K&L GATES

Adam Levine

Partner

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OVERVIEW

Adam Levine has extensive experience in mergers and acquisitions and capital markets. He advises on a broad range of commercial matters, including equity capital markets, takeovers and schemes of arrangement, business sales and acquisitions, regulatory compliance, corporate governance, foreign investment regulation and general corporate advisory work. Some of his work has involved complex, high-profile cross-jurisdictional transactions, co-coordinating legal teams in different Australian states and abroad.

Adam is also a strong supporter of start-ups and has acted for numerous start-up ventures.

While focusing on corporate issues, Adam also plays an active role in ensuring access to justice for those less fortunate in the community and proudly heads the firm's pro bono practice in Perth.

ACHIEVEMENTS

- *Best Lawyers in Australia*, listed in Natural Resources Law (2021-present)
- *Best Lawyers in Australia*, listed in Corporate and Governance Practice (2016-present)
- *Best Lawyers in Australia*, listed in Equity Capital Markets Law (2017-present)
- *Best Lawyers in Australia*, listed in Mergers and Acquisitions Law (2016-present)
- *Doyle's Guide*, recommended as a Agribusiness Lawyer (2018-2020)
- *The Legal 500 Asia Pacific*, recognised as a leading lawyer for Natural Resources (transactions and regulatory) (2017)
- *Lawyers Weekly* Partner of the Year Awards 2017 – nominated for Mergers and Acquisitions Partner of the Year and Projects, Energy and Resources Partner of the Year
- Awarded the 2015 Western Australia Attorney General's Community Service Law Award

PROFESSIONAL / CIVIC ACTIVITIES

- Member of the Education Committee of the Law Society of Western Australia
- Member of the AusIndustry Accelerating Commercialisation Expert Network
- Involved in various community-based organisations focusing on youth development and education

SPEAKING ENGAGEMENTS

Adam regularly presents on legal and corporate governance issues, including to the Australian Institute of Company Directors flagship Company Directors' Course.

EDUCATION

- LL.B., University of Manchester, 1996 *(Honours)*

ADMISSIONS

- Bar of Israel
- Federal Court of Australia
- High Court of Australia
- Solicitor, England and Wales (non-practising)
- Supreme Court of New South Wales
- Supreme Court of Western Australia

LANGUAGES

- Hebrew

THOUGHT LEADERSHIP *POWERED BY HUB*

- March 2021, Changes to the Foreign Investment Regime (FIRB Update) (*Webinar*)
- 31 March 2020, COVID-19: (Australia) Changes to the Foreign Investment Review Board Approval Process (*Alerts/Updates*)
- 24 April 2019, Australia and Israel Sign Double Taxation Agreement (*Alerts/Updates*)
- 30 November 2018, Australia passes the Modern Slavery Bill 2018 – What Do You Need to Do? (*Alerts/Updates*)

- November 2018, Royal Commissions: Ethical Challenges (*Webinar*)
- 29 June 2018, Ethical Supply Chain and the Modern Slavery Act 2018 – Are You Ready? (*Alerts/Updates*)
- February 2018, Whistle While you Work: Changes Afoot in Whistleblower Protection (*Webinar*)
- 3 May 2017, K&L Gates hosts FinTech event in Perth (*BlogPost*)
- 1 March 2016, New Tax Conditions for Foreign Investment in Australia (*Alerts/Updates*)
- 7 August 2015, Treasury Consultation Paper – Another Step Towards Crowd-Sourced Equity Funding (*Alerts/Updates*)
- 8 July 2014, Exploration Development Incentive Welcomed by Junior Miners (*Podcast*)
- 7 February 2013, Optimism for Mining in Africa at Indaba (*Podcast*)

NEWS & EVENTS

- 03 December 2020, K&L Gates Acts for Duratec on Western Australia's Largest IPO in 2020 (*Noteworthy Work*)
- 28 September 2020, K&L Gates Acts for Pioneer Credit on AU$189 Million Refinancing Deal (*Noteworthy Work*)
- 18 September 2020, K&L Gates Advises Red Ventures on USD $500 Million Acquisition of CNET Media Group from ViacomCBS (*Noteworthy Work*)
- 28 October 2019, K&L Gates Advises Real I.S. AG on Adelaide Real Estate Acquisition (*Press Release*)

AREAS OF FOCUS

- Mergers and Acquisitions
- Capital Markets
- Corporate and Acquisition Finance
- Corporate Governance
- Debt Capital Markets
- Mining and Metals
- Oil and Gas
- Public Companies

REPRESENTATIVE EXPERIENCE

- Advising PricewaterhouseCoopers on its acquisition of the GEM Consulting Group.
- Advising Burswood Limited on its response to the AUD800 million hostile takeover bid by the PBL Group.
- Advising HBOS plc on the legal restructure and integration of the HBOS Australia Group, and on its AUD1.05 billon acquisition of the minority interests in Bank of Western Australia Limited by two schemes of arrangements.
- Advising Foodland Associated Limited on the AUD3.8 billion demerger of its Australian and New Zealand businesses and their acquisition by Metcash Trading Limited and Woolworths Limited.
- Advising Royal Flying Doctor Service of Australia on the restructure of its Western Australian operations.
- Acting for the deed administrators of the Allstate Group on the reconstruction of the Allstate Group.
- Advising Gresham Private Equity Limited on the acquisition of Barminco Limited.
- Advising CHAMP Private Equity on the acquisition of the transportation business of Goulds Transport Pty Ltd.
- Advising Deutsche Bank as underwriters of the AUD300 million accelerated rights issue for Sigma Pharmaceutical Limited.
- Advising Aquila Resources Limited on the AUD300 million acquisition of a 15% equity stake by Baosteel Group, and the (withdrawn) demerger of its exploration business.
- Acting for Macquarie Capital Advisers as Lead Manager of the US$100 million placement for OceanaGold Corporation on the Australia Securities Exchange (ASX), New Zealand Securities Exchange and Toronto Securities Exchange (TSX).
- Advising Goldcorp Inc on the AUD3.7 billion acquisition by scheme of arrangement of Andean Resources Limited.
- Advising Galaxy Resources Limited on its postponed dual listing on the Hong Kong Stock Exchange and US$260 million capital raising and on aAUD91.5 million capital raising by way of convertible bonds and equity placement.
- Advising WA No Interest Loans Network Inc and WA Low Interest Loans Network Inc on their merger with Anglicare WA Incorporated (not for profit)
- Advising Diabetes WA on the transfer of its incorporation from an incorporated association to a company limited by guarantee
- Advising on the merger of not for profit entities, Balga Detached Youth Work Project Inc and Whitelion Inc.
- Advising Richmond Wellbeing Inc on its merger with Schizophrenia Fellowship Albany & Districts Inc (not for profit).

- Represented Clyde and Associates Pty Ltd. on all aspects of its acquisition of the business and assets of Rosendorff Diamond Jewellers from the receivers and managers that had been appointed.
- Amvest Capital Mining Opportunities LLC, a mining and metals investment company based in New York subscribing for US$2 million of convertible notes and a indicative term sheet for a AUD45 million project financing.
- Acting for a group of sophisticated investors on a AUD$1.5 million convertible note for Coolgardie Minerals Limited.
- Advised Oro Verde Limited on its acquisition of up to a 60% interest in the Makuutu Rare Earths Elements project in Uganda for total consideration of US$3.46 million comprised of cash (including earn in expenditure contributions) and scrip components.
- Acting for Arena Investors LP (New York) on a a AUD10 million convertible note facility with Fat Fish Blockchain Limited
- Acting for Arena Investors LP (New York) on a AUD18.27 million convertible note fund arrangement for Lithium Australia NL
- Acting for Arena Investors LP (New York) on a AUD26 million placement by Altura Mining Limited.
- Acting for Arena Investors LP (New York) on a AUD21 million convertible note facility with Mustang Resources Limited
- Advising Van Milk Pty Ltd on the export of milk products to China, including negotiation of the first direct international flights (with Qantas) from Tasmania to China.
- Advising Practice Insight Pty Ltd on its AUD8 million share sale to IPH Limited.
- Advising Ningbo Xianfeng New Material Co., Ltd (China) on a restructure of its Australian operations.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD11.1 million placement by Sayona Mining Limited to sophisticated investors in North America and Australia.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD3.8 million convertible note facility for Freehill Mining.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD26 million placement by Altura Mining Limited.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD30.6 million placement by Eastern Goldfields Limited.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD5.88 million capital raising for Mustang Resources.
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD4.71 million placement by Intermin Resources Limited to US and Australian investors

- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD2.4 million placement by Crowd Mobile Limited to US and Australian investors;
- Advising Jett Capital Advisors (New York) as Lead Manager on a AUD25 million placement by Ramelius Resources Limited to U.S. and Australian investors.
- Advising Moon Lake Investments Pty Ltd (China) on the AUD280 million acquisition of the dairy farm assets of Van Diemen's Land Company, the largest dairy farm in Australia.
- Advising Royal Nickel Corporation (Canada) on its AUD80 million share purchase option agreement with ASX-listed Westgold Resources, in respect of its South Kalgoorlie operations.
- Advising Salt Lake Mining Pty Ltd on the sale of all its shares to TSX-listed Royal Nickel Corporation; on the sale of its Widgiemooltha and Carr Boyd mining tenements to Apollo Phoenix Resources Pty Ltd; and on the refinancing of its Senior Secured Prepay Agreement with Lascaux Resource Capital Partners, LLC.
- Advising Pioneer Credit Limited on its AUD20 million capital raising by way of placement and non-renounceable rights issue.
- Advising SMS Mining Services in relation to its merger with the Rivet Group.
- Advising SMS Innovative Mining on its Mining Alliance Agreement with, and acquisition of an equity interest in, Genesis Mineral Limited.
- Advising Kresta Holdings Limited on its AUD10 million acquisition of the Franklyn Blinds business.
- Advising EHR Resources Limited (formerly Cott Oil and Gas Limited) on its AUD2 million capital raising and ASX re-compliance listing following its entry into a farm in agreement with Canadian company, Eloro Resources Limited, to acquire up to a 25% interest in the La Victoria gold and silver project in Peru.
- Advising Cott Oil and Gas Limited on the sale of its 40% interest in the PNG Pandora Gas Field to Twinza Oil Ltd.
- Advising Red River Resources Limited on its response to the takeover by Iron Mountain Mining Limited.
- Advising Sumatra Copper & Gold on their capital raising by way of AUD3.5 million share purchase plan
- Advising Erin Mineral Resources limited on the demerger of its Nigerian mining assets and backdoor listing into Health Corporation Limited.
- Advising Strike Energy Limited on its AUD16.8 million capital raising by way of placement and non-renounceable rights issue.
- Advising Rox Resources on its joint venture acquisition of Youanmi Gold Mine with Venus Metals Limited
- Advising Rox Resources on the acquisition of the Collurabbie nickel and gold project.
- Advising Rox Resources on the sale of its interest in the Reward Zinc-Lead project for AUD19.5 million.
- Advising Rox Resources on its share purchase plans.

- Advising FFA on the FIFA backed changes to the governance and congress structure of the FFA
- Advising Uranium Equities Limited on the demerger of its PhosEnergy business, on its placement in Energia Minerals Limited and the sub-underwriting of its non-renounceable rights issue.
- Advising Southern Cross Electrical Engineering Limited on its AUD33.2 million placement
- Advising Southern Cross Electrical Engineering Limited on its acquisition of the Heyday5 Group for an enterprise value of up to AUD54.1 million.
- Advising Southern Cross Electrical Engineering Limited on its AUD17 million acquisition of Datatel Communications Pty Ltd.
- Advising iiNet Limited on its AUD60 million acquisition of Adam Internet and on its AUD105 million acquisition of the Internode and Agile group of companies, and its AUD60 million acquisition of the TransACT Group.
- Advising Liontown Resources Limited on two non-renounceable rights issues.
- Advising Gunson Resources on its acquisition of Strandline Resources Pty Ltd and associated capital raising of a AUD2.2 million placement and AUD1.1 million share purchase plan.
- Advising Chalice Gold Mines Limited on its acquisition by Canadian Plan of Arrangement of the mining interested of Coventry Resources Inc.
- Advising Blackham Resources Limited on its recapitalisation, comprising a refinancing of its term loan with Orion Fund JV Limited via a secured $14.3 million loan facility with its key mining contractor, MACA Limited, rescheduling of amounts due to its principal contractors, and a fully underwritten AUD36 million renounceable rights issue, which included sub-underwriting from both Orion and MACA.
- Advising Azure Minerals Limited on its share purchase plan.
- Advising Azure Minerals Limited on its AUD3.25 million equity line of credit from Sea Otter LLC.
- Acted as Azure Minerals Limited's Australian legal counsel on the consolidation of its ownership interest in the Alacran Project for $3.31 million in scrip, a 0.5% net smelter royalty and a participation right in part of the proceeds for any future sale within a 5 year period.
- Advising Azure Minerals Limited on its AUD15 million placement to U.S. and Australian investors and a AUD6 million share purchase plan.
- Advising Azure Minerals Limited on its Promontorio (Mexico) Joint Venture with Rio Tinto.
- Advising Bank of Western Australia Limited on the outsourcing of its call centre operations and shared services.
- Advising Bluestone Global Limited on its corporate and capital restructure with the Valdez consortium.
- Advising Gleneagle Securities on its $2 million convertible note facility with MGM Wireless Limited.
- Advising Kalari Pty Limited on the AUD12.2 million sale of its Western Australian premises and assets to the Qube group.

- Advising the Berlanga Group on its US$58 million acquisition of the Thai oil assets of Carnarvon Petroleum Limited.
- Advising Amara Mining PLC on the AUD118 million merger by scheme of arrangement with Perseus Mining Limited.
- Australian advisors to Global eSolutions (HK) Limited (a global leading provider dedicated in financial trading technologies) and its parent company, Novacon Technology Group Limited, in connection with the IPO of Novacon on GEM of The Stock Exchange of Hong Kong Limited. Our advice was focused on licensing for electronic financial service providers in Australia, privacy and data security and the Australian Consumer Laws.
- Advising CGA Mining Limited on its CD1.1 billion merger by scheme of arrangement with B2Gold Corp.