



Christian P. Gauthier

Partner

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Vancouver

EDUCATION

Trinity Western University, BBA, 1995,
with distinction

University of British Columbia, LLB, 2000

BAR ADMISSIONS

Ontario, 2002

British Columbia, 2014

Christian Gauthier is a Partner of Bennett Jones LLP based in Vancouver and Toronto who advises local and international clients on mergers & acquisitions, corporate finance, initial public offerings, corporate governance and securities law matters.

Christian is also an adjunct professor at the Faculty of Law, University of British Columbia where he teaches the Capstone Business Law course, primarily to third year students with a focus on business law.

Christian recently acted as the principal M&A/securities lawyer on the following transactions:

Mergers & Acquisitions

- **Crius Energy Trust** (TSX: KWH.UN) with its US\$172.5 million cross border acquisition of U.S. Gas & Electric, Inc. (2017)
- **Gateway Casinos & Entertainment Limited** with its acquisition of the Playtime group of companies for an undisclosed amount (2016)
- **Precision Castparts Corp.** with the following cross border acquisitions:
 - (a) Noranco Inc. from MidOcean Partners and PSP Investments for US\$560 million (2015);
 - (b) Aerostructure and Industrial Products from Héroux-Devtek? for \$300 million (2013); and
 - (c) Centra Industries Inc. for an undisclosed amount (2012).
- **VimpelCom Ltd.**'s (NASDAQ: VIP) with its \$300 million sale of the Globalive group of companies (WIND Mobile Canada) to West Face Capital Inc., Tennenbaum Capital Partners et al (2014)
- **TerraPro Inc.** with its reorganization pursuant to a plan of arrangement and concurrent refinancing for an undisclosed amount (2016)
- **Royal Host Inc.**'s (TSX:RYL) \$157 million acquisition by Holloway Lodging Corporation (TSX: HLC) under plan of arrangement (2014)
- **Clarke Inc.**'s (TSX:CKI) \$100 million sale of its freight business to TransForce Inc. (TSX: TFI) (2014)
- **TerraVest Capital Inc.**'s (TSX:TVK) (a) \$16 million acquisition of Signature Trucks (2015); (b) \$12 million acquisition of NWP Industries Inc., (2014) and (c) \$54 million acquisition of Gestion Jerico Inc.

Corporate Finance

- **Gateway Casinos & Entertainment Limited** with its 2017 refinancing which included a \$125 million senior secured revolving credit facility, a US\$440 million senior secured term loan facility and US\$255 million of second priority senior secured notes due 2024 led by Morgan Stanley, and including SunTrust Robinson Humphrey, BMO Capital Markets, Macquarie Capital, CIBC Capital Markets, National Bank of Canada Financial Markets and ING (2017)
- **Crius Energy Trust** (TSX: KWH.UN) with its:
 - (a) \$126.5 million bought deal offering of subscription receipts co-led by Desjardins Capital Markets, RBC Capital Markets and National Bank Financial Inc. as part of the financing for the acquisition of U.S. Gas & Electric, Inc. (2017);
 - (b) \$72.5 million bought deal offering of subscription receipts co-led by Desjardins Capital Markets and RBC Capital Markets to fund a portion of its U.S. tender offer to acquire 100% of the units it did not already own in Crius Energy LLC for \$189.4 million (2016);
 - (c) \$46.1 million bought deal short form prospectus offering co-led by Cormark Securities Inc., Scotiabank and RBC Capital Markets for the primary purpose of increasing its ownership in Crius Energy, LLC from 26.8% to 43.1% (2015); and
 - (d) \$100 million cross border TSX IPO by a syndicate co-led by Scotiabank, RBC Capital Markets and UBS Securities Canada Inc. (2012).
- **TG Income Trust III's** \$35 million trust unit offerings by way of initial public offering and subsequent public offerings led by PI Financial Corp. and including Industrial Alliance Securities Inc. (2016/7)
- **UrtheCast Corp.'s** \$19.6 million bought deal offering co-led by Clarus Securities Inc. and Canaccord Genuity Corp. (2017)
- **Canaccord Genuity Corp.** as lead agent or underwriter for (a) Patriot One Technologies Inc.'s (TSX-V: PAT) \$4.6 million private placement of special warrants (2017), and (b) InMed Pharmaceuticals Inc.'s (CSE: IN) \$5.7 million public offering of units (2017)
- **Refresh Capital Corporation's** (a) \$150 million credit facilities with two undisclosed lenders, and (b) multiple offerings of unsecured debentures with Richardson GMP as sole and lead agent (2016)
- **Helios Wire Corporation's** private placement of convertible debentures for an undisclosed amount (2017)
- **TerraVest Capital Inc.'s** (TSX: TVK) (a) \$25 million aggregate principal amount of 7.00% convertible unsecured subordinated debentures due June 30, 2020 on a bought deal basis at a price of \$1,000 per \$1,000 principal amount of debentures co-led by National Bank Financial Inc. and CIBC World Markets Inc.; and (b) \$20 million bought deal co-led by National Bank Financial Inc. and Cormark Securities Inc.
- **OneRoof Energy, Inc.'s** (TSXV: ON) \$50 million cross border TSX-V IPO by a syndicate led by Desjardins Capital Markets and including Canaccord Genuity Corp. (2014)

Christian is an instructor on Understanding the Director's Duty of Care in the Director Education Program offered by SFU's Beedie School of Business and jointly developed by the Institute of Corporate Directors and The Rotman School of Management. Christian was an adjunct professor at the Faculty of Law, University of Western Ontario, where he co-taught "The Art of the Deal" from 2010 to 2012 and an adjunct professor at the York University Faculty of Law, Osgoode Hall Law School, where he co-taught Canadian Business Associations to international students in Osgoode's Professional LLM program. Christian was a special lecturer in the Faculty of Law at Queen's University, where he co-taught a seminar on advanced corporate law from 2008 to 2010.

In 2005, Christian completed a six-month secondment to the Corporate Finance Branch of the Ontario Securities Commission where he was responsible for reviewing and commenting on prospectuses and applications for discretionary exemptions.