

boughtonlaw

Securities Group

Mining exploration projects

Legal support from inception to development

March 2023

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Updated: March 2, 2023

What makes us different

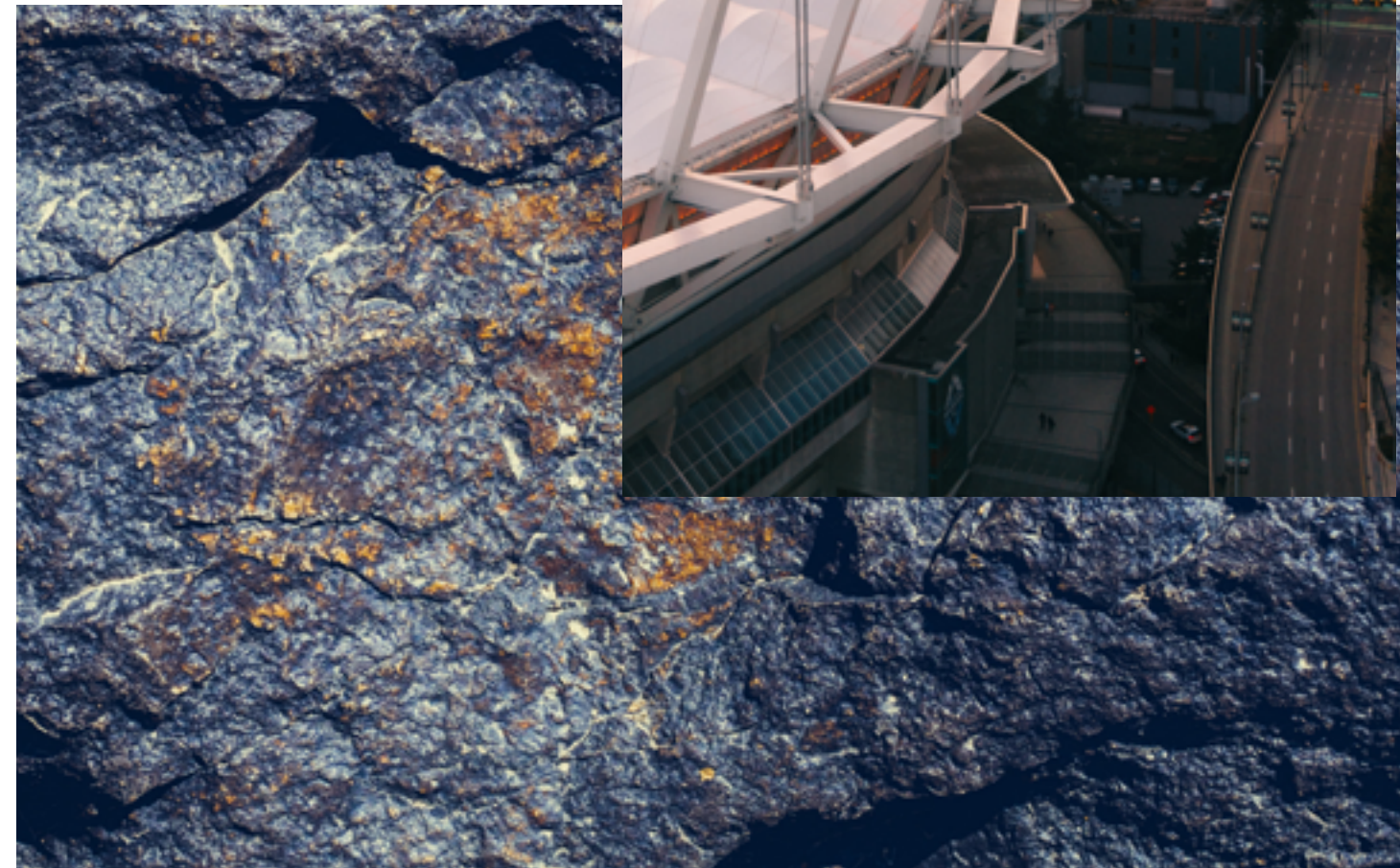
At Boughton Law, we do things differently.

Specializing in creative, outside-of-the-box solutions for a wide range of legal challenges, we believe in gaining a deep understanding of our client's needs and objectives to better deliver expert legal advice.

Rooted in Vancouver for more than 70 years, our team of over 120 lawyers and professionals offers the robust resources and full-service expertise of larger firms, while maintaining the team-oriented environment you'd find at a smaller practice.

Whether it's lawyers, staff, or students, our diverse team works together to make an impact that matters for our clients and community.

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Industries we service

Mining & Energy

With over 70 years of experience, Boughton Law has been supporting the global mining and energy sector for decades.

Infrastructure

Working to support economic expansion and regional development, we've been helping the builders, build, for over 70 years.

Professional Services

A trusted resource for countless firms across the professional services sector, our team has a track record of excellence across the full spectrum of commercial legal services.

Technology

With a regional tech ecosystem as diverse and strong as Western Canada's, we're pleased to offer our technology clients a full range of services, from companies in pre-seed, all the way to exit.

Real Estate

Urban development and land investment have been a driving force in the regional economy for over a decade. Our team has been at the forefront and has the experience to support clients with any scope of venture or project.



Global reach, local approach

We offer legal counsel beyond the borders of British Columbia thanks to our affiliation with Meritas®.

Established in 1990, Meritas® is a global alliance of independent, full-service law firms with more than 7,000 lawyers in over 90 countries worldwide. Meritas® membership is selective and by invitation only, requiring members to adhere to the tenets of Meritas® unique and comprehensive Quality Assurance Program.

As a member firm, Boughton Law is regularly re-assessed and recertified for the breadth of our practice expertise and level of client satisfaction. We're proud to have met these strict standards for more than 20 years.

Our membership in this exclusive network allows us to draw on global expertise and provide referrals throughout the world, enhancing our international capabilities and expanding the services we provide.

Working with a Meritas® member firm means enjoying the same advantages you've come to expect from Boughton Law, with the bonus of greater flexibility in terms of customized billing and local rates, as well as comprehensive working knowledge of local, cultural, and jurisdictional issues.



Above
Béjaïa, Algeria



Left
Guatemala city, Guatemala

Securities Group - Mining Exploration

Supporting clients

From incorporation to operation

Our focus

For over 70 years, we're been supporting clients at all stages of growth, from junior exploration companies and investment partners, all the way through to mature producers.

The Mining & Energy team draws on a diverse group of lawyers from across the firm to meet any legal need. Clients, globally, trust our experience and expertise when it comes to domestic and international projects, regulatory needs and financing opportunities.

Embedded in our work is the understanding that changes in the mining and energy sectors have meant a renewed focus on indigenous land rights and development, along with Environmental, Social and Governance efforts. We work with clients to understand these commitments and align them with their organization's goals.

SERVICE STAGES



STAGE 1 -

Project set-up

The project set-up can seem the most straight-forward part of a mining exploration project, but there are pitfalls to avoid.

From appropriate incorporation and structuring, through to public offering and financing, we take the time to understand our client's goals and ensure their project's initial set-up is aligned with their long-term objectives.

STAGE 1 - TYPICAL SERVICES

- Incorporation & corporate structuring
- Mineral property acquisition, options & royalties
- Public listing on appropriate exchanges, such as TSXV, CSE, OTC, Frankfurt and more
- Financing (pre and post listing)



STAGE 2 -

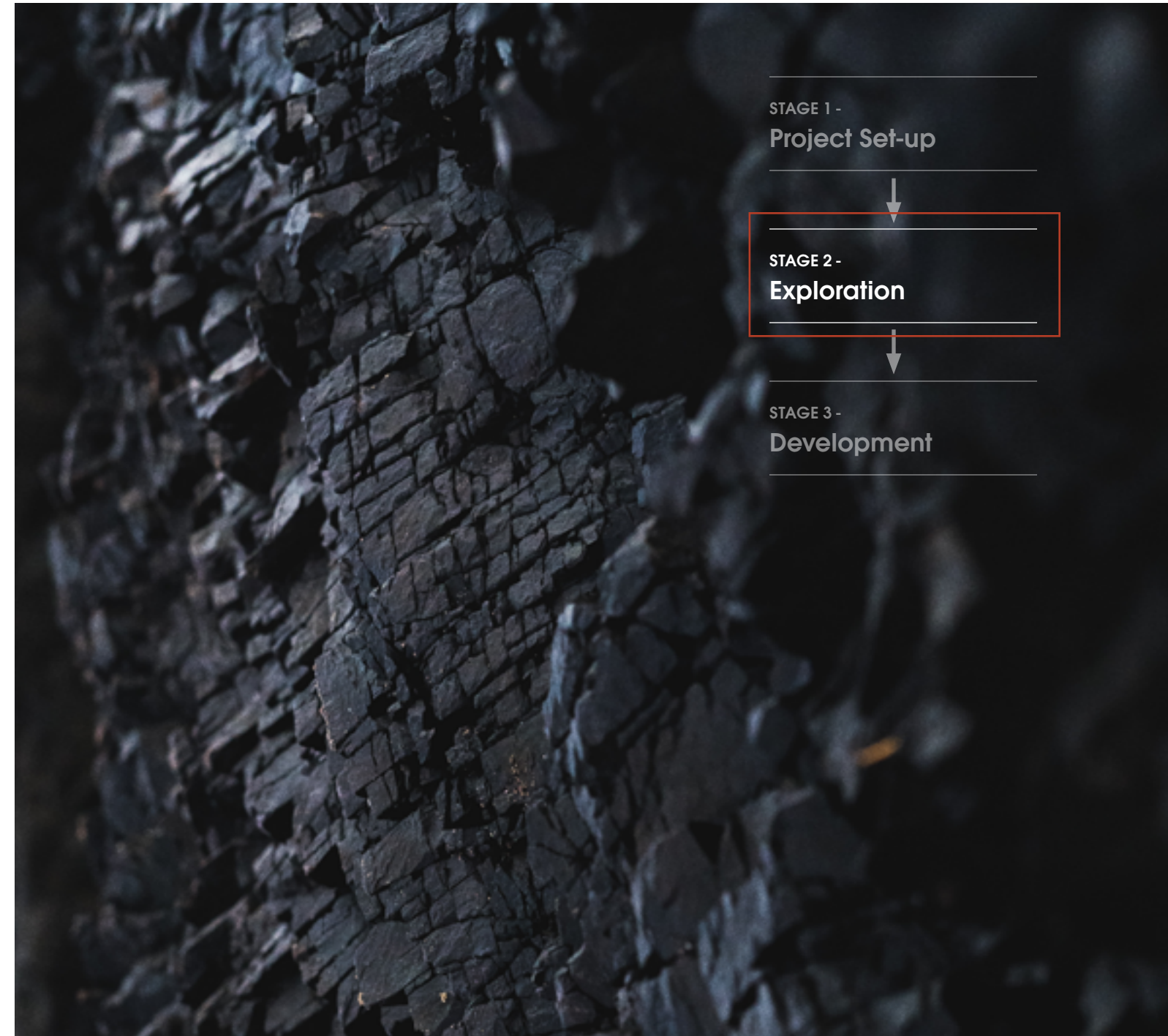
Exploration

The exploration stage is not just about core samples and composition testing—it's also about diligent reporting to ensure the project stays on track.

Failure to meet securities and stock exchange obligations around disclosures and compliance can quickly derail a project, driving up costs and leading to delays in additional financing. An experienced legal partner can help ensure your project continues to move forward smoothly.

STAGE 2 - TYPICAL SERVICES

- Additional financing and property acquisitions
- Technical reports and viability assessments
- Disclosure and compliance filings across all appropriate jurisdictions



STAGE 3 -

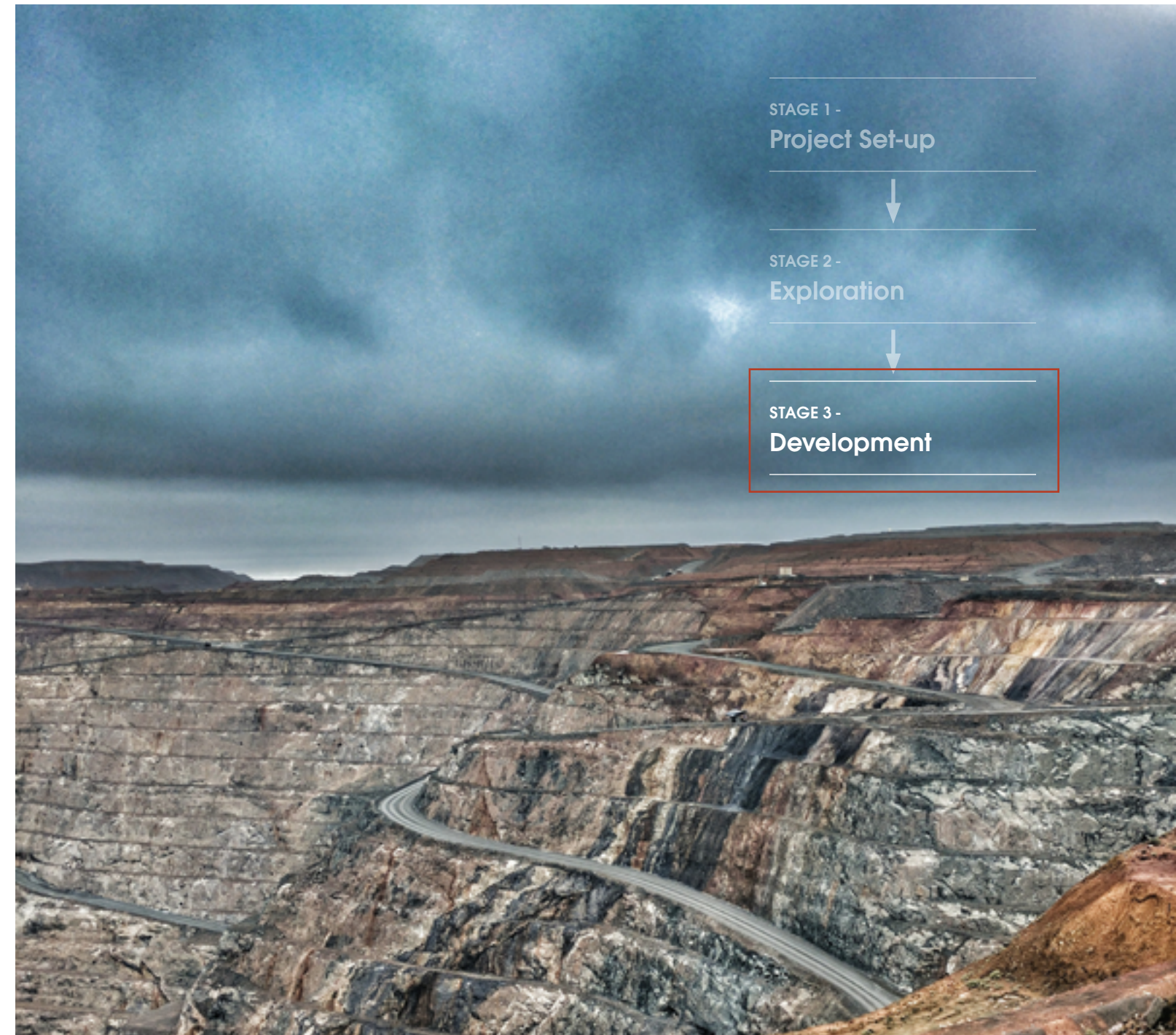
Development

Project development is often where the groundwork of set-up and exploration pays off.

Having a strong legal partner engaged with your project from initiation through to development means you get the benefit of consistent strategic legal support, as well as an in-depth understanding of the company's background. This integration provides immense value as your project navigates additional reporting requirements, as well as potential M&A steps.

STAGE 3 - TYPICAL SERVICES

- Technical reports, including Preliminary Economic Assessment (PEA), Preliminary Feasibility Assessment (PFS), etc
- Production set-up
- Additional financing
- Graduation to senior stock exchanges
- Mergers & Acquisitions



Securities Group - Mining Exploration

Project examples

North America, Africa & Beyond

PROJECT CASE STUDY

Minera San Cristóbal S.A. Mine

TYPE - **Silver** LOCATION - **Bolivia**

FEBRUARY 2023

Lead counsel to San Cristobal Mining in the acquisition of Minera San Cristóbal S.A. and all associated assets from Sumitomo Corporation under the terms of a stock purchase agreement.

The acquisition also required the Company to complete an equity financing transaction and two debt financing transactions.



PROJECT CASE STUDY

York Harbour Copper-Zinc-Silver Project

TYPE -
Copper, Zinc, Silver

LOCATION -
Newfoundland

JUNE 2022

Lead counsel to York Harbour Metals Inc. in the brokered private placement offering for gross proceeds of approximately \$11.46 million, including full exercise of the over-allotment option. In connection with the Offering, York issued 2,625,600 units, 4,987,228 flow-through units and 1,900,000 charitable flow-through units.

The York Harbour Copper-Zinc-Silver Project is a mineral property located approximately 27 km from Corner Brook, Newfoundland. In 2022, the Company plans to continue drilling the strike and depth extents of Main Mine area and test the other massive sulphide targets.



PROJECT CASE STUDY

Ranch Project

TYPE - **Gold**
LOCATION - **British Columbia**

JUNE 2021

Lead counsel to Thesis Gold Inc. (TSXV: TAU) in connection with the oversubscribed overnight marketed short form prospectus offering of \$18,400,000 with a syndicate of agents led by Clarus Securities Inc.

FEBRUARY 2021

Lead counsel to Thesis Gold Inc. (TSXV: TAU) in connection with the \$24.5 million brokered equity private placement with Clarus Securities Inc. as lead agent.

OCTOBER 2020

Lead counsel to Thesis Gold Inc. (TSXV: TAU) in connection with the \$6.0 million concurrent financing and \$5.5 million acquisition of the Latham Copper-Gold Project in British Columbia and listing on the TSX Venture Exchange with Clarus Securities Inc. as lead broker.



PROJECT CASE STUDY

Twin Hills & Ondundu

TYPE - **Gold**
LOCATION - **Namibia**

JANUARY 2020

Acted as counsel to Osino Resources Corp. (TSXV: OSI) in its \$14 million oversubscribed overnight marketed short form prospectus offering . The offering was conducted through a syndicate of underwriters led by Cormark Securities Inc., including M Partners Inc., Canaccord Genuity Corp., Beacon Securities Limited, and Haywood Securities Inc.

JULY 2020

Acted as counsel to Osino Resources Corp. (TSXV: OSI) in its \$17.7 million oversubscribed bought deal short form prospectus offering. GMP Securities L.P. as lead agent and sole bookrunner together with a syndicate of agents, including Canaccord Genuity Corp., Cormark Securities Inc., Echelon Wealth Partners Inc. and M Partners Inc.



FURTHER PROJECT EXAMPLES

Representative transactions

G2 Energy Corp.

Acted as counsel to G2 Energy Corp. in connection with the acquisition of the Masten Unit of US \$4M cash and US \$300,000 worth of common shares of G2. The sellers of the Masten Unit may also receive additional common shares of G2 worth US \$400,000 provided that certain triggering events occur within two years from closing.

Canaccord Genuity Corp.

Underwriters counsel for Canaccord Genuity Corp. in connection with the initial public offering of The Very Good Food Company Inc. for gross proceeds of \$4,000,000.

Underwriters counsel for Canaccord Genuity Corp. in connection follow on bought deal short form prospectus offerings of The Very Good Food Company Inc. for aggregate gross proceeds of \$17,721,500.

Underwriters counsel for Canaccord Genuity Corp. on qualifying transaction and subscription receipt offering of \$4,200,000 for Globally Local Technologies Inc.

North American Lithium Inc.

Comprised of \$26.5 million brokered by GMP Securities L.P. as lead agent and sole bookrunner together with a syndicate of agents, including Canaccord Genuity Corp. and Cormark Securities Inc. in addition to a \$30 million non-brokered financing.

York Harbour Metals Inc. (TSXV: YORK)

Counsel to brokered private placement offering for gross proceeds of approximately \$11.46 million, including full exercise of the over-allotment option.

Cerro Mining Corp.

Counsel for Cerro Mining Corp. on reverse take over by Friday's Dog Inc. and concurrent subscription receipt offering for gross proceeds of \$9,276,000.

Counsel to a financial services firm in connection with the acquisition of three properties in B.C. for an aggregate of \$535 Million and related financing by way of pass-through trust receipts
Counsel to Canadian public company in connection with the \$18 Million sale and licensing of 3D conversion technology involving two of the largest 3D conversion technology companies in the world.

Ecuador Gold and Copper Corp. (TSXV: EGX)

Plan of arrangement for an all share deal wherein Lumina Gold Corp. (TSXV: LUM) acquired all of the issued and outstanding shares of EGX in exchange for 70,094,523 shares of LUM for a value of approximately \$56.78 million.

Para Resources Inc. (TSX-V: PBR)

\$345,000 financing, existing shareholders private placement. Acted as issuer's counsel for a \$345,000 brokered private placement that was the first to utilize the new private placement exemption for existing shareholders.

Northern Sun Mining Corp. (TSXV: NSC)

Going private transaction and delisting from the TSX Venture Exchange by way of court approved plan of arrangement including acquisition of 40% of issued and outstanding shares of NSC.

North Arrow Minerals Inc. (TSX-V: NAR)

\$5.0 million bought deal financing. Acted as issuer's counsel for a \$5 million bought deal private placement.

Securities Group - Mining Exploration

Meet the team

Boughton Law's securities group

BOUGHTON LAW

We do things differently



Conrad Nest
Shareholder

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Conrad is a Shareholder and a member of Boughton Law's securities law practice group.

Having been active in the capital markets for over 20 years and being qualified to practice law in both the U.S. and Canada, Conrad leverages his cross-border experience and relationships to connect clients to funding sources and strategic business opportunities and to devise practical, effective and creative routes of action to overcome challenges. He has significant experience advising local and international clients on a variety of matters related to cross-border public and private mergers and acquisitions, equity and debt offerings, including seed capital, venture capital financings, spin outs, initial public offerings, reverse mergers, PIPES and secondary public offerings. He also regularly advises clients on other matters including takeover bids, negotiating commercial agreements and ongoing corporate governance and securities law compliance.

Conrad's diverse work on behalf of clients has given him a wealth of understanding across a wide variety of sectors such as mining, energy, manufacturing, plant based technology and technology related fields.

Prior to joining Boughton Law, Conrad practiced with prominent regional and international law firms. Conrad obtained a B.A. degree from the University of British Columbia in 1995 and an LL.B. degree from the University of Victoria in 2000. Conrad is a former editor of the University of Victoria Law Journal.

Securities Group



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