), Johannesburg and New York offices to accompany investors in Africa. Cabemery has also expanded its presence throughout the OHADA region and other mining jurisdictions in Africa by establishing strong partnerships with recognized local lawyers and law firms.

Emery Mukendi Wafwana & Associates

www.cabemery.org



Kinshasa - Lubumbashi - Matadi



Emery MUKENDI WAFWANA

Founding Partner - Kinshasa - New York

T: (+243) 1 512 4738 (Kinshasa)

T: (+1) 212 257 4831 (New York)

ewafwana@cabemery.org



Eugénie ELANGA MONKANGO

Partner - Kinshasa

T: (+243) 1 512 4738

eelanga@cabemery.org



Eric MUMWENA KASONGA

Associate - Lubumbashi

T: (+243) 815 051 722

emumwena@cabemery.org

Publications

Our lawyers keep our clients and the public at large informed by regularly publishing articles and books on various relevant mining law issues in Africa.



New York



Nady MAYIFUILA

Associate - New York

T: (+1) 212 257 4832

mayifuila@cabemery.org



Paul FORTIN

Consultant

T: (+1) 212 257 4834

F: (+1) 212 954 5431

pfortin@cabemery.org



OHADA Region



Jonathan VAN KEMPEN

Associate - New York

T: (+1) 212 257 4832

vankempen@cabemery.org



Antoine LUNTADILA KIBANGA

Associate - Matadi

T: (+243) 1 151 600 20

aluntadila@cabemery.org



As of the year of 2012, member States of the OHADA Treaty forming the OHADA region are: Benin, Burkina Faso, Cameroon, Central African Republic, Comoros, Congo Brazzaville, Democratic Republic of Congo, Ivory Coast, Gabon, Guinea, Guinea Bissau, Equatorial Guinea, Mali, Niger, Senegal, Chad and Togo.



Johannesburg



Edmond CIBAMBA DIATA

Partner - Johannesburg - Kinshasa

T: (+27) 11 78 35 750 (Johannesburg)

T: (+243) 998 544 000 (Kinshasa)

etshidiata@cabemery.org



Fulgence KALEMA BWATUNDA

Associate - Johannesburg

T: (+27) 11 78 35 750

fkalema@cabemery.org

Awards



**We are award-winning, dynamic,
visionary and solutions-oriented**

Our firms, lawyers and partners frequently win honors, awards, and prizes. Such is the case with the Corporate INTL Legal Awards and Corporate Global Awards received in 2010 and 2011 respectively.

Between 2009 and 2012, several of our firm's lawyers and jurists received certificates of appreciation from the World Bank and the International Finance Corporation in recognition for their contributions to the "Doing Business" project over the years concerned.

In 2012 and 2013, Mr. Emery Mukendi Wafwana was nominated by the "International Who's Who of Mining Lawyers" as one of the leaders in the area of mining law.

Participating annually in the doing business initiative of the World Bank.

"Law Firm of the Year"
"Mining Law Firm of the Year"
"Energy Law Firm of the Year"
"Oil & Gas Law Firm of the Year"
"International/Cross border Law Firm of the Year"
"Mergers & Acquisitions Law Firm of the Year"
"Transport Law Firm of the Year"
"Corporate Law Firm of the Year"
Corporate Intl Legal award 2010 in 15 categories, DRC

Nomination of Managing Partner in 2012 and 2013 **Who's Who of Mining** 

"Tier 2"
Chambers Global 2011, 2012 and 2013, DRC



"Law Firm of the Year"
Corp International 2011, DRC

Our Vision

As Africa continues to grow, Cabemery does as well and continues to expand its legal practice on the African continent and beyond to get closer to its mining clients coming from North America, Latin America, Asia, Australia and Europe.

An expansionary vision which makes us your obvious choice to secure your access and investment to those countries rich in untapped natural resources.

A global vision with on the ground knowledge and long standing experience to better secure and accompany your mining investments.

Pioneer in mining law in Africa, our law firm will continue to develop our leadership in the mining sector and contribute our expertise to further develop the legal, tax and custom framework of the mining industry in Africa.



CABEMERY
Your obvious choice for mining transactions
across Africa



OHADA Desk
ohada@cabemery.org

BENIN
BURKINA FASO
CAMEROON
CENTRAL AFRICAN REPUBLIC
CHAD
COMORES
REPUBLIC OF THE CONGO
EQUATORIAL GUINEA
IVORY COAST
GABON
GUINEA
GUINEA BISSAU
MALI
NIGER
SENEGAL
TOGO

**Emery Mukendi Wafwana
& Associates, S.C-P.**

KINSHASA
Croisement du Boulevard du 30 juin
et de l'avenue Batetela, Crown Tower
7ème Niveau, Suite 701-702
Kinshasa/Gombe - B.P. 14379 Kin I
T: (+243) 99 99 15247
T: (+243) 15 12 4738
cabsecretariat@cabemery.org

LUBUMBASHI
Immeuble BCDC 4e Niveau
Avenue Munongo/Mwepu
Lubumbashi/Katanga
T: (+243) 99 70 24160
cablubum@cabemery.org

MATADI
Avenue de la Poste No. 2
Immeuble Bloc POMBAL - 1er Niveau
Derrière l'Hôtel Métropole
Quartier Ville-Basse
Commune de Matadi
T: (+243) 99 85 10148
cabmat@cabemery.org

**Emery Mukendi Wafwana
& Associates, P.C.**

NEW YORK
370 Lexington Avenue
10th Floor, Suite 1001
New York, NY 10017
T: (+1) 212 922 0040
F: (+1) 212 954 5431
cabusa@cabemery.org

**Cabemery & Partners
(Pyt) Ltd**

JOHANNESBURG
147, Fifth Street/Norwich Close
Sandton Close 2 - 2nd Floor
Sandton/Johannesburg
T: (+27) 11 78 35 750
F: (+27) 11 78 32717
cabrsa@cabemery.org

www.cabemery.org