

Legal and Corporate Services
Energy and Natural Resources



Ogier

It is a first-class
firm. They are
responsive,
personable and
most importantly
very accessible

Chambers UK, 2022

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Who we are

Personal, responsive and commercially-focused, Ogier's experienced team advises clients across a full range of energy and natural resources projects.

Our legal, regulatory and corporate services professionals provide full-service solutions to clients in the conventional power and renewables space, as well as those in natural resources exploration, mining, production and product delivery.

With a global team that brings together specialists from across our services, Ogier can provide round-the-clock advice on the setting up of both private holding structures, the listing of BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg companies on all major stock exchanges, the formation of special purpose acquisition companies (SPACs) and alternative IPO techniques, mergers and acquisitions (M&A), debt, financings, fund structuring, corporate restructuring, migration, redomiciling and more

Ogier advises on a unique combination of BVI, Cayman Islands, Guernsey, Irish, Jersey and Luxembourg laws, and our global network of 12 locations includes Beijing, Hong Kong, London, Shanghai, Singapore and Tokyo.

We advise market-leading energy and natural resources companies, governments, financial institutions, regulators and energy operators, and we pride ourselves on delivering dynamic advice aligned to our clients' commercial objectives.



Best Offshore Law Firm
Hedgeweek Americas
Awards 2021



Law Firm of the Year -
Guernsey
Citywealth IFC Awards
2022



Law Firm of the Year -
Jersey
Citywealth IFC Awards
2022

Corporate advisory

Our global team draws on expertise from across our specialist services to provide commercial and knowledgeable advice on a full range of energy and natural resources projects.

Establish holding and operating vehicles

We have extensive experience assisting mining and natural resources clients to establish and utilise holding, operating and investment vehicles in the jurisdiction best suited to their current and future objectives.

IPO/Fund raising

We are experts on the listing (and de-listing) of both operating companies and special purposes acquisition companies (SPACs) using BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg listing vehicles on major stock exchanges throughout the world including NYSE, NASDAQ, LSE, HKSE, TWSE, LuxSE, CSX and TISE.

SPACs and alternative IPO techniques

We advise on fund raisings for energy and natural resources companies and provide 'cashbox' structures for UK PLCs raising funds in the secondary capital markets.

Redomiciliation and migrations

Relocation may occur as part of a pre-IPO or other structuring exercise for an unlisted company. The redomiciling process involves placing a new offshore company above the existing listed holding company, typically using a scheme of arrangement or similar in the current jurisdiction of incorporation.

In terms of migration, we have assisted a number of high profile groups relocate to BVI, Cayman Islands, Guernsey, Jersey and Luxembourg.

Mergers and acquisitions

Ogier is a leading adviser on big-ticket, international M&A deals. We combine experienced transactional and litigation teams to meet the challenges that significant transactions often present.

Schemes of arrangement

Jersey schemes of arrangement are now a procedure of choice for complex and ultra-high value cross border M&A deals. Ogier has acted in two of the highest value mergers by scheme of arrangement in Jersey's history: Shire Plc's merger with Takeda Pharmaceutical and the merger of Randgold Resources with Barrick Gold Corporation.

Energy and infrastructure funds

Our experience in all fund structures allows us to take a rounded view rather than a 'make it fit' approach.

In the energy space, we have experience acting for funds investing in a wide range of traditional and renewable energy projects and related infrastructure funds. Whether the fund is closed or open-ended, privately placed, actively marketed or listed, we work closely with our clients to anticipate their requirements and provide tailored legal and corporate services.

Experts in sustainable investment

Within the renewable energy sector and for funds focused on transitioning to more sustainable energy supplies, Ogier also offers specialist legal, consultancy and regulatory services to help clients implement and deliver on sustainable investing mandates. Our experienced practitioners work with clients to navigate the new regulations, standards and frameworks evolving in the sustainability landscape – and to seize the opportunities.

Our services:

- Structuring advice and fund formation
- Advising on, and forming, co-investment vehicles, AIVs, parallel funds, employee incentive schemes
- Launching sustainable investment funds
- Side letter negotiation
- Advising on ongoing fund operation, including regulatory compliance
- Advising on LP interest transfers
- AML and AEOI advisory services preparation of requisite compliance manuals
- Establishing and advising management and advisory structures including GPs, special limited partners, carry vehicles and employee participation vehicles
- Advice in relation to economic substance and AIFMD considerations
- LP advisory services
- Advising on term extensions, wind-down and termination .



Highly experienced and personable lawyers who go above and beyond for their clients.

Chambers UK, 2022

Finance

We have a market-leading team of dedicated banking and finance lawyers experienced in dealing with the complexities of the energy and natural resources sector.



Ogier's lawyers are meticulous. They respond quickly with cogent and concise advice. Their abundance of experience gives them an understanding of client requirements and they pitch themselves accordingly. Chambers, Asia-Pacific, 2022

Our services

- Advising energy companies on all offshore aspects of the over-the-counter and exchange-traded derivatives market and related products.
- Advice in relation to subscription credit and capital call facilities entered into by funds
- Advice in relation to hybrid and net asset value credit facilities entered into by funds
- Advice in connection with guarantees and other indebtedness incurred by funds,
- Acting as sponsor in respect of listing notes on The International Stock Exchange (TISE), Cayman Stock Exchange (CSX), Euronext, Dublin and the Luxembourg Bourse Euro MTF market
- Advising on debt capital markets
- Structuring green bonds
- Advising on leveraged buyout and acquisition financing transactions

Local Legal Services

Our team offers expert and fast advice on corporate relocations.

We have assisted multiple natural resources companies with their relocations to Jersey and Guernsey. Many mining and oil companies have been keen to take advantage of the islands' business friendly environment and reputation for regulatory excellence.

In addition to relocating their headquarters or arms of their businesses, we've assisted entrepreneurs, consultants and directors make the move along with their families.

Our strategy is to provide a hub from which all questions can be answered, including pre-move planning, advice on the application process, purchasing property, establishing businesses and employing people in any of our locations.

We work alongside the government bodies responsible for inward investment, as well as other agencies who will guide you through your move, whether it be business, personal or both.

Our services

- Corporate immigrations
- High value residency
- Employment law
- Estate planning
- Immigration
- Planning and construction law
- Property law
- Special Economic Zone Businesses
- Wills and trust



They can be relied upon to provide sensible, pragmatic solutions to issues when they arise and to deliver on time. Legal 500 UK, 2023

Ogier Global

Our experienced professionals from Ogier Global work closely with our legal teams to provide a full range of corporate administration services for clients in the energy, mining and natural resources industries.

Ogier Global acts as an independent third party escrow agent to help mitigate risk in transactions by providing the additional peace of mind for the parties involved.

We also have extensive experience in merger and acquisitions, asset sales, restructuring, debt repayment, back-to-back refinancing, warranty payment, interest reserve/debt reserve, due diligence deposit and cash custodian services for funds and SPVs.

Sustainable Investment Consulting

Developing an approach to sustainable investment starts with understanding sustainability priorities and goals, investment philosophy and risk/return appetite.

Our dedicated Sustainable Investment Consulting team helps asset managers, financial institutions and high net worth individuals identify where they sit on the ESG and impact spectrum by mapping risk, return and impact profile structure.

Services include

- Market benchmarking
- Regulatory scanning
- Fund's impact strategy and approach
- Investment sourcing and impact diligence
- Impact portfolio monitoring and management
- Impact report drafting

Natural Resources

Our Experience

Mergers & Acquisitions

Metals Acquisition Limited

Ogier advised Metals Acquisition Limited on the Jersey law aspects of a series of integrated transactions to acquire the CSA Copper Mine in Australia, for a total consideration of US\$1.1 billion. The time-sensitive deal also included a complex cross border SPAC merger from Cayman to Jersey, and a listing on the NYSE.

Randgold Resources (Barrick Gold)

Ogier advised on the US\$22.5 billion merger between Randgold Resources and Barrick Gold. The merger – effected by way of a Jersey Scheme of Arrangement – brought together two of the world's biggest mining firms, and created a new market leader in gold mining.

Coro Energy plc

Ogier advised AIM-listed exploration and production company Coro Energy plc on its acquisition of an interest in the Duyung Production Sharing Contract (West Natuna basin, Indonesia) from West Natuna Exploration Limited, a British Virgin Islands company, the shareholders of which being Conrad Petroleum Limited, a private company based in Singapore, and the AIM-listed E&P company Empyrean Energy plc.

Transocean Ltd

Ogier advised Transocean Ltd on the Cayman law aspects of its acquisition of Ocean Rig UDW Inc., valued at approximately US\$2.7 billion. The cash and stock merger was one of the largest in the oil and gas industry in 2018.

Baker Steel Capital Managers

Ogier advised long-standing client, Baker Steel Capital Managers LLP on the sale of the interest held by Polar Acquisition Limited on behalf of a number of Baker Steel's funds and managed entities, including its London listed fund Baker Steel Resources Trust Limited, in the Prognoz Silver Mine in Russia to Polymetal International PLC for US\$72 million.

The sale represents the culmination of a number of transactions which Ogier have advised Baker Steel Capital Managers LLP on in relation to its investment in the Prognoz Silver Mine since the time of Baker Steel's original investment in 2011.

Etablissements Maurel et Prom SA

Ogier advised Etablissements Maurel et Prom SA, the French independent oil and gas company, which is listed on Euronext Paris, on its acquisition of Wentworth Resources, the independent Tanzania-focused natural gas production company.

National Energy Services Reunited Corp. (NESR)

Ogier acted as BVI counsel to NASDAQ listed National Energy Services Reunited Corp (NESR) on its US\$1.1 billion acquisition of Gulf Energy SAOC (GES) and National Petroleum Services (NPS).

SSR Mining Inc.

Ogier acted as Cayman Islands counsel to NASDAQ and Toronto listed SSR Mining Inc. (formerly Silver Standard Resources Inc.) on the sale of its Berenguela project in the Lampa Province of Puno, Peru to Valor Resources Limited (ASX:

VAL) for aggregate consideration of US\$12 million in deferred cash and a 9.9% equity interest in Valor.

Ogier also acted as BVI counsel to SSR Mining on the sale of its Diablillos and M-18 gold and silver concessions in Argentina to Huayra Minerals Corporation.

Sierra Rutile

Ogier acted as BVI counsel to AIM-listed mineral firm Sierra Rutile on its £215 million takeover by Iluka Resources Limited, creating a new major player in the mineral sands resource field.

MNG Gold (now Avesoro)

Ogier advised Jersey headquartered MNG Gold on its acquisition of the Youga Gold Mine in Burkina Faso from Endeavour Mining, a Cayman Islands company listed in Toronto, for US\$25.3 million. MNG Gold was advised by Ogier in Jersey and Cayman. The transaction was structured as a purchase by a new Jersey subsidiary of MNG Gold of Endeavour's subsidiary, Cayman Burkina Mines Ltd., a Cayman Islands company.

Shenzhen Energy Corporation

Ogier in Hong Kong acted as Cayman Islands counsel to Shenzhen Energy Corporation regarding the US\$542 million acquisition of 100 percent shares of CPT Wyndham Holdings Ltd. from a consortium of investors led by NewQuest Capital.

Newmont Mining Corporation

Ogier acted for Newmont Mining Corporation in connection with its US\$2.2 billion acquisition of Frontier Gold which was completed by way of a Canadian plan of arrangement involving a number of Cayman companies that were being acquired by Newmont. Ogier also advised on and set up a new Cayman Islands company that participated in the acquisition of Fronteer.

China-Africa Development Fund Consortium

Ogier acted as BVI counsel to a consortium consisting of Zijin Mining Group Co., Ltd and China-Africa Development Fund in connection with a US\$284 million acquisition of Platmin Congo Limited, a BVI company undertaking copper mining activities in the Democratic Republic of Congo.

Adamas Resources Limited

Ogier acted as Cayman Islands counsel to Australian resources company Adamas Resources Limited, on its merger with Cayman-domiciled Endeavour Mining Corporation.

The merger created a leading West African gold production, development and exploration company with a combined worth of approximately US\$600 million.

Capital Markets**Indonesia Energy Corporation**

Ogier acted as Cayman Islands counsel for Indonesia Energy Corporation Limited in respect of its initial public offering on the New York Stock Exchange.

CleanTech Lithium

Ogier provided Jersey law advice to CleanTech Lithium on its listing on the AIM market of the London Stock Exchange. CleanTech is a

sustainable lithium company with key assets in Chile. The listing involved a placing, which raised £5.6 million.

Borr Drilling Limited

Ogier advised Borr Drilling Limited and its Cayman Islands subsidiaries on the Cayman law aspects of their US\$50 million listing on the New York Stock Exchange.

Tullow Oil

Ogier advised long-standing client Tullow Oil on the Jersey law aspects of its offering of US\$800 million aggregate principal amount of 7% senior notes due 2025. In the preceding year, Ogier also advised on a US\$750 million rights issue transaction for Tullow.

National Energy Services Reunited Corp (NESR)

Ogier acted as BVI legal counsel on the US\$210 million IPO on NASDAQ of Special Purpose Acquisition Company (SPAC), National Energy Services Reunited Corp.

Echo Energy

Ogier provided Luxembourg advice to Echo Energy plc on the raising of £20 million through an issue of bonds listed on the Luxembourg Stock Exchange Euro MTF Market. Echo Energy is London listed Latin American focused mid-cap oil and gas company.

China Shenhua

Ogier acted as BVI counsel to China Shenhua Overseas Capital Company Limited, an indirectly wholly owned subsidiary of Hong Kong listed China Shenhua Energy Company Limited, on its international bond market debut which raised US\$1.5 billion from a three-tranche unsecured deal.

China Shenhua Energy is the largest coal company in the world and one of China's leading state-owned enterprises. The bonds are listed on

the Hong Kong Stock Exchange.

Seven Energy

Ogier in both the BVI and Jersey advised Seven Energy International Limited and its group on an issue of US\$300 million aggregate principal amount 10¼ senior secured notes due 2021. The Notes are listed on the Irish Stock Exchange's Global Exchange Market.

Ophir Energy (now Medco Energi)

Ogier acted for British oil and gas explorer and FTSE 250 listed Ophir Energy plc in connection with its 2013 placing and rights issue which generated approximately £553 million. Ogier advised Ophir on all Jersey aspects of the placing and rights issue through the use of a Jersey cashbox company.

Glencore

Ogier acted as Jersey counsel to the Joint Global Co-ordinators on Glencore International's dual London and Hong Kong listing, which raised US\$10 billion, making it London's largest ever listing. The IPO valued the commodity producer and marketer at around US\$60 billion.

Touchstone Gold

Ogier acted as BVI counsel to Touchstone Gold Ltd on its successful admission to London's AIM market. At the time of listing Touchstone had a market capitalisation of £28 million after raising £10 million through the placing.

Zanaga Iron Ore Company

Ogier acted as BVI counsel to Zanaga Iron Ore Company Limited on its successful admission to the AIM market of the London Stock Exchange. Zanaga joined the AIM market with a market capitalisation at £437 million.

London Mining plc

Ogier acted as Cayman adviser to

London Mining plc on its admission to the AIM market of the London Stock Exchange. This noteworthy listing involved over 30 recognised investment institutions and raised in excess of £71 million. The Company is also listed on the Oslo Axess market of the Oslo Børs.

Redomiciliation

Centamin

Ogier acted for Centamin Egypt Limited in connection with its corporate relocation to Jersey from Australia. The redomicile was implemented by way of an Australian scheme of arrangement and inserted a new Jersey holding company.

Centamin is a mineral exploration, development and mining company that has been actively exploring in Egypt since 1995. Centamin is listed in London on the Main Market as a FTSE 250 company and in Toronto.

Pan American Silver Corporation

Ogier advised Pan American Silver Corporation, a mining company based in Canada with operations in Latin America, on the continuation of Pico Machay Cayman Ltd. out of the Cayman Islands.

Banking & Finance

New Pacific Metal Corp

Ogier acted as BVI Counsel to Canadian exploration and development company New Pacific Metal Corp, on its "bought deal" equity financing in October 2019. Under the deal, the sole underwriter acquired 4,312,500 common shares in New Pacific at \$4 per share for aggregate proceeds of \$17,250,000. New Pacific is listed on the TSX Venture Exchange and operates silver and gold projects in Bolivia and in the Yukon, Canada. Ogier continues to act for New Pacific on subsequent financings.,

Golden Star Resources

Ogier acted as Cayman Islands counsel for Golden Star Resources in connection with its US\$150 million financing obtained from Royal Gold. The financing consisted of a US\$20 million term loan from Royal Gold, Inc. and a US\$130 million stream transaction with Royal Gold, Inc.'s wholly-owned subsidiary, RGLD Gold AG.

Golden Star Resources Ltd. is an international gold mining and exploration company producing gold in Ghana, West Africa. The financing will facilitate the development of the company's Wassa and Prestea underground mines in Ghana.

Orsu Metals Corporation

Ogier assisted Orsu Metals Corporation with the British Virgin Islands elements of a subscription for shares and warrants in Orsu by Gold Fields Exploration B.V., a wholly owned subsidiary of Gold Fields Limited.

This transaction required the formal waiver of the Kazakh Government's pre-emptive right as well as consent from the relevant Kazakh authorities for the issuance and placement of securities due to Orsu's 94.75% ownership of the Karchiga Volcanogenic Massive Sulphide copper project in north Kazakhstan.

Ferrum Resources Limited

Ogier acted as BVI legal adviser to Ferrum Resources Limited in relation to Ferrum's £13.5 million acquisition of 6 iron ore exploration licences in the Republic of Cameroon. The acquisition was funded by Emerging Metals Limited (now known as West African Minerals Corporation), a BVI entity which is listed on the AIM market of the London Stock Exchange, through a combination of share subscription and bridging finance.

Credit Suisse AG

A cross jurisdictional Ogier team acted for Credit Suisse AG, Singapore Branch in relation to a US\$1.3 billion credit facility refinancing. The refinancing was required in connection with the acquisition by Vallar plc (a Jersey-incorporated company listed on the London Stock Exchange) of holdings in PT Bumi Resources Tbk and PT Berau Coal Energy Tbk, two Indonesian mining companies. The acquisition was treated as a reverse takeover and intended to create a diversified international mining company.

Corporate Restructuring

Constellation Overseas Ltd

Ogier successfully represented Constellation Oil Services Holding - a Brazilian-headquartered oil and gas drilling group that is restructuring in Brazil and the US - in the first ever "soft touch" provisional liquidation in the BVI.

Mongolian Mining Corporation

Ogier advised on the successful restructuring of Mongolian Mining Corporation, which was named Restructuring Deal of the Year at the IFLR Asian Awards 2018.

Mongolian Mining Corporation is a Cayman incorporated, Hong Kong Stock Exchange listed, coking coal producer and exporter operating in Mongolia, and the deal involved restructuring US\$760 million in offshore domiciled debt. The restructuring was effected by way of a Cayman Islands provisional liquidation of Mongolian Mining, and parallel schemes of arrangement under the laws of the Cayman Islands and Hong Kong.

Centerbridge Partners

Ogier advised private equity firm Centerbridge Partners, in connection with transactions

related to the recapitalization of Boart Longyear, the world's leading provider of drilling services, drilling equipment, and performance tooling for mining and drilling companies globally.

Investment Funds

Resonance Asset Management

Ogier advised Resonance Asset Management on the launch of its third Guernsey fund, Resonance British Wind Energy Income II Limited (the Fund). The Fund is focused on consolidating the fragmented United Kingdom and Republic of Ireland small and medium-sized wind farm industry, providing investors with an investment return through income, whilst mitigating environmental damage.

X2 Resources

Ogier advised X2 Resources on the launch of its US\$2.5 billion natural resources venture, X2 Resources Partners LP Inc., a Guernsey closed-ended investment vehicle.

Vision Blue Resources

Ogier advised on the establishment of Vision Blue Resources Limited (VBR), which closed with total commitments exceeding US\$650 million. VBR, a Guernsey closed-ended registered fund, has been created to capitalise on the structural change in battery mineral demand underway globally.

Continuing Advice

Barrick Gold Jersey

Ogier provides ongoing advice to Barrick Gold, which continues to maintain an office in Jersey for its Jersey and other offshore companies.

Glencore

Ogier continues to advise Glencore plc and its Jersey and other offshore subsidiaries on various corporate

and governance matters.

Kinross Gold Corporation

Ogier has assisted Kinross Gold Corporation on a number of corporate restructuring transactions and provides ongoing advice to the Canadian-based gold and silver mining company.

Borr Drilling Limited

Ogier provides ongoing legal advice to Borr Drilling Limited in both Cayman and the BVI having previously advised the company on its acquisition of Paragon Offshore Limited and its IPO on the New York Stock Exchange.

CleanTech Lithium

Ongoing advice on general corporate matters including a proposed ASX listing.

Metals Acquisition Limited

Ongoing advice on all corporate, governance, capital raising and finance matters.

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Ogier is a professional services firm with the knowledge and expertise to handle the most demanding and complex transactions and provide expert, efficient and cost-effective services to all our clients. Regulatory information can be found at www.ogier.com.

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Ogier is a professional services firm. We have three divisions:

Legal: practical advice on BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg law.

Corporate and Fiduciary: corporate administration services with a strong reputation in governance and regulatory compliance.

Consulting: independent guidance on sustainable investing, regulatory compliance and tech.

Our network of locations also includes Beijing, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at ogier.com.