



## Shea T. Small

**Partner Co-Head of M&A, Co-leader Global Metals & Mining**

Toronto  
London, UK

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t. +1 416-601-8425  
+44 (0)20 7786 5746

### Bar Admission

Ontario 1998

### Law School

University of British Columbia

### Industries

Global Metals & Mining  
Private Equity & Investments  
Projects  
Pension Funds Group  
Oil & Gas

### Practices

Mergers & Acquisitions  
Capital Markets

### US and International Markets

Latin America  
United States  
Australia  
Europe  
Africa

Shea Small, Co-Head of Mergers & Acquisitions and a member of the firm's Board of Partners, has an international practice based in Toronto, Canada and London, UK, focusing on mergers & acquisitions, joint ventures, strategic investments, contested and special situations, private equity and capital markets.

Shea is Chambers-ranked, and repeatedly recognized by *Expert*, *Best Lawyers*, *Legal 500* and *IFLR 1000*, for his significant experience in M&A, natural resources and international mandates. He also has an *Acritas Star* for his joint venture and global expertise.

**I would call him the most creative and commercially minded lawyer that I've worked with. He has a unique ability to strategize to the right outcome and to come up with creative solutions. Insofar as he is regarded as a key member of our strategy team, he goes way beyond just being a lawyer.**

— CLIENT, CHAMBERS AND PARTNERS

### Deeply Connected in the Metals and Mining Industry

Shea has significant industry expertise and deep industry connections in the global metals and mining sector, particularly in complex multi-jurisdictional transactions. With over 20 years of experience and as Co-Leader of McCarthy Tétrault's Global Metals & Mining Group, Shea helps clients structure and implement transactions across the globe, with a particular focus on Australia, Latin America, the UK and West Africa.

Shea is also a member of McCarthy Tétrault's Leadership Team in his role as Co-Leader, International Strategy.

Shea's recent experience includes:

### Public M&A

- Canadian counsel to **Newcrest Mining** on its A\$29 billion all stock acquisition by Newmont

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- **Rio Tinto** on its US\$3.3 billion all cash insider acquisition of TSX/NYSE-listed Turquoise Hill Resources which operates the Oyu Tolgoi copper and gold mine in Mongolia
- M&A Deal of the Year at the Canadian Law Awards
- **Wyloo Metals** on its C\$615 million all cash insider acquisition of, and takeover battle with BHP over, TSXV-listed Noront Resources which owns several major nickel and chromite discoveries in Ontario's Ring of Fire
- **Newcrest Mining** on its C\$3.5 billion cash and stock acquisition of TSX/NYSE-listed Pretium Resources which operates the Brucejack gold mine in British Columbia
- **Endeavour Mining** on its C\$2.44 billion all stock acquisition of TSX-listed Teranga Gold which operates the Sabodala-Massawa and Wahgnion gold mines in West Africa
- **Viavi Solutions** on its \$459 million cash offer for, and takeover battle with the controlling founder of, TSX/NASDAQ-listed EXFO, a 5G equipment technology company
- **Endeavour Mining** on its C\$1 billion all stock acquisition of TSX/NASDAQ Stockholm-listed SEMAFO which operates the Boungou and Mana gold mines in Burkina Faso
- Canadian counsel to LSE-listed **Acacia Mining** on its US\$428 million all stock acquisition by Barrick Gold
- **Oil Search** on its US\$2.2 billion stock and contingent value right offer for, and takeover battle with Exxon Mobil over, InterOil, a NYSE-listed oil and gas company with project interests in Papua New Guinea

## Private M&A and Joint Ventures

- **Appian Capital** on its US\$100 million acquisition of a 60% joint venture interest in the Pine Point zinc project in the Northwest Territories from Osisko Metals
- **Appian Capital** on its US\$1.2 billion agreed sale of the Atlantic nickel and Serrote da Laje copper mines in Brazil and subsequent termination by Sibanye-Stillwater

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- **Newcrest Mining** on its US\$460 million acquisition of gold prepay and silver stream facilities and offtake on Lundin Gold's Fruta del Norte gold mine in Ecuador from Orion and Blackstone
- **Evolution Mining** on its US\$475 million cash and contingent value right acquisition from Newmont of the Red Lake gold mine in Ontario
- **Stifel Financial** on its acquisition of the Canadian capital markets business of GMP Capital
- **Newcrest Mining** on its US\$800 million acquisition of a 70% joint venture interest in the Red Chris copper and gold mine in British Columbia from Imperial Metals
- **Appian Capital** on its acquisition of the Serrote da Laje copper project in Brazil from Aura Minerals
- **Proterra Investment Partners** on its majority acquisition of Tacora Resources which owns the Scully iron ore mine in Newfoundland and Labrador
- **Rio Tinto** on multiple sale processes for the Iron Ore Company of Canada
- **OMERS** on its acquisition of equity interests in Brit, a UK-based insurance company, and Eurolife, a Greek insurance company, from Fairfax
- **Constellium** on the establishment of an aluminum auto parts joint venture in Ontario

## Strategic Investments

- **La Mancha** on its strategic investment to acquire 19.9% of the shares and a convertible note of TSX/AIM-listed Horizonte Minerals which operates the Araguaia nickel project in Brazil
- **La Mancha** on the sale of its 35% equity investment in TSX/NYSE-listed Golden Star Resources and support for Chifeng Jilong Gold's US\$470 million cash acquisition of Golden Star Resources
- **Appian Capital** on the sale of its 13% equity investment in TSX-listed Roxgold and support for Fortuna Silver Mines' C\$1.1 billion stock and cash acquisition of Roxgold

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- **Wyloo Metals** on its strategic investment to acquire 23% of the shares and a convertible loan of TSXV-listed Noront Resources from Resources Capital Funds
- **Newcrest Mining** on its US\$250 million strategic investment to acquire 27% of the shares of TSX-listed Lundin Gold which operates the Fruta del Norte gold mine in Ecuador
- **La Mancha** on its US\$125.7 million strategic investment to acquire 30% of the shares of TSX and NYSE-listed Golden Star Resources which operates the Wassa and Prestea gold mines in Ghana

## Contested and Special Situations

- **Appian Capital** on the sale to Silver Lake Resources of its debt and royalty interests as part of the CCAA insolvency process for TSX-listed Harte Gold
- **Rio Tinto** on its acquisition of the remaining 40% joint venture interest in the Diavik diamond mine in the Northwest Territories as part of the CCAA insolvency process for TSX/NYSE-listed Dominion Diamond Mines
- **Detour Gold** on its proxy battle with Paulson & Co.
- **Rio Tinto** on its creep to control of, and shareholder rights plan arbitration with, TSX/NYSE-listed Turquoise Hill Resources (formerly Ivanhoe Mines)

## Capital Markets

- **Ford, GE** and **Wells Fargo** on their MTN, CP and maple debt programs in Canada
- **RBC Capital Markets** on RBC's covered bond program in Canada
- dealer syndicates on debt offerings by **First National Financial** and **Penske**
- **Rio Tinto** on its standby commitments for multiple rights offerings by Turquoise Hill Resources

**We believe that Shea is one of the lawyers that make McCarthy Tétrault one of the top legal firms in Canada and globally...**

— CLIENT, CHAMBERS AND PARTNERS

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## **Awards & Rankings**

### **Chambers Global**

Leading Lawyer: Mining (International & Cross-Border) - Canada

### **Chambers Canada**

Leading Lawyer: Energy & Natural Resources: Mining, Corporate/Commercial - Ontario

### **The Legal 500 - Canada**

Leading Lawyer: Energy And Natural Resources – Mining

### **The Legal 500 - Canada**

Leading Lawyer: International Expertise

### **The Canadian Legal Lexpert Directory**

Leading Lawyer: Corporate Finance & Securities; Mergers & Acquisitions; Mining; Private Equity

### **Lexpert Special Edition: Mining**

Leading Lawyer

### **Lexpert Special Edition: Finance and M&A**

Leading Lawyer

### **Acritas Stars**

"Stand-out lawyer"

### **Best Lawyers in Canada**

Leading Lawyer: Mining Law, Natural Resources Law

### **IFLR 1000 Guide to the World's Leading Financial Law Firms**

Highly Regarded: M&A, Mining

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## Who's Who Legal

Recognized in the area of Mining

## MergerLinks - 2022

Top M&A Lawyers in Canada

## Recent Experience

- **Rio Tinto enters into Matalco aluminium recycling joint venture with Giampaolo Group for US\$700M**  
November 30, 2023
- **Newmont Corp. acquires Newcrest Mining Limited for US\$19.1B**  
November 6, 2023
- **Appian Capital Advisory LLP acquires mineral sands deposits and processing facilities from Iluka Resources Inc.**  
October 31, 2023
- **Allied Gold completes business combination and going public transaction with Allied Merger Corp.**  
September 7, 2023

## Recent Insights

- **Securities Regulators Set "High Bar" for Establishing Joint Actors**  
March 4, 2024
- **Privilege issues to consider when negotiating M&A transactions**  
October 23, 2023