

大成 DENTONS

# Mergers and Acquisitions

An introduction to our  
Canadian M&A capabilities

Grow | Protect | Operate | Finance

October 2022

# Dentons' M&A capabilities

**Our lawyers have significant experience in cross-border M&A transactions and specific sector experience in many of Canada's important sectors including mining, oil and gas, renewable energy, cannabis, technology, media, telecommunications, biotechnology, agriculture and industrial.**

**200+** Corporate/  
M&A lawyers



In choosing a Canadian law firm for a merger or acquisition, Dentons understands that clients look for not only legal expertise but also industry knowledge and an understanding of government policy and market intelligence.

A successful deal requires the support of experienced and innovative advisors. Dentons lawyers have a decades-long track record of successfully and efficiently structuring and closing M&A transactions. We routinely represent both strategic and financial buyers and sellers in their transactional activities, including takeover bids (hostile and friendly), amalgamations, arrangements, and share and asset purchases.

As companies and investors increasingly transact business on a global scale, our clients also benefit from our geographic diversity. With offices around the world and relationships with investment banks, accounting firms and lenders throughout the world, we can swiftly assemble a team of professionals with the needed skill sets to execute deals in virtually all geographies.

Whether we act for domestic or international clients, private equity investors, bidders or targets, financiers or independent board committees, our experience allows us to move quickly and efficiently to assure the best outcome for our clients. We know the players; we know the regulators—and we know how to structure a successful transaction.

We provide strategic advice, prepare all documents and appear before securities commissions and courts where challenges need to be made or defended. Our firm provides innovative and sophisticated advice on all matters arising in connection with M&A transactions, including tax, financing, environmental, competition, foreign investment, public policy, employment, pension and intellectual property law. We also advise on Investment Canada requirements and borrowing of acquisition funds.

### Three key qualities of our client-centric approach to legal services



**Anticipating** what matters most to you, where your opportunities are coming from, where risks need to be managed and what challenges must be overcome



**Leading** with team-oriented lawyers and professionals, working together across geographies and informed by diverse cultural backgrounds and marketplaces perspectives to provide innovative solutions



**Creating** innovative fee arrangements, efficient technology and other value-adds that align with your operational imperatives

# Reasons to use us

1

**We know M&A** – Dentons has one of the largest and strongest M&A practices in Canada and globally. As one of the leading corporate and commercial practices in North America, Dentons provides local, regional and multi-national advice to a broad spectrum of clients with respect to all aspects of acquisition and divestment transactions.

2

**Cross-border transactions are at the core of our business** – Our award winning cross-border teams regularly work together on complicated, cross-border M&A transactions with tight timeframes. Whether our clients are on the buy-side or sell-side of a transaction, they rely on our seasoned Canadian and global teams for sophisticated advice at every stage of the M&A process.

3

**We know the Canadian industries** – We understand Canadian industries, having specialized lawyers in all major Canadian businesses, including mining, oil and gas, cannabis, technology, media, telecommunications, biotechnology, agricultural and industrial. We have been involved in numerous transactions and projects at the heart of these Canadian industries, but also involving infrastructure and services that are critical to these businesses.

# 4

## **We know the government policy landscape around the Canadian Industries**

– Dentons Government Affairs and Public Policy group in Canada comprises a world-class team of former politicians, policy leaders and leading recognized lawyers who can assist you anticipating policy changes and positioning the new company for maximum success.

# 5

## **We provide value for money**

– We hope we get to the point of discussing business terms to assist you with your transaction. If we do, we will provide a fee proposal based on transparent terms, controlled legal spend, competitive pricing and employing a disciplined approach to fees working efficiently and billing only for necessary handling of matters by lawyers who add value to the project, bearing in mind the level and complexity of your needs.

**“Dentons’ team is the most practical, responsive and effective of all of the law firms that we work with or alongside. Their advice is to the point and they very effectively communicate key deal issues without getting bogged down in minutia that is not relevant to a transaction.”**

— Legal 500

**“I am impressed with its knowledge in a variety of areas.”**

— Chambers of Canada

**“Dentons Canada provides the best legal work at a reasonable cost in the marketplace. I have used many of the largest firms over my career and I keep coming back to Dentons, not only in Canada but abroad. When I use Dentons I know I am getting the best service, advice and value for my legal spend.”**

— Legal 500

# Key focus areas

- Takeover Bids and Plans of Arrangement
- Acquisition Finance
- Competition and Antitrust
- Joint Ventures
- Leveraged and Management Buyouts
- Regulated Industries
- Taxation in Mergers and Acquisitions

## Takeover Bids and Plans of Arrangement

Global companies need global expertise for either hostile or friendly take-over bids or arrangements. Each opportunity is different and we can help you through our global team of leading lawyers, and our relationships with external advisors and regulators.

Even if you are strictly domestic in your operations, your opportunities and shareholders are likely global. You need to position yourself to navigate the myriad of regulatory processes and rules. As your ally, Dentons provides the global expertise and experience to help you close the deal and plan for post-closing success. Our experience and analytics gives you insight into, and advance warning of, the timing, cost and complexities of a transaction.

## Acquisition Finance

At Dentons, we pride ourselves on structuring creative and forward-thinking solutions that address commercial realities, within the tight time frames transactions require. With decades of experience advising issuers, borrowers, lenders at all levels, financial sponsors and institutional funds, we offer a comprehensive perspective.

## Competition and Antitrust

Businesses around the world face increased enforcement of antitrust and competition law, including merger control. With a team of dedicated Dentons competition lawyers by your side, you are able to navigate antitrust and competition regimes with confidence. Whether representing you in complex litigation, responding to governmental investigation or action, or advising on compliance with merger laws and regulations, we deliver tailored, effective and timely responses.

Is notification to any agency required? If so, in what jurisdictions? Does the deal cross borders? We manage these issues efficiently and effectively, with a keen awareness of your timing requirements.

## Joint Ventures

Dentons advises on implementing, operating and dissolving joint ventures in Canada and across the globe. Entering into a joint venture can enable your company to take on larger projects, tap new markets, reap valuable experience, or leverage local insights in unfamiliar jurisdictions. Equally, in difficult economic times, joint ventures present opportunities for companies facing challenging or uncertain circumstances. Dentons can help you maximize the strategic advantages and minimize the hazards.

While you expand your planning and operational capabilities, we will advise on the core issues in a joint venture, from tax efficiencies and funding, to governance and operation to transfers and exit.

## Leveraged and Management Buy-Outs

Buyout funds operate in an increasingly competitive environment. Whether a classic LBO, MBO or MBI, fund managers and management teams face auctions and complex tendering procedures with tight deadlines, often in direct competition with potential strategic investors.

Our experience in buyout transactions goes far beyond executing the transaction. We understand:

- The complexity of your business, its value drivers and regulatory constraints
- How you earn your money and how your incentive/carried interest schemes are set up
- The requirements of the debt providers and the processes necessary to get them on board
- The constraints of the management teams, their expectations and concerns

## Regulated Industries

When regulatory compliance is a lifeline of your business, your deals require skilled advisors who focus on your industry. Dentons offers M&A lawyers who understand your regulatory requirements, know your regulators and creatively solve complex regulatory compliance problems.

Our regulatory expertise spans all sectors of the Canadian economy, including energy, aviation, defence, health care and infrastructure.

For acquirers of companies in regulated industries, our deep industry knowledge will aid in the due diligence process, the valuation of your bid and the development of your acquisition and integration strategies. For sellers, we can identify and solve legal regulatory issues to maximize purchase price and expedite the sale process. Our experience working with regulators - both on compliance matters and in obtaining approvals for M&A transactions - is critical to an efficient and successful transaction.

## Taxation in Mergers and Acquisitions

Dentons can add value by minimizing transaction taxes and creating optimal holding structures for your transaction.

Our global team of tax lawyers draws on years of experience handling transactions and investments across the globe. Having tax experts involved in your M&A transactions is pivotal for success. No matter what goals your M&A activity is designed to achieve, Dentons will advise you on the most tax-efficient solutions to meet them.

# Merger and Acquisitions Deals

## Cross-border deals

**5N Plus Inc.:** Advised 5N Plus, a leading global producer of specialty semiconductors and performance materials in its acquisition of AZUR SPACE Solar Power GmbH (AZUR), a global leader in developing and manufacturing multi-junction solar cells for space and terrestrial concentrated photovoltaic applications.

**Cerrado Gold Inc.:** Advised in connection with an acquisition of Minera Don Nicolás S.A., and its namesake operating mine and surrounding properties in the Province of Santa Cruz, Argentina as well as a metals purchase and sale agreement and financing package.

**Clever Leaves International Inc.:** Advised in connection with its listing on the NASDAQ Capital Market by way of a business combination with Schultze Special Purpose Acquisition Corp.

**Click to Collect West Indies Ltd.:** Advised in connection with its listing on the NASDAQ Capital Market by way of a business combination with Schultze Special Purpose Acquisition Corp.

**Cougar Drilling Solutions Inc.:** Advised on the sale of its global downhole drilling services business to TAQA Drilling Solutions Inc., a wholly owned subsidiary of Industrialization and Energy Services Company (TAQA). The Saudi Government, through the Public Investment Fund, owns 45% of TAQA, while the remaining 55% is owned collectively by Joint Stock Companies and several private and industrial investors representing a cross-section of the Saudi industrial community.

**Dow Chemical Canada ULC:** Advised in connection with the sale of its rail infrastructure assets and related equipment at six major North American sites (including Fort Saskatchewan and Prentiss in Alberta) to Watco Companies, LLC for US\$315 million.

**Dye & Durham Corporation:** Advised in its acquisition of SAI Global's Property Division for approximately CA\$89 million, in cash.

**Dye & Durham Corporation:** Advised in its acquisition of GlobalX Information Pty Ltd for approximately CA\$166 million.

**Enbridge Inc.:** Representing Enbridge on its \$1.75 billion sale of a 49% interest in a portfolio of renewable power assets in North America and Europe to the Canada Pension Plan Investment Board (CPPIB). Under the terms of the transaction, CPPIB also committed to fund its 49 percent share of the remaining construction capital required to complete certain wind projects representing a total investment commitment by CPPIB of \$2.25 billion.

**Flex Pharma, Inc.:** Advised the NASDAQ-listed biotechnology company in its reverse acquisition by Salaris Pharmaceuticals, LLC.

**Focus Financial Partners, LLC:** Advised in the acquisition of Nexus Investment Management Inc., an investment and wealth management services firm based in Toronto.

**Gage Growth Corp:** Advised in connection with its business combination with TerrAscend Corp. for aggregate consideration of approximately US\$545 million. As part of the transaction, Dentons also advised Gage on regulatory matters in respect of the reorganization of its Canadian cannabis retail operations. The transaction established one of the largest cannabis companies in North America, operating 7 cultivation facilities, over 25 retail locations and across 6 states and provinces.

**GetSwift Limited:** Advised in connection with its re-domiciliation to Canada by way of a scheme of arrangement and listing of its new Canadian parent company, GetSwift Technologies Limited, on the NEO Exchange.



**Groupe Lactalis:** Advised Lactalis Canada, a subsidiary of Groupe Lactalis, in connection with its acquisition of Agropur's Canadian yogurt business, Ultima Foods, including the Iögo and Nanö yogurt brands, as well as the Olympic yogurt, sour cream and kefir brand.

**Investment Management Corporation of Ontario (IMCO):** Advised IMCO on the sale of indirect interests in Viesgo Infraestructuras (Viesgo) to funds managed by Macquarie Infrastructure and Real Assets (MIRA) for an undisclosed amount. Viesgo is a Spanish electricity distributor and generator, serving approximately 700,000 customers through its over 30,000km distribution network and 500MW of generation capacity.

**Instant Brands Inc.:** Advised on its merger with Corelle Brands LLC (Corelle). Corelle is a portfolio company of private equity firm Cornell Capital with more than US\$2.8 billion in assets under management.

**James Richardson & Sons, Limited:** Advised on its acquisition of 100% of the issued and outstanding shares of Bison Transport Inc. and its affiliated companies, one of Canada's largest trucking companies with operations throughout North America.

**Media 6:** Advised in its acquisition, through a SPA (Share Purchase Agreement), of the Canadian company Interior Manufacturing Group (IMG), specialized in the design and manufacturing of luxury retail interiors and furnishings in the North American market.

**MIE Holdings Corporation:** Advised on the US\$250 million sale of its entire Canadian upstream oil and gas business to Far East International Limited. The transaction involved assets covering two million net acres of land and ownership in several major gas processing facilities. An Advance Ruling Certificate (the highest form of Canadian competition law clearance) was secured from the Competition Bureau and Investment Canada advice was also provided.

**Moregidge Inc. (d/b/a Doorr):** Advised in connection with its strategic acquisition by Finastra via its Canadian mortgage business Filogix.

**Motorola Solutions, Inc.:** Advised as international counsel in connection with its acquisition of Pelco, Inc., a global provider of video security solutions operating in 20+ jurisdictions across the world.

**Multinational pharmaceutical and life sciences company:** Advised with respect to corporate matters in Canada, as well as local corporate matters around the world, in connection with the sale of this multinational pharmaceutical and life sciences company's agricultural businesses and assets for US\$9 billion to German chemical company. The sale was one of the largest antitrust enforcement divestitures in history.

**ole Media Management LP:** Advised on CA\$300 million in acquisitions of production music and related businesses in multiple jurisdictions, including Compact Media Group, Cavendish Music, Jingle Punks Music LLC and Sony Pictures Entertainment.

**Ontario Power Generation Inc.:** Advised on its acquisition of Cube Hydro Partners, the owners and operators of 19 hydroelectric facilities in five states in the U.S., from private equity fund Helix Partners.

**Ontracks Enterprises, Inc.:** Advised in the cross-border sale of the companies to Bentley Systems (BSY), an engineering software firm providing solutions to accelerate project delivery and improve asset performance for the infrastructure that sustains the economy and the environment.

**The Baupost Group, LLC:** Advised in its acquisition of Western Union Business Solutions (now known as Convera) from the Western Union Company.

**Verrano Holdings Corp.:** Advised in its acquisition of all of the issued and outstanding shares of Goodness Growth Holdings, Inc. by way of plan of arrangement for an all share purchase price of US\$413 million.

**Wolverine Partners Corp. / Gage Growth Corp.:** Advised Gage Growth Corp. in connection with its acquisition of Rivers Innovations Inc.

## Canadian deals

**3PlayMedia Inc.:** Advised 3Play Media, Inc., as Canadian counsel, in its acquisition of CaptionMax LLC and its Canadian subsidiary, NCC CM Canada Holdings Ltd.

**ADRM Software, Inc.:** Advised a leading provider of large-scale industry data models, in its sale to Microsoft.

**Alga Microwave Inc.:** Advised on sale of all of the issue and outstanding shares of Alga Microwave Inc., a RF/microwave components manufacturer, to Baylin Technologies Inc. and the sale of the premises in which Alga's operations are conducted.

**Ample Organics Inc.:** Advised in its sale to Akerna Corp. for cash and share consideration valued at approximately US\$30.7 million.

**Bonnefield Financial Inc.:** Advised Bonnefield Financial Inc., a leading Canadian farmland investment manager, on the sale of a majority interest in the company to Walter Global Asset Management.

**BPLI Holdings Inc.:** Advised the Special Committee of BPLI Holdings in connection with the management-led going-private transaction by way of a court-approved plan of arrangement.

**Bunzl Canada Inc.:** Advised as lead counsel in two separate back-to-back transactions, being: (i) the acquisition of Pinnacle Paper & Sanitation Inc.; and (ii) the acquisition of Snelling Paper & Sanitation Ltd. (and its Sur-Seal Packaging division which is a wholly owned subsidiary of Snelling Paper).

**Capital Power Corporation:** Advised on the sale of its minority owned interest in K2 Wind to a consortium of investors led by Axiom Infrastructure (Axiom Consortium) for \$216 million. K2 Wind is a joint venture between Capital Power, Pattern Energy Group Inc. (Pattern Energy), and an Axiom-led consortium. Pattern Energy also agreed to sell its interest in the facility to the Axiom Consortium under the same agreement.

**Cenovus:** Advised in connection with the sale of its Marten Hills Assets to Headwater Exploration Inc. in exchange for CA\$100 million paid by combination of cash and public market securities in the purchaser.

**Canadian Natural Resources Limited:** Advised CNRL in connection with the acquisition of Storm Resources Ltd. by way of a plan of arrangement for approximately CA\$960 million.

**Dapasoft Inc.:** Advised a leading provider of innovative systems integration, cloud lifecycle management and cybersecurity solutions, in connection with its acquisition by Calian Group Ltd., a provider of trusted products and solutions. The acquisition was for all of the shares of Dapasoft Inc. and its wholly owned subsidiary, iSecurity Inc.

**Ely Gold Royalties Inc.:** Advised for Ely Gold Royalties Inc., a leading precious metals royalty company, in its CA\$300 million acquisition by Gold Royalty Corp.

**Fire & Flower Holdings Corp.:** Advised in its acquisition of Friendly Stranger Holdings Corp., making Fire & Flower the largest cannabis retailer in Canada.

**Ingredion Canada Corporation:** Advised in its acquisition from its joint venture partners (being entities controlled by James Cameron and Suzy Cameron) of the remaining portion of the ownership in Verdient Foods that Ingredion Canada did not already own. Concurrently with the completion of the Verdient Foods transaction, Ingredion Canada also completed the acquisition of certain real estate assets in Saskatchewan from a separate entity affiliated with James Cameron.

**International Petroleum Corp.:** Advised the corporation in connection with its all-cash acquisition of Granite Oil Corp. by way of plan of arrangement, with an enterprise deal value of approximately CA\$77 million.

**Laurentian Organice Inc. :** Advised Laurentian on its sale to Organigram Holdings Inc. in a cash and share transaction for aggregate consideration of CA\$36 million, plus earnout consideration.

**MacDon Group of Companies :** Advised in the CA\$1.2 billion acquisition of 100% outstanding equity interests by Linamar Corporation.

**Meritage Midstream:** Advised on the sale of its Canadian midstream business to SemCams for sale proceeds of CA\$600 million.

**Millennial Lithium Corp.:** Advised the TSXV-listed company and the special committee of its board of directors on the acquisition of the company by Lithium Americas Corp. for CA\$500 million by way of a plan of arrangement.

**Multinational life sciences company:** Advised as Canadian counsel in connection with the US\$6.89 billion sale of its animal health business to Elanco Animal Health Inc.

**Noralta Lodge Ltd.:** Advised on their agreement with Civeo Corp., a global provider of workforce accommodations, logistics and facility management services, for Civeo to acquire 100% of the equity interests of Noralta for total consideration of approximately CA\$367 million, on a cash-free, debt-free basis.

**Ontario Power Generation Inc.:** Advised on the acquisition of a 50% interest in the 560MW combined-cycle natural gas-fired Brighton Beach Generating Station from affiliates of Canadian Utilities Limited. After completion of the acquisition, Ontario Power Generation is the sole owner of the Brighton Beach Generating Station.

**Overwater Limited DBA Endy:** Advised on the sale of substantially all of its assets to Sleep Country Canada for CA\$89 million.

**Phoenix Partners Fund I, L.P.:** Advised in connection with the acquisition of BBH Group Inc., a Québec-based company that designs, outsources manufacturing and distributes a complete line of quality Personal Protective Equipment including gloves (work and sport), safety equipment, industrial ropes, workwear and Hi-Vis.

**Phoenix Partners Fund I, L.P. and BBH Group Inc.:** Advised Phoenix Partners and BBH Group Inc. in connection with the acquisition of Macmor Industries Ltd, a Manitoba-based company that is involved in the distribution of industrial, safety and rigging products.

**Portag3 Ventures LP, BDC Capital Inc. and Kensington Capital Partners:** Advised the lead investors in connection with a CA\$25 million acquisition financing for Borrowell Inc., a Canadian Fintech offering a suite of financial services including credit monitoring and personal loans, which was partially used to complete the acquisition of Refresh Financial.

**RewardOps Inc.:** Advised the Toronto technology company with an API-based engagement commerce platform for the loyalty market, in connection with its acquisition by Gary Jonas Computing Ltd., a subsidiary of Constellation Software Inc.

**Rocky Mountain Dealerships Inc.:** Advised Rocky Mountain Dealerships Inc., Canada's largest agricultural equipment dealer, on its CA\$195-million go-private transaction.

**ROOT Data Centre:** Advised the leading wholesale data center provider in Montreal, Quebec, in its acquisition by Compass Datacenters, LLC (Compass). Compass is backed by private equity firm RedBird Capital Partners and by Ontario Teachers' Pension Plan.

**Shell Canada:** Advised Shell Canada on its CA\$190 million sale of its upstream and midstream assets in the Foothills area of Alberta to Pieridae Energy.

**Special Committee of the Board of Directors of Inter Pipeline Ltd.:** Advised the Special Committee of the Board of Directors of Inter Pipeline Ltd. in its response to an unsolicited takeover bid by Brookfield Infrastructure Partners L.P., which involved a successful auction process that concluded with Brookfield increasing its offer to secure board support for the acquisition at a valuation of approximately CA\$15 billion on an enterprise-value basis. **Winner of the Canadian Law Awards M&A Deal of the Year 2022.**

**Strongco Corporation:** Advised on an acquisition by Nors, S.A. Under the terms of the Arrangement Agreement, Nors, through a wholly-owned subsidiary, will acquire all of the outstanding equity of Strongco for CA\$3.15 per share in cash and results in a transaction value of approximately CA\$193 million (inclusive of Strongco's net interest bearing debt).

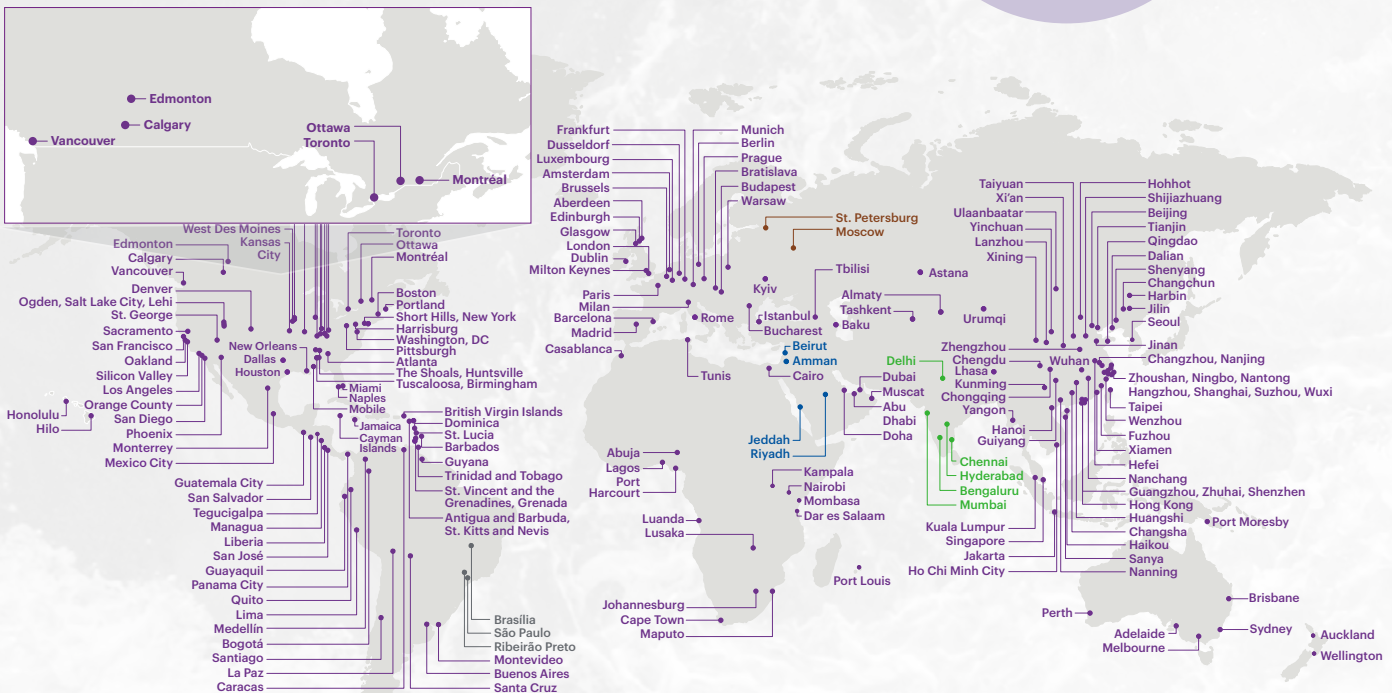
**Tenet Fintech Group Inc.:** Advised Tenet (formerly Peak Fintech Group Inc.) in the acquisition of Cubeler Inc. for approximately CA\$107 million paid in cash and shares.

**WOW! Unlimited Media Inc.:** Advised WOW! Unlimited Media Inc., a leading animation production company, in connection with the acquisition by Genius Brands International, Inc. by way of a court-approved plan of arrangement for approximately CA\$72 million (US\$53 million).

# About Dentons Canada

Dentons is the world's largest law firm, connecting top-tier talent to the world's challenges and opportunities with 20,000+ professionals including 12,200 lawyers, in more than 200 locations, in more than 80 countries. Dentons' polycentric and purpose-driven approach, commitment to inclusion and diversity, and award-winning client service challenge the status quo to advance client interests.

**200+**  
locations



Locations in purple represent Dentons offices.  
Locations in blue represent associate firms, offices or special alliances as required by law or regulation.  
Locations in green represent approved combinations that have not yet been formalized.  
Locations in gray represent Brazil Strategic Alliance.  
Locations in brown represent offices from which Dentons is separating.

**20,000+**  
Total number  
of people



**12,200+**

Total number  
of lawyers

**80+**

countries

**80+**

languages spoken

# Relevant awards and accolades

## WHAT OTHERS SAY ABOUT US

**“Dentons understands that not all corporate clients are the same and lawyers continually strive to better understand every aspect of our business. While they are a large firm with large clients and extensive resources, they do not take a one-size-fits-all approach toward us; they take the time to understand our specific and nuanced circumstances, and craft solutions that work for us.”**

— *Legal 500*

**“We never have trouble accessing the partners or associates and their responsiveness helps keep deals progressing. I find that they are far more likely to listen to input from clients and consider a client’s needs more than other firms.”**

— *Legal 500*

**“The team is consistently excellent.”**

— *Chambers Canada*

**“They’re very knowledgeable and responsive to my needs,’ going on to add that ‘they deliver results in a timely manner and their work is always thorough and complete.”**

— *Chambers Canada*

## RANKINGS

### **Chambers Canada** (2023)

Ranked in Corporate/Commercial

Ranked in Capital Markets

Several lawyers recognized | Corporate/Commercial

### **Legal 500 Canada** (2022)

Ranked in Corporate/M&A

Ranked in Capital Markets

### **Lexpert** (2021-2022)

Canadian offices recognized | Commercial Law;  
Corporate Finance & Securities; Mergers and  
Acquisitions

Several lawyers recognized | Corporate Commercial  
Law; Mergers & Acquisitions; Corporate Finance &  
Securities; Corporate Mid-Market

13 lawyers recognized in the Lexpert Special Edition:  
Finance and M&A 2022

### **Best Lawyers** (2023)

Ranked in Corporate and M&A

Ranked in Capital Markets

### **IFLR1000** (2022)

Ranked in Mergers & Acquisitions Law



# Key Canadian contacts



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## **ABOUT DENTONS**

Dentons is designed to be different. As the world's largest law firm with 20,000 professionals in over 200 locations in more than 80 countries, we can help you grow, protect, operate and finance your business. Our polycentric and purpose-driven approach, together with our commitment to inclusion, diversity, equity and ESG, ensures we challenge the status quo to stay focused on what matters most to you.

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