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Practice

James practises in all areas of commercial law, including appearing in and advising on matters involving contractual disputes, corporations law, construction, energy and resources, insolvency, and arbitration. He appears in all Courts in Western Australia and in the Federal Court. He is listed as Recommended Junior Counsel in Commercial Litigation and Dispute Resolution in Western Australia (2023) in *Doyle's Guide*.

Before being called to the Bar in 2019, James was a solicitor and then senior associate in the Corporate/M&A section at Herbert Smith Freehills for 12 years. James has extensive experience in corporate and commercial matters, having advised on a wide range of commercial transactions

His main areas of practice at the Bar are:

- Corporations, including schemes of arrangement, shareholder class actions and oppression actions
- Commercial law & contractual disputes
- Construction disputes
- Insolvency & reconstruction
- Energy & resources, and
- Arbitration.

Experience

Selected commercial dispute resolution experience

- Appearing in two shareholder class actions in the Federal Court against Quintis, Frank Wilson and Ernst & Young, including *Excel Texel Pty Ltd v Wilson* [2022] FCA 1577, *Davis v Quintis Ltd* [2022] FCA 806 and *Davis v Quintis Ltd* [2022] FCA 503 (led by G Donaldson SC; unled on a number of interlocutory matters).
- Appearing in proceedings by Clive Palmer and Mineralogy against CITIC and its subsidiaries, including *Palmer v CITIC Ltd [No 4]* [2022] WASC 292, *Palmer v CITIC Ltd [No 5]* [2023] WASC 44 and *Palmer v CITIC Ltd [No 6]* [2023] WASC 188 (led by S K Dharmananda SC and S Free SC).
- Appearing in proceedings in the Supreme Court of Western Australia relating to liability for a discharge of diesel during transport, involving third party proceedings.
- Appeared in an application to set aside default judgment on the basis of defences including estoppel and equitable lease: *Giuliana Properties Pty Ltd v Mahrami* [2023] WADC 21 (unled).
- Appeared in proceedings by Ten Sixty Four against Vitrinite Holdings relating to contested general meetings convened under s249F of the *Corporations Act* (led by S Penglis SC).
- Appeared in *Corporations Act* proceedings (takeovers and oppression) by Metalicity against Nex Metals Explorations and its directors and some shareholders, including *Metalicity Ltd v Nex Metals Explorations Ltd [No 2]* [2022] WASC 420 (led by G Donaldson SC at trial; unled on interlocutory matters).
- Appeared in proceedings in the Supreme Court of Western Australia by Fortescue Metals against Mineral Resources relating to the Iron Valley Project (led by G Donaldson SC).
- Appeared in a 4-week trial in the Federal Court for civil penalty proceedings brought by ASIC against Frank Wilson relating to Quintis (led by G Donaldson SC and T Russell).
- Appeared in civil proceedings in the Supreme Court of Western Australia and the Court of Appeal and related domestic and international arbitrations relating to a large construction dispute over a lithium production plant, including *MSP Engineering Pty Ltd v Tianqi Lithium Kwinana Pty Ltd*

[2021] WASC 39 and *MSP Engineering Pty Ltd v Tianqi Lithium Kwinana Pty Ltd* [2021] WASCA 63 (led by G Donaldson SC).

- Appeared in proceedings in the Federal Court by Carna Group (in liq) against Griffin Coal Mining and certain of its officers for misleading or deceptive conduct, which settled shortly before trial (led by S Davies SC).
- Appeared in a debt recovery trial involving contractual, restitutionary and misleading or deceptive conduct claims which was set down for 4 weeks in the Supreme Court of Western Australia and settled during trial (led by G Donaldson SC and R Young).
- Appeared for Newmont on a contractual dispute in the District Court of Western Australia over the hire of drilling equipment, which settled before trial (unled).
- Acted on a contractual interpretation dispute regarding an iron ore offtake agreement and related security instrument, including *Wise Energy Group Company Limited v Roche* [2014] WASC 505 and *Wise Energy Group Company Limited v Roche [No 2]* [2016] WASCA 125.
- Acted on Takeovers Panel proceedings, including *Summit Resources Ltd* [2007] ATP 9, *Mount Gibson Iron Limited* [2008] ATP 4, *ABM Resources NL (OIR)* [2016] ATP 7, *Regal Resources Limited* [2016] ATP 17 and *AWE Limited* [2018] ATP 4 and *Gascoyne Resources Ltd* [2021] ATP 10 & 11.
- Advised on commercial disputes relating to shareholder and joint venture arrangements, offtake agreements, royalties, and business sales (including related expert determination processes).
- Advised on several contested board spills, including in respect of Tap Oil, ABM Resources and Neon Energy (and related proceedings in the Supreme Court of Western Australia).
- Assisted with regulatory enquiries and investigations, including ASIC and ACCC notices.

Selected commercial and M&A experience

- *Public M&A:* Acted on a number of takeover bids, schemes of arrangement and other control transactions, including appearing as counsel for ThinkSmart's take-private scheme to realise the value of its shareholding in Block, Inc (unled), IGO's \$1 billion acquisition of Western Areas (unled), Gascoyne Resources' acquisition of Firefly Resources and the related takeover bid by Westgold Resources (unled), Saracen Mineral Holdings' \$16 billion merger with Northern Star Resources (led by S K Dharmananda SC) and Pacific Equity Partners' \$157 million acquisition of Zenith Energy (led by S K Dharmananda SC), and advising on Mitsui's \$602 million takeover bid for AWE and Independence Group's \$1.8 billion acquisition of Sirius Resources and the contemporaneous demerger and ASX listing of Sirius's gold assets by interconditional schemes of arrangement.
- *Insolvency & restructuring:* Acted on a number of insolvency and restructuring matters, including advising on confidential insolvency matters at the Bar and advising on the insolvency of Mirabela Nickel, Cape Lambert Iron Ore's acquisition of the CopperCo group's secured debt and assets, and the administration and holding DOCA in respect of the Meekatharra Gold Mine.
- *Private M&A:* Acted on a number of negotiated contractual acquisitions and sales, including Origin Energy's \$1.6 billion sale of Lattice Energy to Beach Energy.
- *Energy and resources:* Acted on a number of matters in the energy and resources industries, including the recapitalisation of Mount Gibson, the \$1.1 billion merger between Catalpa Resources and Conquest Mining to create Evolution Mining, and the joint venture and offtake arrangements for the Mount Marion Lithium Project, as well as advising on various State Agreements.
- *Regulatory and corporate governance:* Provided regular advice to ASX-listed companies on their continuous disclosure and other reporting obligations; acted on the legislative merger of Verve and Synergy; involved in numerous applications to regulators such as FIRB, ASIC and ASX; and provided regular advice on general corporate governance matters.

Admissions and qualifications

Admissions

- Supreme Court of Western Australia (2008)
- High Court of Australia (2008)

Education – University of Western Australia

- Bachelor of Laws with First Class Honours (2006)
 - Harold H Glass Memorial Prize for Torts
 - Jackson McDonald Prize for Mooting
 - Prize for top student in Remedies
 - Prize for top student in Constitutional Problems
 - Prize for top student in Legal History
 - LexisNexis Prizes for Top Honours Invitees
- Member of UWA Law Review Student Editorial Board (2006)
- Bachelor of Science in Chemistry and Mathematics (2003)
- Diploma of Modern Languages in French (2006)

Professional recognition

Recommended Junior Counsel for Commercial Litigation and Dispute Resolution for Western Australia (2023) in *Doyle's Guide*.

Other

Lecturer in the Mergers & Acquisitions unit at the Law School of the University of Western Australia.

Co-editor (with S K Dharmananda SC and E Scotney) of *The Negotiation of Key M&A Clauses: Getting the Deal Done* (Federation Press, 2023).