



Bennett Jones

## Commercial Transactions

As key advisors to clients' management teams, our lawyers help public and private clients navigate their way through the constantly changing business environments in which they operate. Focusing above all else on results and the development of the best possible client-counsel relationship, we take the time to understand our clients' businesses, ask them to define their operational and financial objectives, and most importantly, gauge clients' needs to help them build better, more profitable enterprises.

Our clients comprise a cross-section of industry and commerce, from public companies operating in the natural resources sector to self-made entrepreneurs. And though each company is different, there are many common legal issues that corporate entities face. Our lawyers help clients assess, evaluate and maintain their company organization and tax structures, advising on officer and director liability issues, negotiating and preparing documentation for contracts, agreements and company financing transactions of all types, and counselling on business issues ranging from asset management to corporate expansion. We also provide routine services for our clients, acting as their registered records office and filing the necessary documents to keep their organizations up-to-date and in good standing with provincial and federal authorities. Our team also negotiates and drafts all necessary corporate agreements, such as partnership and shareholder agreements, and offers our guidance and assistance when disputes among partners or shareholders arise.

Depending on the legal issues, we also work in conjunction with specialty capital markets, real estate, labour & employment, tax, and intellectual property lawyers, operating as an integrated team to address each client's unique circumstances. And, when litigation is necessary, our commercial litigation lawyers act to defend clients' interests.

Every step of the way, our lawyers offer strategic counsel, overseeing the ongoing legal aspects of our clients' business growth and financial success.

### Select Experience

- **Magna Gold Corp.**, in its approximately \$19.5-million acquisition of Molimentales del Noroeste, S.A. de C.V., which owns 100% of the San Francisco Mine located in Sonora, Mexico, from Alio Gold Inc.
- **City Wide Towing and Recovery Service Ltd.**, in its defence of an action brought by former owner alleging breach of post-sale non-compete obligations, and a separate matter against former employee for theft and misuse of confidential information.
- **URUS Group LP and affiliates** (formerly Alta Genetics), on a significant dispute between our client and a contract counterparty with respect to continued operation of a multi-generational genetic improvement program.
- **District Ventures**, in its fund to invest in early state opportunities in the consumer packaged goods and health and wellness spaces.
- **Amgen Inc. and Amgen Canada Inc.**, in a Patented Medicines (Notice of Compliance) Regulations patent infringement/patent validity trial, scheduled to be heard in January 2020.
- **QuirkLogic, Inc.**, in their commercial, technology and licensing support for all aspects of this new technology enterprise, the Quilla collaboration product platform, including manufacturing, sales, development and licensing, on a global basis.
- **Payments Canada**, as lead external law firm to transform and modernize Canada's financial clearing, settlements and payments infrastructure.



- **URUS Group LP and affiliates**, in researching current market arrangements and trends and legal frameworks for constraining uses of improved genetics in dairy industry.
- **Kissner Group Holdings LP**, in its acquisition of NSC Minerals Ltd.
- **Lithion Power Group**, in its acquisition of Aved Electronics.
- Canadian Imperial Bank of Commerce, New York Branch, as lead arranger, bookrunner, and lender in term loan facilities totalling \$175 million and \$100 million revolving credit facility to **Contanda LLC**.
- **MEG Energy Corp.**, in its private placement of US\$1.2-billion aggregate principal amount of 7.1250% senior unsecured notes due 2027 in the United States and Canada.
- **Canadian Pacific Railway**, in its public offering of US\$500-million aggregate principal amount of 2.050% notes due 2030.
- **Canadian Pacific Railway**, in its public offering of \$300-million aggregate principal amount of 3.05% notes due 2050.
- **Skandinaviska Enskilda Banken AB (publ)**, as joint lead arranger and joint bookrunner in term loan facilities totalling \$385 million and \$125 million revolving credit facility made to a corporation in the medical technology industry.
- **Pacific BioEnergy Holdings Corp.** on the sale of a majority interest in **Pacific BioEnergy Corporation (PBEC)** to Sumitomo. PBEC is a wood pellet manufacturer based in Prince George, BC.
- **CSV Midstream Solutions**, in its \$470-million acquisition of Paramount Resources Ltd's Karr 6-18 natural gas facility and related midstream assets.
- **United Active Living Inc.**, in matters related to ownership and operations of assisting living housing projects.
- **SENSO Lighting Inc.**, in the sale of 100% of its outstanding equity securities to Luminii, LLC, a portfolio company of The Riverside Company.
- **Osisko Gold Royalties Ltd**, in its approximately \$338-million acquisition of Barkerville Gold Mines Ltd.
- **Helios Wire Corporation**, in its sale to EchoStar Global L.L.C.
- **Inuvialuit Development Corporation**, as owner of Canadian North airline, in the merger of Canadian North and First Air (owned by Makivik Corporation), to create a Inuit-owned unified northern Canadian airline.
- **1908 GP Inc.**, in the formation of 1908 LP and the formation and capitalization of POI Holdings LP by a syndicate of private Canadian investors led by Cody Church, on behalf of Clear North Capital, together with a team that included Rakesh Saraf (formerly of ATRF) and Kenny Albert (formerly of Kilmer Capital), and the acquisition of a majority interest in the business of POI Business Interiors Inc., a provider of workspace environment solutions and a Steelcase distributor in Ontario.
- **Kensington Capital Advisors Inc.**, a leading independent Canadian investor in alternative assets with over \$1.5 billion invested in private equity, venture capital and alternative assets, in its acquisition of the surgical division of Centric Health Corporation.
- **Northern Metallic Sales (F.S.J.) Ltd.**, an independent industrial supply company offering both traditional and non-traditional MRO products and related services, in its sale to affiliates of Side Management Ltd.
- **New Pacific Metals Corp.**, in its bought deal short form prospectus offering of common shares for total gross proceeds of \$17.25 million, which included the exercise of the over-allotment option granted to the Underwriters in full.
- **Third Eye Capital Corporation**, entered into a \$20 million Term Loan Facility and \$30 million Revolving Credit Facility with the Term Borrower and Revolving Borrower.
- **Canso Investment Counsel Ltd.**, in the private placement by an issuer in the print media industry of \$90 million of 12.0% senior secured notes.



- **BDC Capital Inc.**, as a key institutional investor, in a \$20-million investment in ArcTern Ventures' Fund II.
- The special committee of **Holloway Lodging Corporation**, in the acquisition by Clarke Inc. of all of the issued and outstanding common shares of Holloway that it does not currently own by way of statutory plan of arrangement.
- **Sproule Associates Limited**, a leading global energy advisory firm in the oil and gas sector, in its acquisition of all of the membership interests in the capital of MHA Petroleum Consultants LLC in an all-equity transaction.
- **BDC Capital Inc.**, in its subscription for 987,763 Class D Preferred Shares of HiFi Engineering Inc for an aggregate subscription price of \$5,000,000.
- **Devon Canada Corporation** and **Devon Canada Crude Marketing Corporation**, in their approx. \$3.8-billion sale of substantially all of their assets to Canadian Natural Resources Limited.
- **BDC Capital Inc.**, in an initial subscription for 5,123,475 Class C Preferred Shares First Series of Inventys Thermal Technologies Inc. for US\$4,999,999.26 and a subsequent subscription for an additional 2,238,688 Class C Shares and 447,737 share purchase warrants for US\$2,839,999.60.
- **ECi Software Solutions Inc.**, in its acquisition of Office Document Consulting Inc. (ODC).
- **Osisko Gold Royalties Ltd.** in the secondary offering of shares held by Orion Resources Partners.
- **District Ventures**, in its equity investment in NadaMoo.
- **ECi Software Solutions Inc.**, in its acquisition of Lasso Data Systems.
- **ECi Software Solutions Inc.**, in its acquisition of Print Audit.
- **Just Cash**, in its sale of a controlling investment position to Coinsquare Ltd.
- The initial consenting senior unsecured noteholders in Bellatrix's recapitalization pursuant to the CBCA.
- **CIP Capital Management LLP**, as Canadian counsel, in its acquisition of People 2.0, Inc.
- **Kissner Group Holdings LP**, completed its acquisition of NSC Minerals Ltd., a market-leading provider of salt products in Western Canada and the North Central United States, from an investor group led by Altas Partners.
- **ATCO Power**, in the negotiation of a design build and O&M contract for the Fort Chipewyan Phase 2 2.2MW ground mount photovoltaic solar project.
- **Calgary Glycol Facilities Corporation**, in the Calgary Airport Dedicated De-icing Facilities Project.
- Canadian counsel to **Conagra Brands, Inc.** in its \$10-9 billion acquisition of Pinnacle Foods Inc.
- **PlantExt Ltd.**, in corporate, regulatory and IP matter related to Hebrew University, Agricultural Research Organization and ongoing corporate and financing needs.
- **Algonquin Power Utilities**, registered fixed to floating subordinated notes southbound MJDS offering.
- Canadian counsel to **Baker Technologies, Inc.**, a Colorado-based provider of cannabis-specific customer relationship management software, in its business combination with Santé Veritas Holdings Inc., Brideside Holdings, LLC and Sea Hunter Therapeutics, LLC.
- **TriWest Capital Partners**, one of Canada's leading private equity firms, in partnership with senior management and existing shareholders, in its investment in Lithion Power Group (fka HPC Energy Services Ltd.).
- **724 Solutions Inc.**, with structuring and implementing the privatization of the company by sale to Austin Ventures.
- **A Canadian E&P company**, with the sale of its gas plant.



- **Cannabis Wheaton Income Corp.**, in its strategic alliance agreement with Honest Inc. (d/b/a Province Brands of Canada).

## Recent Recognitions

- **Chambers Canada**  
Ranked Band 1, Corporate/Commercial: The Elite - Alberta  
Ranked, Corporate/Commercial: The Elite - Ontario  
Ranked, Corporate/Commercial: Highly Regarded - BC  
Ranked Corporate/M&A - Nationwide
- **Chambers Global: The World's Leading Lawyers for Business**  
Ranked, Corporate/M&A
- **The Legal 500 Canada**  
Ranked, Capital Markets  
Ranked, Corporate and M&A
- **The Canadian Legal Lexpert Directory**  
Most frequently recommended, Corporate Commercial Law, Calgary and Edmonton  
Consistently recommended, Corporate Commercial Law, Toronto  
Repeatedly recommended, Corporate Commercial Law, Vancouver

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