



## Eugene Fung

Partner

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### Areas of expertise

- Corporate Finance
- Mergers & Acquisitions
- Corporate Governance
- Energy & Resources

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Eugene has practiced in corporate, securities and commercial law for 28 years. He holds degrees in law and commerce and a Graduate Diploma in Applied Corporate Finance and is a Fellow of the Financial Services Institute of Australasia and a member of the Australian Institute of Company Directors.

He has a wide range of industry experience including energy (particularly renewable energy) and resources projects, mining services, private equity, financial services, the credit union movement, pooled development, franchising and agribusiness.

Eugene routinely advises on cross border transactions and negotiations.

Eugene was a non-executive director of Austin Engineering Ltd (ASX:ANG) between 2004 and 2016. During that time, the company made multiple acquisitions and greenfield developments in Australia, the US, Indonesia, Chile, Peru, and Columbia and grew in market capitalisation from A\$12 million to over A\$400 million in 2010. Austin was recognised by Forbes Asia in September 2010 in the Top 200 Asia-Pacific companies 'under a billion dollars'.

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### Recognition and recommendations

- *Best Lawyers in Australia* - recognised by his peers as a leading lawyer in Australia in the areas of Corporate, Commercial, Equity Capital Markets and Mergers and Acquisitions (2017 – 2021), Corporate Governance Practice (2018 - 2021), and Agriculture & Rural Affairs (2019 - 2021).
- *Doyle's Guide* – as a leading lawyer (2015 – 2018) and recommended lawyer (2019 – 2020) in Queensland in Corporate & Commercial law.
- *Legal500 Asia Pacific* (2017 - 2020) – recommended lawyer in the area of Corporate and Mergers & Acquisitions.

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## Relevant experience

### *Corporate Finance*

- **ASX Listings**

- Domino's Pizza Enterprises Limited (ASX:DMP)
- RedFlow Limited (ASX:RFX)
- China Steel Australia Limited (ASX:CNH)
- China Magnesium Corporation Ltd (ASX:CMC)
- Mercury Mobility Ltd (ASX: MMY)
- Probiotec Limited (ASX:PBP)
- Auzex Resources Limited (ASX:AZX)
- 1300 SMILES Limited (ASX:ONT)
- Geodynamics Limited (ASX:GDY)
- BreakFree Limited (ASX.BRK)

- **ABN AMRO Morgans Limited – underwriting of IPOs and capital raisings**

- AP Eagers Limited (ASX:APE) – placement and rights (jumbo) issue (\$26m)
- Trinity Group (ASX:TCQ) – 2006 placement and rights issue of stapled securities and 2007 rights issue (\$80m)
- Ausenco Limited (ASX:AAX) – IPO (\$80m market capitalisation)
- Oaks Hotels and Resorts Limited (ASX:OAK) – IPO (\$130m market capitalisation)
- Run Corporation Limited (ASX:RNC) – IPO (\$100m market capitalisation)
- Axiom Energy Limited (\$60m market capitalisation)
- Tissue Therapies Limited (rights issue)

- **Rights issues**

- Analytica Limited (ASX:ALT) – underwritten non-renounceable rights offer (2013)
- Titan Energy Services Limited (ASX:TTN) – underwritten non-renounceable offer (2013)
- Geodynamics Limited (ASX:GDY) – numerous renounceable, non-renounceable and bonus option offers since 2002
- Auzex Resources Limited (ASX:AZX) – non- renounceable offers in 2008, 2010 and 2011
- Panax Geothermal Limited (ASXL:PAX) – accelerated jumbo offer (2010) and renounceable offer (2012)

- Buderim Ginger Limited (ASX:BUG) – non- renounceable offer (2010)
- Electrometals Technologies Limited (ASX:ETL) – non- renounceable offers (2007, 2011)
- Cypress Lakes Group Limited (ASX:CLK) – renounceable offer (2009)
- CVC Property Fund (ASX:CJT) – renounceable offer
- Cyclopharm Limited (ASX:CYC) – renounceable offers in 2011 and 2012
- RedFlow Limited (ASX:RFX) – non-renounceable offer (2012)

### *Capital Raisings*

- Advised diversified energy provider, **ReNu Energy Limited** (ASX:RNE) on its entitlement offer to raise up to approximately \$5.5 million.
- Advised battery developer **Redflow Limited** (ASX:RFX) on its entitlement offer to raise up to approximately \$15 million.
- Acted on a \$51.6 million capital raising by **Austin Engineering**, comprising a fully underwritten accelerated non-renounceable pro rata entitlement offer (\$31.6 million) and subordinated loan (\$20 million). The matter involved advising Austin Engineering on all aspects of the transaction including:
  - structuring and documentation
  - negotiations with stakeholders
  - capital raising due diligence
  - governance issues
  - compliance with Corporations Act and ASX listing rule requirements.
- Advised **Redflow Ltd** on a \$16.1 million equity raising by way of placement and non-renounceable entitlement offer fully underwritten by Morgans Corporate Limited.
- Advised on **Titan Energy Services'** raising of \$13.5 million equity by divestment of Hofco Oil Field Services Pty Ltd and \$10m debt restructure.
- Advised **Redflow Ltd** on a \$12.9 million equity raising by way of placement and non-renounceable entitlement offer fully underwritten by Morgans Corporate Limited.
- Advised **Analytica Limited** on a \$3.7 million equity raising by way of renounceable rights issue by medical device developer, partially underwritten by Patersons Securities Limited.

### *Capital management*

- Off market selective buy-backs – eg CVC Ltd (ASX:CVC)
- On market selective buy-backs – eg Sunland Group Limited (ASX:SGL)
- Selective capital reductions – eg Stinoc Limited and Cellnet Group Limited (ASX:CLT)
- Securities stapling – eg CVC Sustainable Investments Group
- Demerger and spin offs – eg Cellnet Group demerger with mNet Limited (formerly Mercury Mobility Limited) and demerger of exploration assets from Auzex Resources Limited (ASX:AZX)

- **Share purchase plans** - Advised on numerous SPPs including multiple offers by Austin Engineering Ltd (ASX:ANG), Auzex Resources Limited (ASX:AZX), Geodynamics Limited (ASX:GDY), Analytica Limited (ASX:ALT) and Electrometals Technologies Limited (ASX:ETL).
- Toho Zinc, Co Ltd (TSE:5707) – Advised on:
  - financial support package for CBH Resources Limited (ASX:CBH) comprising \$30m unsecured loan and convertible note funding and life of mine zinc concentrate offtake agreement.
  - recapitalisation comprising \$40m secured loan facility and joint venture by Toho with CBH and institutional and retail equity raising
  - funding strategy for development of Rasp lead/zinc deposit, Broken Hill, NSW comprising acquisition of 50% joint venture interest, new offtake agreement, \$10m equity placement, early redemption of \$37.6m notes for cash and scrip
- **LIM Asia Arbitrage Fund Inc** – Advised on debt, convertible debt and equity investments and exits in Continental Coal Limited (ASX:CCC), New Tel Limited (ASX:NTL), Advanced Engine Components Limited (ASX:ACE), CBH Limited (ASX:CBH), Brandrill Limited (ASX:BDL).
- **Cristal Australia Pty Ltd (subsidiary of The National Titanium Dioxide Company Limited (Saudi Arabia))** – Advised on:
  - convertible equity investment in BeMaX Resources NL (ASX:BMX) (\$10m) and long term rutile offtake contract
  - \$10m subordinated loan to BeMaX Resources Limited
- **China Coal Import & Export Company (Chinese State owned enterprise)** – Advised on \$60m coal exploration joint venture with MetroCoal Limited.
- **LIM Asia Special Situations Master Fund Limited** – Advised on investment in Continental Coal Limited (ASX:CCC).
- **Harmony Capital** – Advised on investment in Superior Coal Limited (hydraulic coal mining).
- **CVC Limited (ASX: CVC)** – Advised on:
  - all of its capital raisings since 1998 including \$115m placement in 2007
  - restructure and recapitalization of Blue Energy Limited (ASX:BUL) (\$35 million)
- **CVC Sustainable Investments Limited (pooled development fund)** – Advised on:
  - prospectus capital raisings in 1999 and 2005 (\$15m)
  - establishment of stapled structure (shares in a PDF and non-PDF) and prospectus raising in 2007 (\$30m)
  - restructure and underwritten recapitalisation of The Environmental Group Limited (ASX:EGL) (\$9m)
- **GEM Global Yield Fund (GEM)** – Advised US-managed fund on novel PIPE structure (private investment in public enterprises), known as 'equity lines of credit'. Successful investments made in:
  - Fortis Mining Limited
  - Raisama Limited

- Metalstorm Limited (ASX:MST) (\$20m)
- Digislide Limited (ASX:DGS) (\$18m)
- Biosignal Limited (ASX:BOS) (\$18m)
- Teco Bio Pty Ltd (\$20m)
- Norwood Abbey Limited (ASX:NAL) (\$20m)
- **CVC Property Fund (ASX: CJT)** – Advised on:
  - Approved takeover, restructure, capital raising and acquisition of Sydney development site (\$55m)
  - Restructure of management arrangements
  - Recapitalization, debt conversion and renounceable rights issue
- **Paridian Property Development Fund Limited** – Advised on:
  - 4 prospectus capital raisings including retail note issue (\$15m).
  - Mezzanine debt funding for five property development projects with advances over \$18m.
- **Paridian Property Trust** – Advised on the establishment of a new responsible entity and property as a registered managed investment scheme.
- **McDermott Property Group Limited** – Prospectus offer of convertible notes in Australia and New Zealand (\$12m).

#### *Takeovers, Schemes, Mergers and Acquisitions*

- Advised Domino's Pizza Enterprises Limited (**DPE**) on its entry into Danish market through the acquisition of the company-owned stores and other assets of Domino's Pizza Scandinavia, which entered into administration in March and has ceased trading.
- Thomson Geer advised **1300SMILES Limited** (ASX:ONT) on its acquisition of three Queensland dental practices announced in its half year results which will generate combined annual revenue of the Company of approximately \$6.5 million.
- Advised **Explaurum Limited** (ASX:EXU) recently in relation to the unsolicited takeover bid made by Ramelius Resources Limited (ASX:RMS)
- Thomson Geer has advised leading portable cooler manufacture, **Evakool** on the sale of 80% of its business to private equity investor Stonehouse Corporation.
- Acted for **Hallmark Group**, in a turnaround play for the Jamie's Italian business in Australia after the Jamie Oliver Group in the UK bought back the chain from the Keystone Group which itself went into receivership in 2016. Our client, Brisbane based Hallmark Restaurants Group, has entered into a conditional contract to buy the remaining 5 Australian stores and aims to restructure and turn the business around and has announced that it is actively seeking sites for expansion.
- Thomson Geer advised on the sale of **Jessica's Suitcase** on behalf of founder Jessica Rudd, to eCargo Holdings Limited (ASX:ECG). The sale of 45 percent of Jessica's Suitcase to Chinese technology group Ecargo in exchange for shares sees retention of management control of Jessica's Suitcase and sees Jessica Rudd joining the eCargo board.

- Thomson Geer advised **Domino's Pizza Enterprises Limited (DPE)** on its minority share acquisition of Bain Capital Domino Hong Kong Limited's (**Bain Capital**) shares in Domino's Pizza Japan (**DPJ**) (A\$42m).
- Thomson Geer advised **Domino's Pizza Enterprises Limited (DPE)** on the acquisition of Germany's largest independent pizza chain, **Hallo Pizza** by **Domino's Pizza Deutschland** (a joint venture between **DPE** and **Domino's Pizza Group plc** (the LSE listed UK master franchisee) (A\$100m) .
- Thomson Geer acted on **Domino's Pizza** acquisition of Joey's Pizza in Germany. The transaction involved:
  - Forming a DPE-controlled joint venture with UK listed Domino's Pizza Group plc (DPG);
  - Joint venture acquiring the German Domino's Pizza master franchise rights from New York listed Domino's Pizza, Inc (DPZ);
  - Joint venture acquisition of Joey's Pizza, the largest pizza delivery chain in Germany by network sales and store numbers; and
  - Joint venture acquisition of certain DPG stores in Germany.
- Thomson Geer advised **Domino's Pizza (ASX:DMP)** on its acquisition of Pizza Sprint, a leading independent pizza chain operating in western France, with 89 stores. The acquisition is valued at €35m (\$55 million AUD) and represents a strategic addition to Domino's European store footprint. The role included providing a head office 'overlay' as part of the Board's governance strategy for cross border acquisitions. Thomson Geer's involvement included:
  - participating in a head office team to review the client's diligence methodology, outcomes and response;
  - acquisition risk management;
  - documentation preparation; and
  - Participation in the process to the extent reasonably necessary to meet the governance requirements of the Board.
- Acted for **Geodynamics Ltd** on the off market takeover scrip offer for all the shares in an unlisted public company, Quantum Power Limited (\$8 million). Our involvement in the matter included advising on all aspects of the takeover including:
  - negotiation and documentation of bid implementation agreement
  - preparation of bidder's statement
  - advice and documentation relating to Corporations Act and ASX Listing rule compliance
  - corporate governance issues
- Advised **Auzex Exploration Limited** on takeover of Explaurum Luimited (EXU) by scheme of arrangement
- **Domino's Pizza Australia New Zealand Limited (ASX:DMP)**
  - acquisition of 75% of Domino's Pizza Japan and joint venture with Bain Capital (A\$282m)
  - acquisition of new Domino's Pizza master franchise markets in France, Monaco, the Netherlands, Belgium and Germany (A\$40m commitment)
  - acquisition of chain of 15 stores from franchisee

- **Toho Zinc, Co Ltd (Japan)** – Advised on:
  - 2010 off market cash takeover offers for all shares and convertible notes in CBH (\$360m) and competing bid by Nyrstar NV
  - 2008 announced \$500m merger between CBH Resources Limited (ASX:CBH) and Perilya Limited (ASX:PEM) to create a global top 10 producer of lead and zinc
- **The National Titanium Dioxide Company (Saudi Arabia)** – Advised on:
  - 2008 all cash takeover offer for Bemax (\$301.5 million)
  - 2005 participation in equity component of \$170 million project financing for Murray Basin mine and mineral separation plant
  - 2003 debt restructure and cornerstone equity investment in Bemax Resources Limited (ASX:BMX) (\$15m)
- **Auzex Resources Limited (ASX:AZX)** – Advised on successful defence of hostile scrip takeover bid by AIM listed GGG Resources Limited and subsequent demerger and acquisition scheme of arrangement, conditional on bidder redomiciling from the UK to Australia under a UK scheme.
- **Provik Pty Ltd** – Advised the Bidder in relation to a demerger and takeover of Viking Industries Limited (ASX:VKI) by way of scheme of arrangement (A\$170 million).
- **BGA AgriServices Limited** – Advised on recommended cash takeover offer by Ruralco Limited (\$12m).
- **Geodynamics Limited** – Advised on scrip takeover offer of KUTh Limited (ASX:KUT)
- **Metallica Minerals Limited (ASX:MLM)** – Advised on hostile scrip takeover of Queensland Ores Limited (ASX:QOL). MLM successfully outbid a competing bidder (Outback Metals Limited ASX: OUM).
- **Midwinter Resources Limited (ASX:MWV)** – Advised on successful defence of hostile proportionate cash takeover offer by Skala Pty Ltd.
- **Havilah Resources NL (ASX:HAV)** – Advised on scrip takeover offer for Geothermal Resources Limited (ASX:GHT).
- **BreakFree Limited (ASX:BRK)** – Takeover defence of a hostile \$56m scrip bid and separate cash bid by S8 Limited (ASX:SEL).
- **Takeovers Panel litigation**
  - Metallica Minerals Limited
  - BreakFree Limited (five separate proceedings)
- **Management team (Super A-Mart)** – Advised management on their equity participation in the \$500m acquisition of Super A-Mart by a private equity consortium led by Ironbridge Capital.
- **Acme Fine Furniture** – Advised the management team in a \$50m MBO of a leading Brisbane based manufacturing business.
- **Coal Resources Corporation** – Advised on the acquisition 41% interest in the Yarrabee Coal Mine in the Bowen Basin (Qld) and joint venture with Felix Resources Limited (\$140m).
- **Titan Energy Services Limited (ASX:TTN)** – Advised on acquisition of Hofco Oilfield Services (\$30.1m).

- **Mitchell Group** – Advised on shareholder approved takeover of Mitchell Services Limited (ASX:MSV), formerly known as Drill Torque Limited.
- **China Steel Australia Limited** – Advised on acquisition of China Steel Pte Ltd (Singapore) (\$60m).
- **CBH Resources Limited** – Advised on the sale of the Panorama Copper Zinc Project, Pilbara, WA (\$26.2m).
- **Panax Geothermal Limited (ASX:PAX)** – Advised on:
  - shareholder approved takeover of Panax
  - subsequent scrip takeover of Osiris Energy Limited (\$14m)
  - alliance agreement with PT Bakrie Power for sourcing geothermal power projects in Indonesia
  - joint venture agreement with PT Bakrie Power in relation to the Sokoria conventional geothermal project (30MW)
- **Shareholders in Currie & Brown Australia Pty Ltd** – Advised 12 owners with competing interests on sale of shares in quantity surveying business to the AMEC Group (\$32m).
- **Agenix Limited (ASX:AGX)** – Advised Agenix on:
  - An announced \$450m merger with Peptech Limited (ASX:PTD) by scheme of arrangement
  - Acquisition of China based pharmaceutical business (\$15m) and acquisition funding (cash and scrip)
- **Zicom Australia Limited (ASX:ZAL)** – Acquisition of Zicom Holdings Pte Ltd (Singapore) a diversified engineering business (\$35m), equity raising by rights issue and placement, shareholder and regulatory approvals and relisting of ZAL.
- **Harmony Investment Fund** – Advised offshore private equity fund on:
  - acquisition of Kilcoy Pastoral Company Limited (KPC) and associated assets (\$28m)
  - abattoir expansion (\$35m) including advice on town planning issues, planning appeal, water supply, construction and senior and subordinated debt finance arrangements
  - sale of KPC for \$75 million
- **New Hope Group (China)** – Advised one of China's largest private agribusinesses on a senior debt raising (\$50m) for acquisition and expansion capital for Kilcoy Pastoral Company.
- **CVC Limited (ASX:CVC)** – Advised on investments and divestments in Ectec Limited, Clinical Waste Australia Pty Ltd (\$10m), Australian Photonics Pty Ltd (\$2.5m). PRO-PAC Packaging (Aust) Pty Limited (\$8m) and subsequent exit by IPO and ASX listing and Blue Energy Limited (\$30m).
- **CVC Property Fund (ASX:CJT)** – Advised on:
  - Acquisition of responsible entity, joint venture with the Trinity Group and restructure of the joint venture.
  - Unitholder approved takeover of the Fund by CVC Limited
  - Funding and acquisition by the Fund of properties in NSW and Victoria



- **CVC Private Equity Limited** – Advised on \$15m capital raising for this pooled development fund and investments and divestments in Horizon Technologies Australasia Pty Ltd (\$2.5m), Telefix Sales Pty Ltd (\$2m), Australian Visual Communications Limited (ASX:AVC), sale of Australian Repair Solutions Pty Ltd, Sonic Communications Pty Ltd by secured convertible notes (\$5m).
- **CVC Sustainable Investments Limited** – Advised on private equity investments in Wind Corporation Limited, Soilwise Pty Ltd, Traffic Technologies Limited (ASX:TTI), The Environmental Group Limited (ASX:EGL) including shareholder approved takeover and fully underwritten \$9m capital raising.
- **CVC REEF Limited** – Advised on:
  - Structuring and capital raising by stapled shares and 6.53% 2011 unsecured notes for the \$26m Renewable Energy Equity Fund.
  - investments in Battery Energy Pty Ltd (\$2m), Novera Energy Limited (ASX:NVE), Superior Pak Pty Ltd, ABC – Australian Biodiesel Consultancy, Australian Biofuels Pty Ltd and Alternative Fuels Corporation Pty Ltd.
- **Cokal Limited (ASX:CKA)** – Advised on sale of portfolio of 8 coal exploration tenements in the southern Bowen Basin, Queensland to Xuzhou Mining Corporation.
- **Numerous private treaty acquisitions including:**
  - **DPSA Group** – Advised on sale of Electcables, a leading independent distributor of high-quality flexible cables to DKSH (SWX: CH:DKSH), the world's leading Market Expansion Services Group
  - **Solomon Food Group Pty Ltd** – Advised on pre-investment restructure, private equity investment (by Advent Private Equity), consolidation strategy including 10 separate investments and divestments
  - **Ron Finemore Pty Ltd** – Advised on acquisition of regional transport and logistics business, Smith's Transport Orange (\$6m)
  - **Virsa Systems, Inc (US)** – Advised on the acquisition of software development company (price confidential)
  - **AMtag ID, Inc (Canada)** – Advised on the acquisition of radio identification technology business (price confidential)
  - **Electrometals Technologies Limited (ASX:EMM)** – Advised on sale of EMEW® electrowinning plants on and EPC basis
  - **ABS Wastewater Technology Pte Ltd** – Acquisition of a wastewater pump manufacturing business.
  - **Macair Pty Ltd** – Aircraft acquisitions from the US and France

### *Corporate Governance*

- **Directors duties and disclosure** – Regularly advises over 15 ASX listed companies on directors' duties, conflicts and disclosure obligations
- **Executive remuneration and equity incentive schemes** – Advised and established employee share and share option schemes for Austin Engineering Ltd (ASX:ANG); Domino's Pizza Enterprises Limited (ASX:DMP), Geodynamics Limited (ASX:GDY), RedFlow Limited (ASX:RFX), China Steel Australia Limited (ASX:CNH), Runge Limited (ASX:RUL), Mercury Mobility Limited (ASX:MMY), Cellnet Group Limited (ASX:CLT), China Steel Australia Limited (ASX:CNH), Probiotec Limited (ASX:PBP); Zicom Group Limited (ASX:ZGL), BreakFree Limited (ASX:BRK), Auzex Limited (ASX:AZX); 1300 SMILES Limited (ASX:ONT);

Jumbo Corporation Limited (ASX:JUM), Global Seafood Australia Limited (ASX:GSF), Forrester Kurts Limited (ASX:FKP), Pan Australian Resources NL (ASX:PNA), WB Financial Pty Ltd, Impedimed Pty Ltd and Hyne and Son Pty Ltd

### *Energy and Resources*

#### Joint ventures

- **Geodynamics Limited (ASX:GDY)** – Advised on:
  - \$105m Origin Energy farm out and joint venture of a 33% interest in Cooper Basin hot dry rock project and Lightning Drilling Rig
  - joint operating agreement with Gulkula Mining Corporation Limited to supply geothermal energy to Rio Tinto
  - earn in and joint venture with Kentor Gold in relation to Savo Island Geothermal Power Project
- **China Coal Import & Export Company** (Chinese State owned enterprise) – Advised on \$60m coal exploration joint venture with MetroCoal Limited.
- **Coal Resources Corporation** – Advised on the proposed joint venture with Felix Resources Limited of 41% interest in the Yarrabee Coal Mine, Bowen Basin (Qld) (\$140m).
- **Toho Zinc Co Ltd (TSE:5707)** – Advised on production joint venture with CBH Resources Limited in relation to the Endeavour zinc mine, Cobar, NSW.
- **CBH Resources Limited** – Advised on earn in and joint venture with Peel Mining Limited (ASX:PEX) in relation to the Gilgunnia Project (NSW).
- **China Magnesium Corporation Ltd (ASX:CMC)** – Advised on magnesium production joint venture based in Shanxi, China.
- **Auzex Resources Limited (ASX:AZX)** – Advised on:
  - development joint venture of Bullabulling gold project with China Central Goldfields and farm-in
  - exploration joint venture for New Zealand gold projects
  - farm in option and joint venture – Gecko Gold project (WA)
- **Auzex Exploration Limited** – Advised on farm in and joint venture in relation to the Tampia Gold Project.
- **Panax Geothermal Limited (ASX:PAX)** – Advised on:
  - Indonesian alliance agreement with PT Bakrie Power for sourcing geothermal power projects in Indonesia
  - Sokoria Geothermal Project (30MW, conventional geothermal) – structuring joint venture arrangements with PT Bakrie Power
  - Earn in agreement and joint venture with Molten Energy LLC (Canada) in relation to Indonesian portfolio
  - Ngebel Geothermal Project (165 MW) – structuring joint venture between Panax and PT Bakrie Power, PT Energy Management Indonesia, PT Trans Energi Teknopreneur and PT Bakrie Darmakarya Energi

- **CVC Resources Pty Ltd** – Advised on earn in and joint venture arrangement with Goldminex Resources Limited (ASX:GMX) in relation to the development of gold exploration interests in Papua New Guinea.

### *Major Projects*

- **Fitzroy Coal Handling Terminal** – Advising on 20,000 tpa capacity rail and port coal handling facility in central Queensland near Port Alma.
- **Cokal Limited (ASX:CKA)** – Advising on river services supply chain contracts for movement of coal from mine in Central Kalimantan down the Barito river by barge to Taboneo Port.
- **Geodynamics Limited (ASX:GDY)** – Principal corporate legal advisor since 2002 listing. Advised on all aspects of its flagship Cooper Basin geothermal power project including:
  - Offtake agreements for power and green credits
  - Drilling of five of the deepest land wells in Australia
  - Design, development, construction and commissioning of a 1MW geothermal pilot plant, visitor centre and power transmission line to the township of Innamincka
  - Major capital asset procurement including power generation turbine and two of the largest land based drilling rigs in Australia - the Le Tourneau 'Lightning' drilling rig (\$35m) and the NOV Rig 200 (\$45m)
  - Acquisition of heat exchange technology and patent licence for the Kalina Cycle and restructure and consolidation of the global Kalina intellectual property licensees into a joint venture vehicle, Ex-horka International
- **Toho Zinc, Co Ltd (Japan) / CBH Resources Limited** – Australian legal advisors to Toho since 2005. Advised Toho and its subsidiary CBH Resources Limited on:
  - development of the Rasp zinc/lead mine at Broken Hill, NSW (including zinc concentrate facility)
  - offtake and royalty agreements (zinc, silver, lead concentrate) from the Endeavour mine and proposed Rasp and Panorama mines
  - rail transport arrangements with Pacific National
  - rail siding and access arrangements with Australian Rail Track Corporation
  - storage and handling arrangements at the Newcastle Port shiploader facility
- **The National Titanium Dioxide Company Limited (Saudi Arabia)** – Advised on long term mineral sands offtake contracts from Bemax Resources (rutile, ilmenite and leucoxene).
- **Panax Limited (ASX:PAX)** – Advised on all aspects of its Penola geothermal power project including rig procurement and mobilisation, negotiation of surface rights, grant funding under the Federal Geothermal Drilling Program and commercial arrangements with Origin Energy.
- Advised on funding and development Indonesian geothermal power projects (Sibayak and Sokoria).
- **Offtake agreements** – Advised generally on various commodity offtake agreements for zinc concentrate, lead concentrate, coal, mineral sands - rutile, ilmenite and leucoxene - electricity and green credits. Clients include Toho Zinc Co., Ltd, The National Titanium Dioxide Co Ltd, Bemax Resources Limited, Geodynamics Limited, Metallica Minerals Ltd and Panax Geothermal Limited.

### *Drilling*

- Advised **Geodynamics Limited** on drilling of five of the deepest land wells in Australia, **Atlas Drilling** on establishment, structuring and funding of new drilling business and **Mitchell Drilling** generally on commercial drilling contracts and operations.
- **Hampton Wind Park** – Advised on all legal aspects of the funding, structuring, development, operation and commissioning of an award winning wind farm project.

### *Native title and cultural heritage*

- **Sale of Forestry Plantations Queensland** – Advised a potential bidder on native title and cultural heritage issues associated with the acquisition of land and the grant of a plantation licence over forestry land including extinguishment and compensation issues and commercial arrangements regarding indigenous land use, access and cultural heritage management.
- **Republic Gold Limited (ASX:RAU)** – Advised on Northcote and Tregoora gold projects (north Queensland)
  - negotiations with native title claimants for an indigenous land use agreement, cultural heritage management agreement and associated services agreement
  - engagement with claimants under the 'right to negotiate' procedures under the Native Title Act (Cth)
- **Advised on Burruga copper/gold project (NSW):**
  - validity of tenement and obligations of a tenement holder to enter into an agreement under section 31 of the Native Title Act; and
  - separate negotiations with registered native title claimants.
- **Toho Zinc Co Ltd (TSE: 5707)** – Advised on cultural heritage and native title issues as part of legal due diligence for the acquisition by Toho of a 50% interest in the Rasp lead / zinc mine.
- **The National Titanium Dioxide Company of Saudi Arabia (CRISTAL)** – Advised on cultural heritage and native title issues as part of legal due diligence for a proposed asset acquisition.
- **Jindal Steel and Power (Mauritius) Ltd** – Advising on native title and cultural heritage issues associated with Stanwell's tenements in Queensland and other New South Wales titles.
- **Geodynamics Limited (ASX:GDY)** – Advised on cultural heritage and native title issues and expert opinion for inclusion in IPO prospectus.
- **Auzex Resources Limited (ASX:AZX)** – Advised on cultural heritage and native title issues and prepared expert opinion for inclusion in IPO prospectus.
- **Mega Uranium Limited (TSX:MGA)** – Advised on cultural heritage and native title issues and prepared expert opinion for Canadian capital raising prospectus.
- **Lions Gate Metals Inc. (TSX-V:LGM)** – Advised on cultural heritage and native title issues as part of legal due diligence for the merger between Lions Gate and AusNiCo Limited.

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### **Memberships and Associations**

- Financial Services Institute of Australasia, F.Fin