



Christian P. Gauthier

Partner

Co-Head of Mergers & Acquisitions Practice

T: 604.891.5120 (Vancouver) / T: 416.777.6534 (Toronto) / E: gauthierc@bennettjones.com

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 and Board Member of Bennett Jones LLP based in Vancouver and Toronto. He advises local and international clients on domestic and cross-border mergers & acquisitions (including management and leveraged buyouts of private and publicly-traded companies), corporate finance, initial public offerings, corporate governance and other capital markets and securities laws matters.

"Christian is always extremely business-savvy, pragmatic and results-oriented in his approach to solving clients' problems."

Chambers Canada

Christian started our Vancouver Office in 2014, which has since grown to approximately 50 lawyers and has been recognized as one of British Columbia's leading law firms (*Chambers Partners*). Prior to moving to Vancouver, Christian was the Co-Head of Capital Markets and M&A in Toronto where he practiced for over 13 years.

Christian enjoys building long-lasting working relationships with clients, often assisting clients through various business growth cycles, from incorporation, seed financings, initial public offerings, follow-on offerings, divestitures, acquisitions, financings, refinancings, restructurings and sales processes, as illustrated by the following examples.

Gateway Casinos Entertainment Limited

(a) US\$1.25 billion cross border loan led by refinancing of capital structure to facilitate repayment of LEEFF loan (described below)

(b) \$200-million loan made available by Canada Enterprise Emergency Funding Corp. (CEEFC) under the Large Employer Emergency Financing Facility (LEEFF), the first loan advance of its kind (2020)

- (b) negotiation of various amendments with secured lenders, gaming regulators and landlords to account for impact of COVID-19 related casino closures (2020)
- (c) US\$1.15 billion cross border merger with Leisure Acquisition Corp and NYSE listing (withdrawn) (2020)
- (d) US\$170 million cross-border loan following internal reorganization (2019)
- (e) acquisition of Signal Point Casino and acquisition of Chances Kamloops (2019)
- (f) \$100 million initial public offering filings with the SEC for a proposed listing on the NYSE (withdrawn) (2018)
- (g) refinancing of US\$335 million secured term loan facility and C\$150 million revolving facility (2018)
- (h) refinancing of US\$485 million secured term loan, C\$125 million revolving facility and US\$255 million second lien secured notes due 2024 (2017)
- (i) acquisition of the Playtime group of companies (2016)
- (j) \$170 million tender offer and refinancing of its second lien secured notes due 2017 (2013)
- (k) \$535-million refinancing of its \$365 million secured credit facility and second lien \$170-million senior note offering (2010)
- (l) \$1.5 billion restructuring and recapitalization pursuant to a plan of arrangement (2010)

Crius Energy Trust (TSX: KWH.UN)

- (a) \$630 million sale to Vistra Energy pursuant to a competitive sales process (2019)
- (b) US\$172.5 million cross border acquisition of U.S. Gas Electric, Inc. (2017)
- (c) \$116.5 million bought deal offering to fund the purchase price of U.S. Gas Electric, Inc. (2017)
- (d) \$72.5 million bought deal offering to acquire 100% of Crius Energy LLC for \$189.4 million (2016)
- (e) \$46.1 million bought deal offering to increase its interest in Crius Energy, LLC from 26.8% to 43.1% (2015)
- (f) \$100 million cross border TSX IPO (2012)

UrtheCast Corp. (TSX:UR)

- (a) \$100 million restructuring under the Companies Creditors Arrangement Act and sale of its UrtheDaily and OptiSar constellation assets (2021)
- (b) US\$20 million cross border acquisition of GEOSYS Technology Holding LLC from Land O'Lakes, Inc. (2019)
- (c) US\$12 million secured term loan led by a group of lenders to fund GEOSYS acquisition (2019)
- (d) \$34 million private placement of subscription receipts and qualification of same by prospectus (2018)
- (e) US\$142 million credit agreement with U.S. Bank National Association, as administrative agent (2018)
- (f) \$19.6 million bought deal offering (2017)

Canaccord Genuity Corp. as lead or co-lead underwriter or agent for capital market offerings

- (a) multiple bought deal offerings for *Numinous Wellness Inc.* (2020/21)
- (b) multiple bought deal offerings for *Cloud MD Software & Services Inc.* (2020/1)
- (c) *Tantalus Holdings Systems Inc.*'s subscription receipt private placement and RTO (2020)
- (d) *Burcon NutraScience Corporation*'s bought deal offering (2020)
- (e) *Askott Entertainment Inc.*'s subscription receipt private placement and merger with FansUnite Entertainment Inc. (2020)
- (f) *Hemptown Organics Corp.*'s private placement and proposed RTO (2019/2020)
- (g) multiple bought deals for *Patriot One Technologies Inc.* (2017/8)
- (h) *InMed Pharmaceuticals Inc.*'s public offering of units (2017)

Refresh Capital Corporation

- (a) sale to Borrowell Inc. under a plan of arrangement (2021)
- (b) \$150 million credit facilities with two undisclosed lenders (2016)
- (c) multiple offerings of unsecured debentures with Richardson GMP as sole and lead agent (2016)

Helios Wire Corporation

- (a) sale to EchoStar Corporation (NASDAQ: SATS) under a plan of arrangement (2019)
- (b) private placement of convertible debentures for an undisclosed amount (2017)

Precision Castparts Corp., a subsidiary of Berkshire Hathaway Inc.

- (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)
- (c) Centra Industries Inc. for an undisclosed amount (2012).

TerraVest Capital Inc.'s (TSX:TVK)

- (a) \$16 million acquisition of Signature Trucks (2015)
- (b) \$25 million convertible unsecured subordinated debentures bought deal offering (2015)
- (c) \$12 million acquisition of NWP Industries Inc. (2014)
- (d) \$54 million acquisition of Gestion Jerico Inc. from Clarke Inc. (2014)
- (e) \$20 million bought deal co-led by National Bank Financial Inc. and Cormark Securities Inc. (2014)
- (f) \$13.75 million substantial issuer bid (2012)

VimpelCom Ltd. (NASDAQ: VIP): \$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.: reorganization pursuant to a plan of arrangement and concurrent refinancing for an undisclosed amount (2016)

Christian is an adjunct professor at the Faculty of Law, University of British Columbia where he co-teaches the Capstone Business Law course, primarily to third year students with a focus on business law. 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 IPO prospectuses and applications for discretionary

exemptions.