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# Capital Markets, Securities, Mergers & Acquisitions

## Profile

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The economy is powered by entrepreneurs who create the innovations, products, and services we use every day. Our clients are these entrepreneurs, forging through and fostering the global marketplace. We take pride in bringing to our practice the same creativity and ambition inherent to their entrepreneurialism.

We are a team of creative and connected advisors and deal lawyers who provide strategic advice to clients on all manner and size of transactions in the capital markets arena. From start-ups to billion-dollar listed companies, our priority is to add value to their businesses by providing strategic advice focused on creative and practical solutions that results in commercial growth and success.

Whether navigating complex business combinations, raising capital, or structuring tax-efficient transactions, we work closely with our clients and deal teams to develop innovative solutions that exceed their unique requirements and goals. From offering specialized forward-thinking advice to venture issuers to leveraging our strong platform to tackle the largest M&A or initial public offering, our team is here to assist.

## Services

> Financings, including initial, primary, and secondary public offerings, shelf offerings,

- cross-border and MJDS offerings, and private placements
- > Private and public mergers, acquisitions, business combinations, plans of arrangement, spinoffs, and going-private transactions
- > Private equity and venture capital-driven mergers and acquisitions and financings
- > Stock exchange listings and ongoing regulatory compliance for all Canadian and United States stock exchanges and securities commissions
- > National, cross-border, and other multi-jurisdictional offerings and transactions
- > Corporate governance, special committee work, contested transactions, conflict and control issues, proxy contests, and exit negotiations
- > Venture capital structuring, financing, and exit strategies

With our U.S. Capital Markets group, we have several lawyers qualified to practice law in various jurisdictions throughout the United States. Our U.S. Capital Markets group helps companies from all over the world accomplish stock exchange listings, securities issuances, and business transactions in the U.S. We simplify the process of cross-border transactions by eliminating the cost of engaging separate lawyers in the U.S. Our team is particularly experienced with national, cross-border, and other multi-jurisdictional securities offerings and transactions.

Our Private Equity & Venture Capital group is an experienced team of M&A and finance lawyers who provide a broad range of services to participants in private equity and venture capital transactions. We leverage the diverse skills and experience of our Capital Markets team of lawyers, including our U.S. Capital Markets group, and bring a focus on efficiently serving the unique legal requirements of private equity and venture capital transactions. The transactional leaders of the team are supported by specialists in tax, employment, banking, technology, real estate, mining, and other strategic industries.

In addition to business solutions, we provide strategic connections in the capital markets arena to our clients, bringing together key decision-makers to forge collaborations and build networks that accelerate success. Our priority is to create workable strategies so that our clients can grow their overall business and succeed in the global market.

## **Work Highlights**

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### **WELL Health Technologies Corp.**

- > \$302.5M subscription receipt financing for its US\$372.9M acquisition of CRH Medical Corporation (NYSE, TSX) (2021)
- > \$266.3M acquisition of MyHealth Partners (2021)
- > \$453.5M raised in public and private financings to date, 20 acquisitions, and 4 investments to date (2018 - 2021)

### **BBTV Holdings Inc.**

- > \$66.3M refinancing transaction (2021)
- > \$172M initial public offering and buy-out of majority private equity interest (2020)

### **Anacortes Mining Corp.**

- > \$100M acquisition of New Oropuru Resources Inc. (TSXV) by way of plan of arrangement and concurrent subscription receipt financing (2021)

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## Co-Chairs

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## Additional Work Highlights

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### Alcanna Inc.

- > Counsel to Special Committee of the board of directors of Alcanna Inc. in connection with its proposed \$346M acquisition by Sundial Growers Ltd. (2021)

### Northstar Clean Technologies Inc.

- > \$22M acquisition of Empower Environmental Solutions Ltd., concurrent financing and direct listing by prospectus (2021)

### Private Company

- > \$328.4M reverse take-over and \$25.8M private placement financing (2019)

### J55 Capital Corp.

- > \$198M business combination and concurrent financing in connection with the qualifying transaction of Enthusiast Gaming Holdings Inc., a leading publicly traded esports and gaming media organization in North America (2019)

### Private Company

- > \$5.8B reverse take-over and \$520M brokered sub receipt financing (2018)

### Pure Multi-Family REIT LP

- > \$57.5M initial public offering and \$457M in follow on equity raises

### **Private Company**

- > Counsel to special committee of TSX listed corporation in series of acquisitions and joint ventures in alcohol industry with a deal value of \$698M

### **Pure Industrial Real Estate Trust**

- > \$19M initial public offering and over \$1.5B in follow on equity raises

### **Makena Resources Inc.**

- > \$69M business combination with BioCan Technologies Inc. and Epimeron Inc. and concurrent financing

### **Huntington Real Estate Investment Trust**

- > \$48M debenture offering and new listing

### **IAT Air Cargo Facilities Income Fund**

- > IAT Air Cargo Facilities Income Fund business combination with Huntingdon Real Estate Investment Trust (combined enterprise value of \$370M)

### **REALnorth Opportunity Fund**

- > \$12.9M initial public offering