

# 11<sup>th</sup> Annual National Retail and Consumer Markets Summit

Thursday, February 25, 2021

#### **AGENDA**

#### Time (ET)

11:15 a.m. **Opening Remarks** 

Lara Nathans, McCarthy Tétrault Carmen Francis, McCarthy Tétrault

11:20 a.m. Feature Panel: Performative Allyship and Authenticity

Terrie-Lynne Devonish, Staples Canada Nikki Gershbain, McCarthy Tétrault Miranda Lam, McCarthy Tétrault Lara Nathans, McCarthy Tétrault

12:00 p.m. Vaccination Roll-out: Employment & Privacy Highlights

Jade Buchanan, McCarthy Tétrault Tim Lawson, McCarthy Tétrault Kate McNeill-Keller, McCarthy Tétrault

12:30 p.m. ESG in the Supply Chain

John Boscariol, McCarthy Tétrault Kelly Tubman Hardy, Hogan Lovells Robert Richardson, McCarthy Tétrault

1:10 p.m. Closing Remarks

# **Speaker Biographies**

By Order of Appearance



# Lara Nathans

Partner Industry Strategy Leader

Toronto

Inathans@mccarthy.ca

t. +1 416-601-8470

#### **Bar Admission**

Ontario 2002

#### Law School

Queen's University

#### Industries

Retail & Consumer Markets
Retail
Food Beverage & Agribusiness
Consumer Products
Hospitality
Credit Cards, Gift Cards & Loyalty
Programs
Private Equity & Investments

#### Practices

Mergers & Acquisitions Capital Markets Public Companies Supply Chain

#### **US and International Markets**

**US Markets** 

#### MT?Divisions & Client Solutions

COVID-19 Response Checklist

# With extensive market insight and industry expertise, Lara delivers results

As the firm's Industry Strategy Leader, Lara is responsible for leading the firm and its people to truly understand and align with the unique needs of our clients and their industries. She empowers our team to nimbly leverage firm expertise in industries where Canada is leading the charge globally to provide unparalleled industry focused advice to our clients.

Powered by market intelligence, a global network of trusted relationships and industry focus, Lara is relentless in her pursuit of client success at McCarthy Tétrault. As Leader of our National Retail and Consumer Markets Group, she has built a full-service, cross-practice industry group that seamlessly supports clients with both game changing and day-to-day issues.

Lara is the consummate professional: always responsive, flexible, detail-oriented, understanding of our business needs and able to communicate with business leaders in a clear, concise way.

- CHAMBERS CANADA

# Establishing and growing your place in the competitive Canadian market

Lara's vision for clients' businesses, based on a thorough understanding of their industries, challenges and opportunities. It is the hallmark of her practice, with the end-goal of helping them achieve success and remain competitive.

As a leading lawyer in retail and consumer markets transactions, Lara is a trusted advisor to consumer-facing companies looking to establish or grow in the Canadian market. She advises global companies entering the Canadian market (whether through M&A, e-commerce, bricks and mortar or a combination) on their market entry strategies and related legal issues.



# **Lara Nathans**

Partner Industry Strategy Leader

Toronto

Inathans@mccarthy.ca

t. +1 416-601-8470

A highly connected and influential lawyer in the field, Lara brings the benefit of her connections to bear for clients, introducing them to not only what, but who they need to know to achieve their goals. She excels at negotiating mergers and acquisitions as well as corporate reorganizations and commercial matters. Practical in her approach, Lara provides well-informed guidance on entry strategies and legal issues, including securities law requirements, such as continuous disclosure and governance provisions.

# Responsive, very practical, very proactive, and good project management.

- ACRITAS STARS

Regarded as a skillful negotiator and steadfast client advocate, Lara has played an integral role in numerous high-profile transactions, including:

- Numerous retail and consumer facing businesses on their COVID-19 response, reopening issues and related matters;
- LL Bean on its entry into Canada and agreement with The Jaytex Group;
- A major department store on all aspects of its entry into Canada;
- Home Depot's US\$265 million acquisition of Compact Power and its acquisition of Askuity;
- Several cross-border retailers on their credit card and loyalty programs
- A global jewellery retailer on its expansion into Canada by acquisition of a national jewellery retailer;
- Fyffes' C\$145 million acquisition of Highline Produce Limited;
- Nestlé's US\$7.15 billion strategic alliance with Starbucks;
- Nestlé's US\$2.3 billion acquisition of Atrium Innovations Inc.;
- Unilever's US\$8 billion sale of its spreads business to KKR; and
- Corby Spirit and Wine's acquisitions of Domaines Pinnacle Inc. and Foreign Affair Winery and its agreements with Pernod Ricard S.A..



# **Lara Nathans**

Partner Industry Strategy Leader

Toronto

Inathans@mccarthy.ca

t. +1 416-601-8470

She's fantastic. She's spearheading the Retail group and she's the one that really sets the tone for the other lawyers who service us. It's about being innovative, business-minded, efficient and cost-sensitive. She is a really great leader within the firm and the main retail expert in the group. She can draw in expertise from others.

- CHAMBERS CANADA

# At the forefront of retail trends and a thought leader in the community

With her deep sectoral knowledge, Lara is a sought-after expert in the retail, consumer products and hospitality transactions field, speaking regularly on corporate and securities law matters and on business and legal issues affecting consumer-facing businesses. Her appearances include the Retail Industry Leaders Association's Retail Law Conference, the World Department Store Forum, Food and Consumer Products of Canada and our firm's Annual Consumer Products & Retail Summit.

With a long-time commitment to community service, Lara serves on the Supplier Advisory Committee of The Home Depot of Canada Foundation and the Board of Governors of The Sterling Hall School, and has served on the board of directors of local charitable groups Sheena's Place and the Anne Johnston Health Station. Lara is one of the founding members of the Gamechangers group, bringing together female leaders in retail and consumer businesses.

She received her LLB from Queen's University in 2001.

## Awards & Rankings

#### **Chambers Canada**

Band 1: Retail - Nationwide Canada

# IFLR 1000 Guide to the World's Leading Financial Law Firms

Notable Practitioner: M&A

#### **Acritas Stars**

"Stand-out lawyer"



# **Lara Nathans**

Partner Industry Strategy Leader

Toronto

Inathans@mccarthy.ca

t. +1 416-601-8470

# **Recent Experience**

Composites One Acquires Canadian-Based Polynt Composites
 Distribution Business

December 02, 2019

- Nestlé closes perpetual global license deal with Starbucks August 28, 2018
- Nestlé acquires Atrium Innovations for US\$2.3B
   March 08, 2018

# **Recent Insights**

- COVID-19: Recovery and Re-opening Tracker
   February 23, 2021
- COVID-19 Update: Ontario Announces Extension of Stay-at-Home
   Order and Framework for Transitioning out of Shutdown
   February 09, 2021
- COVID-19 Update: Ontario Declares Second Provincial Emergency February 09, 2021
- COVID-19 Update: Ontario Announces Extension of Stay-at-Home
   Order and Framework for Transitioning out of Shutdown
   February 09, 2021

## **Events**

- 11th Annual National Retail and Consumer Markets Summit February 23 and 25, 2021
- COVID-19: Looking Ahead to 2021: A Roadmap for Business Leaders

December 14, 2020

- The Speech from the Throne: The Impact on your Business September 29, 2020
- 10th Annual National Retail and Consumer Markets Summit February 27, 2020





# Carmen Francis

**Associate** 

Toronto

cfrancis@mccarthy.ca

t. +1 416-601-8854

**Bar Admission** 

Ontario 2012

**Practices** 

International Trade & Investment Supply Chain

Industries

Food Beverage & Agribusiness

Carmen Francis is a senior associate in the firm's International Trade & Investment Law Group in Toronto. Her practice is focused on providing business-friendly, strategic and skilled advice across a wide range of trade, regulatory and compliance matters.

Within her international trade practice, Carmen has significant experience acting for clients in anti-dumping investigations and litigation, international investment disputes, import and export control matters, and customs and sanctions compliance. She has appeared before the Canadian International Trade Tribunal, the World Trade Organization, the Federal Court of Appeal, and various trade-related administrative bodies. Her practice engages with a broad scope of industries, including the oil & gas, manufacturing and tech sectors. In the course of representing these clients, Carmen has developed a strategic understanding of the priorities, needs and challenges faced by companies seeking to leverage cross-border business opportunities.

Carmen's regulatory practice is tailored to supporting clients at each stage of the regulatory continuum: from the earliest stages of product formulation and development, to packaging and labelling requirements, ensuring compliance with mandatory standards, obtaining requisite permits and licences, assisting with import and export compliance, and through to responding to regulatory enforcement actions. Her advice is responsive to clients' needs, and prioritizes supporting clients in achieving their business objectives while navigating complex regulatory regimes. In particular, Carmen has extensive experience in the regulation of consumer retail products, and products subject to specialized regulatory regimes such as alcoholic beverages, cannabis, controlled goods and defence articles, cosmetics, natural health products, and medical devices. Carmen provides proactive, pragmatic and considered guidance in an increasingly intricate regulatory environment.

## Awards & Rankings

The Legal 500 - Canada

Rising Star: International Trade



Carmen Francis Page 1

# **Carmen** Francis

**Associate** 

Toronto

cfrancis@mccarthy.ca

t. +1 416-601-8854

# **Recent Experience**

 Fairfax Africa Holdings Corporation closes strategic transaction with Helios Holdings Limited

December 08, 2020

- Cineworld Group's proposed acquisition of Cineplex for C\$2.8B
   June 12, 2020
- Mondelez International completes acquisition of a significant majority interest in Give & Go

April 01, 2020

 Metso Corporation completes acquisition of McCloskey International for C\$420M

October 01, 2019

# **Recent Insights**

Platforms are the New Cloud: Marketplaces, Delivery Services,
 Consumer Finance, and More, Part II of II

December 07, 2020

■ CND Re-Classifies Cannabis

December 04, 2020

Platforms are the New Cloud: Marketplaces, Delivery Services,
 Consumer Finance, and More, Part I of II

December 01, 2020

■ The CBSA Sunsets the Interim Turnaround Policy For Highway Carriers

November 12, 2020



Carmen Francis Page 2

# **Carmen** Francis

**Associate** 

Toronto

cfrancis@mccarthy.ca

t. +1 416-601-8854

#### **Events**

■ 11th Annual National Retail and Consumer Markets Summit February 23 and 25, 2021

Platforms Are the New Cloud: Marketplaces, Delivery Services,
 Consumer Finance, and More

December 3, 2020

- 10th Annual National Retail and Consumer Markets Summit February 27, 2020
- The Latest on the New NAFTA and Trump's Continuing Tariff Threats: Perspectives from the United States, Mexico and Canada / Doing Business in Mexico

May 15, 2019



Carmen Francis Page 3



**Terrie-Lynne Devonish** *General Counsel* 

Terrie-Lynne has held successively senior legal and compliance roles at global organizations. She has over 20 years' experience leading legal and compliance functions. Terrie-Lynne is currently the General Counsel with Staples Canada and is responsible for developing and overseeing the legal function for the national organization in support of the company's transformation strategy. Prior to this role, Terrie-Lynne served in several senior roles at Aon plc. She was most recently the Canadian Chief Operating Officer and led the design and implementation of an operating model to increase the business's efficiency and production. She

has also held the positions of Chief Compliance Officer, Aon North America and Chief Counsel, Aon Canada; in both roles, she partnered with the Canadian and US businesses to successfully navigate the complex legal and regulatory regimes that apply to all pillars of the business.

After completing a B.A. from Collège Glendon, York University in 1992, Terrie-Lynne obtained an LL.B from Osgoode Hall Law School in 1995. She is licensed to practice law in Canada (Ontario) and the United States (Illinois).

Terrie-Lynne is a Director with the Sandbox Project, Women's Brain Health Initiative and the National Theatre School of Canada. She is a member of the Black Women Lawyers' Association of Greater Chicago, the Ontario Bar Association and the Canadian Association of Black Lawyers. She volunteers with Pro Bono Ontario. Terrie-Lynne and her team were one of the finalists in the ZSA/Financial Post's Canadian General Counsel Awards in the Social Responsibility category in 2015, and Terrie-Lynne was chosen as one of Canada's Top 40 Under 40<sup>TM</sup> in 2007.



# Nikki Gershbain

**Chief Inclusion Officer** 

Toronto

ngershbain@mccarthy.ca

t. +1 416-601-8983

# Nikki has a track record of achieving superior results in the non-profit justice sector.

As Chief Inclusion Officer, Nikki's role is to integrate and formalize McCarthy Tétrault's national policies, programs, and initiatives related to diversity, inclusion, pro bono and community impact. She has been an advocate for social change for 25 years, and is a recognized leader in diversity and inclusion initiatives and pro bono programming. Her reputation for excellence includes 2013, 2015, 2017 and 2019 nominations as a top legal "Changemaker" by Canadian Lawyer.

Nikki's role, combining equity and social responsibility into one portfolio, is a first of its kind for the Canadian legal industry. Knitting together these values, Nikki focuses on ensuring that the firm's diversity and social impact goals are aligned and met. In executing these initiatives, Nikki effectively engages with our people, connects with clients and the community, and expertly drives overall innovation and growth at the firm.

Prior to joining McCarthy Tétrault, Nikki was the National Director of Pro Bono Students Canada. Under her leadership, PBSC earned numerous awards and accolades and became a Canadian leader in experiential learning in legal education, and the delivery of pro bono services to low-income individuals and non-profit organizations. Nikki's expertise in designing programs that serve marginalized Canadians includes experience working on issues affecting women, people living in poverty, at-risk youth, Indigenous peoples, and members of the LGBTQ community.

Nikki is a former member of the Advisory Board of the Lexpert Zenith Awards and the Law Society of Ontario's Equity Advisory Group, which provides advice to Benchers on equity and diversity issues affecting diverse communities in the legal profession.

A sought-after expert on topics related to social justice and diversity, Nikki has written for the Globe and Mail, the Toronto Star, the Ottawa Citizen, the Huffington Post, and Law Times. She also regularly speaks at professional conferences and has delivered dozens of presentations, workshops and keynote speeches nationally and internationally.



Nikki Gershbain Page 1

# Nikki Gershbain

**Chief Inclusion Officer** 

Toronto

ngershbain@mccarthy.ca

t. +1 416-601-8983

During a one-year research leave from PBSC, Nikki studied and wrote about limited scope retainers as a tool for enhancing access to justice for lower- and middle-income Canadians. Working with the University of Windsor Faculty of Law and senior leaders of the family bar and bench, Nikki developed a new model of limited scope services called "legal coaching", built support within the legal profession for this practice model, and created a five-day curriculum for lawyers interested in learning how to deliver coaching services safely, effectively and profitably.

Nikki is a member of the Law Society of Ontario. She earned her B.A. (Hons.) (summa cum laude) from York University, an M.A. from New School University in New York City (where she was a Fulbright Fellow), and her LL.B. from the University of Toronto. After graduating law school with multiple awards and honours, Nikki clerked at the Ontario Court of Appeal, practiced family law at Epstein Cole LLP, and served as Executive Director of the Faculty of Law at the University of Toronto.

### **Awards & Rankings**

Canadian Lawyer - Nominated in 2013, 2015, 2017 & 2019

Top 25 legal "Changemakers"

University of Toronto - Stepping Up Award - 2009

Excellence in equity and diversity

Law Foundation of Ontario - 2017

Community Leaders in Justice Fellowship



Nikki Gershbain Page 2

# Nikki Gershbain

**Chief Inclusion Officer** 

Toronto

ngershbain@mccarthy.ca

t. +1 416-601-8983

### **Events**

- 11th Annual National Retail and Consumer Markets Summit February 05, 2021
- Getting Started on Diversity and Inclusion November 25, 2020
- The Fruit Machine Film Panel

November 03, 2020

■ Inclusion Now: From Awareness to Action

December 06, 2018



Nikki Gershbain Page 3



# Miranda Lam

#### **Partner**

Vancouver

#### mlam@mccarthy.ca

t. +1 604-643-7185

#### **Bar Admission**

British Columbia 2004

#### **Law School**

University of British Columbia

#### **Practices**

Disputes
Class Actions
Corporate Commercial Litigation
Securities Litigation
White Collar Defence and
Investigations
Alternative Dispute Resolution
Procurement

#### Industries

Global Metals & Mining Retail & Consumer Markets Retail Insurance & Reinsurance Life Sciences Technology

#### **US and International Markets**

China US Markets Japan

#### MT>Divisions & Client Solutions

COVID-19 Response Checklist



#### Biography

Miranda resolves complex disputes and is a highly regarded trusted business advisor to private and public enterprises. A partner in our Litigation Group, she is also the Retail Sector Lead in the firm's national Retail and Consumer Markets Group, and a core member of our Mining Litigation and Technology Groups. A skilled litigator, she is recognized for her strategic thinking and business-oriented problemsolving approach to all disputes. Miranda also serves as the National Chair of our firm's Gender Equality Action Group.

#### **Practical and pragmatic**

Miranda's practice focuses on contractual claims, economic torts, securities litigation, shareholder remedies, corporate governance, internal investigations, as well as internet and e-commerce issues and defamation. Miranda also has extensive experience working on procurements, from an owner and proponent perspective, and regularly advises retailers and consumer-facing businesses on consumer protection and related issues, privacy and crisis management.

Across industries, Miranda combines her business acumen with finely honed advocacy experience to achieve courtroom success for her clients. She has appeared as counsel in the Supreme Court of Canada as well as the superior and appeal courts of British Columbia and Ontario, and the Yukon Supreme Court. She has also represented clients in various commercial arbitration proceedings and class action proceedings.

Miranda is recognized as a Leading Lawyer in the area of General Commercial Litigation in independent publications such as Chambers Canada, The Best Lawyers in Canada, and Benchmark Canada: The Definitive Guide to Canada's Leading Litigation Firms & Attorneys. She is also ranked in Chambers Canada as a noted practitioner in retail. In 2019, market research firm Acritas identified Miranda as a "Stand-out Lawyer". In 2018, she was named to Vancouver Magazine's Power 50 List of the City's Most Influential People. She has been identified as a Leading Lawyer under 40 by Lexpert (2017), "Best 40 Under 40" Lawyer by the National Asian Pacific American Bar Association (2015), and the recipient of the Association of Women in Finance 2014 PEAK Women in Finance "Rising Star" Award. In 2013, she was recognized as one of Business in Vancouver's "Forty Under 40".

Miranda is a frequent speaker on class action issues, investigations, shareholder disputes and dispute resolution processes, as well as diversity and inclusion. She has also served as faculty for the Continuing Legal Education Society of British Columbia, The Directors' College and for The Advocates Society, and as an adjunct professor on corporate law topics at the University of British Columbia Allard School of Law.

Outside of the courtroom, Miranda was the Past Chair of the Board of Directors at the Vancouver Foundation, the largest community foundation in Canada. She has previously served on a number of community boards, including the United Way of the Lower Mainland, as well as chaired the boards of directors of the UBC Alumni Association and Vantage Point.



#### **Partner**

Vancouver

#### jbuchanan@mccarthy.ca

t. +1 604-643-7947

#### **Bar Admission**

British Columbia 2017 Saskatchewan 2012

#### **Law School**

Dalhousie University

#### **Practices**

Mergers & Acquisitions Cyber/Data Intellectual Property

#### Industries

Technology Retail & Consumer Markets Jade Buchanan is a privacy and technology lawyer in our Vancouver office.

An emerging leader in privacy and data protection law, Jade worked on some of the largest cybersecurity incidents in Canadian history and dozens of other incidents, including data breaches and ransomware attacks. He also has extensive experience with complex data sharing agreements, regulatory compliance and responding to inquiries from privacy commissioners. Beyond experience with Canada's and British Columbia's private sector privacy legislation (PIPEDA, CASL and PIPA), Jade has extensive experience advising on British Columbia's public sector legislation (the *Freedom of Information and Protection of Privacy Act*) for public bodies and their service providers. Jade is also a Certified Information Privacy Professional (Canada).

Jade's technology transaction experience includes drafting and negotiating a range of IT outsourcing, licensing, maintenance, and support agreements. He has particular experience negotiating large, cloud-based outsourcings and the acquisition of cybersecurity software and services.

#### His recent experience includes:

- Providing regulatory guidance and assisting with mandatory breach notification for several cybersecurity incidents, including data breaches and ransomware attacks.
- Assisting a range of companies in strengthening their privacy compliance posture, with particular experience in retail, ecommerce and the financial sector.
- Leading privacy and anti-spam diligence and negotiations in significant transactions, including where the acquired company has experienced a significant cybersecurity incident.
- Negotiating cloud outsourcing deals for private and public sector entities.
- Assisting Canada's Digital Technology Supercluster with launching multiparticipant technology development projects.
- Acting for an aeronautics company in its global IT outsourcing agreement.
- Counsel to client in becoming registry operator for generic top-level domain (gTLD) and outsourcing certain registry-operator functions.
- Lead on developing compliance plans, policies, and training resources for Canada's anti-spam legislation (CASL) for clients in virtually every sector.

Jade has spoken on technology, privacy and cybersecurity at dozens of



#### **Partner**

Vancouver

jbuchanan@mccarthy.ca

t. +1 604-643-7947

events. Some of his most recent speaking engagements include:

- The Association of Corporate Counsel's 2019 Cybersecurity Summit on cybersecurity incident preparedness.
- The Institute of Corporate Directors on cybersecurity incident preparedness.
- Vancouver Start-up Week (2019) on privacy law.

Prior to joining McCarthy Tétrault, Jade practiced with a leading western Canadian firm and clerked for the Saskatchewan Court of Appeal under the Chief Justice.

Jade was called to the Saskatchewan bar in 2012 and the British Columbia bar in 2017. He is a member of the Law Society of British Columbia, Law Society of Saskatchewan (inactive), and the Canadian Bar Association.

#### **COMMUNITY & PROFESSIONAL LEADERSHIP**

- International Association of Privacy Professionals Member
- Intellectual Property Institute of Canada (IPIC) Associate Member
- Canadian IT Law Association (IT.Can) Member

# **Awards & Rankings**

#### Horace E. Read Award - 2011

Awarded to graduating student who has made the greatest overall contribution to scholarship and student life?

#### Schulich Scholarship in Law - 2010

Award based on academic merit and community involvement.

#### McCarthy Tétrault Leadership Award - 2010

Award based on academic merit and community involvement.

# Hon. Richard B. Hanson Prize in Constitutional Law - 2010

Awarded for the highest mark in Constitutional Law.



**Partner** 

Vancouver

jbuchanan@mccarthy.ca

t. +1 604-643-7947

# **Recent Experience**

 Computacenter plc completes arrangement with Pivot Technology Solutions, Inc.

November 02, 2020

- Cineworld Group's proposed acquisition of Cineplex for C\$2.8B
   June 12, 2020
- Morningstar completes its acquisition of PlanPlus Global April 03, 2020
- Nestlé acquires Atrium Innovations for US\$2.3B
   March 08, 2018

# **Recent Insights**

 Exceptions from consent in PIPEDA: facial recognition, privacy and Clearview

February 10, 2021

- COVID-19 UPDATE: Vaccinations and Employee Privacy December 28, 2020
- CPPA: Welcome Clarification on Contractual and Other Duties on Cross-Border Transfers of Personal Information
   December 09, 2020
- Platforms are the New Cloud: Marketplaces, Delivery Services, Consumer Finance, and More, Part II of II

December 07, 2020



**Partner** 

Vancouver

jbuchanan@mccarthy.ca

t. +1 604-643-7947

#### **Events**

■ 11th Annual National Retail and Consumer Markets Summit February 05, 2021

 Canada's Privacy Overhaul: Deep Dive into Key Topics (Two-part Series)

January 27, 2021

■ Platforms Are the New Cloud: Marketplaces, Delivery Services, Consumer Finance, and More

November 12, 2020

8th Annual Vancouver Pension and Benefits Seminar: Diary of a Pension Fiduciary

January 18, 2019





## Tim Lawson

#### **Partner**

Toronto

#### timlawson@mccarthy.ca

t. +1 416-601-8172

#### **Bar Admission**

Ontario 1993

#### **Law School**

University of Toronto

#### **Practices**

Appellate Litigation
Outsourcing
Labour
Employment
Human Rights
Pensions, Benefits, & Executive
Compensation
Transportation and Logistics
Alternative Dispute Resolution

#### Industries

Energy & Infrastructure
Power
Retail & Consumer Markets
Retail
Hospitality
Communications
Infrastructure

#### MT?Divisions & Client Solutions

HR Compliance & Risk Management Diagnostic

# Known for his commitment to innovation and significant experience, Tim delivers impactful advice and persuasive advocacy for clients.

Tim is a partner in Toronto and the National Practice Group Leader of McCarthy Tetrault's Labour and Employment Group. Tim acts for many well-known Canadian and international companies operating in most sectors of the economy, including energy, financial, transportation, retail and construction. He has considerable expertise in the federal sector, where companies carry on business across provincial and national boundaries, under federal regulation.

Tim is both an advocate and a trusted advisor. Nimbly litigating between courts and administrative tribunals, he is comfortable advancing the interests of clients in all arenas where labour and employment matters are contested. This of course includes collective bargaining and appearances before provincial and federal labour boards. His advisory role is usually at the strategic level where decisions have significant outcomes for the organization. For certain clients, Tim is the relationship partner for all legal matters extending beyond labour and employment, and leverages his role as the National Practice Group Leader to provide clients with all the resources and support of the firm's national platform.

Tim is immersed in the labour and employment legal community, and is recognized widely in peer-reviewed rankings. He speaks in Canada and in other countries on labour law, judicial developments, human rights, and employer rights and responsibilities. He also provides insight into key labour law developments through contributions to magazines, journals and other publications. Tim completed Harvard Law School's Leadership in Law Firms program and the Workplace Mental Health Leadership certificate program at Queen's University.

Tim is a believer in legal innovation. His commitment to innovation has led to the development of legal compliance tools and interactive harassment/discrimination training programs, which are available to clients of the firm.

Tim obtained his BASc (Honours) from McMaster University in 1988 and his LLB from the University of Toronto in 1991. He was called to the Ontario bar in 1993. He is a member of the American Bar Association, Canadian Bar Association, Law Society of Ontario, Canadian Association of Counsel for Employers and Toronto Law Association (Editorial Board of the *Toronto Law Journal*).

SELECTED PUBLICATIONS AND PRESENTATIONS



Tim Lawson Page 1

# **Tim Lawson**

#### **Partner**

Toronto

timlawson@mccarthy.ca

t. +1 416-601-8172

Reopening a Safe Workplace: To test employees temperatures or not?
 (June 2020), published by Toronto Law Journal (with Patrick Pengelly)

### **Awards & Rankings**

#### **Chambers Canada**

Leading Lawyer: Employment & Labour - Ontario

#### The Canadian Legal Lexpert Directory

Leading Lawyer: Employment Law – Employer; Labour Relations – Management; Workplace Human Rights – Employer

#### The Legal 500 - Canada

Recommended: Labour and employment

#### Who's Who Legal

Labour, Employment & Benefits

#### **Best Lawyers in Canada**

Labour and Employment Law

#### Canadian HR Awards - 2019

Best Labour & Employment Lawyer

# **Recent Experience**

■ Supreme Court of Canada rules on wrongful termination damages
October 09, 2020



Tim Lawson Page 2

# **Tim Lawson**

#### **Partner**

Toronto

timlawson@mccarthy.ca

t. +1 416-601-8172

# **Recent Insights**

- COVID-19 Update: Ontario Declares Second Provincial Emergency February 09, 2021
- COVID-19 Update: Ontario Declares Second Provincial Emergency February 08, 2021
- Transportation Employers Beware: The Ontario Superior Court Reviews the Enforceability of a Termination Clause under the Canada Labour Code

December 15, 2020

 COVID-19 Update: Lockdown Restrictions in Toronto and Peel and More

November 23, 2020

#### **Events**

 Coast-to-Coast Labour & Employment Series: Your Top Questions Answered

January 14, 2021

- Labour and Employment Conference: Ontario and Alberta October 06, 2020
- Employment in the Time of COVID-19: Where Are We Now? Where Do We Go From Here?

April 21, 2020

 Coast-to-Coast L&E Series: Top 10 Most Important Recent Developments in Labour and Employment Law

February 10, 2020



Tim Lawson Page 3



# Kate McNeill-Keller

#### **Partner**

Toronto

#### kmcneill@mccarthy.ca

t. +1 416-601-8108

#### **Bar Admission**

New York, USA 2006 Ontario 2007

#### **Law School**

University of Ottawa Michigan State University

#### **Practices**

Labour Employment Human Rights

#### MT?Divisions & Client Solutions

HR Compliance & Risk Management Diagnostic Supply Chain Stabilization Solutions

#### Industries

Cannabis

#### Strategic Issues

ESG and Sustainability

Kate McNeill-Keller is a partner in the firm's Labour & Employment Group in Toronto.

Kate represents management in all aspects of labour and employment-related issues including employment standards matters, wrongful dismissal litigation, labour arbitrations, occupational health and safety, human rights litigation and labour and employment issues arising in corporate transactions. She has represented both federally and provincially-regulated employers, in both the private and public sectors, including before the Ontario Superior Court of Justice, the Ontario Labour Relations Board, the Ontario Human Rights Tribunal, the Canadian Human Rights Tribunal, boards of arbitration and in private dispute resolution. The clients that Kate represents carry on business in a wide range of sectors, including government, retail, education, communications, banking and finance, insurance, energy, technology, manufacturing, consumer goods, and pharmaceuticals.

Kate is also co-author of "A Legal Guide to the Accessibility for Ontarians with Disabilities Act, 2005", published by Canada Law Book.

Kate received her BA (Hon.) in Sociology from Queen's University in 2002. As a participant in the Joint JD/LLB Program, she received her JD from Michigan State University College of Law in 2005 and her LLB from the University of Ottawa Law School in 2006.

She is a member of the Law Society of Upper Canada, the New York State Bar Association, the Ontario Bar Association, the American Bar Association and the Canadian Bar Association.

# **Recent Experience**

 Fairfax Africa Holdings Corporation closes strategic transaction with Helios Holdings Limited

December 08, 2020

- MLSE announces "Bringing Toronto Back to Its Feet" program April 24, 2020
- City Capital Ventures acquires Burger King and Pizza Hut franchisee business from Redberry Group

January 22, 2019

 Nestlé closes perpetual global license deal with Starbucks August 28, 2018



Kate McNeill-Keller Page 1

# Kate McNeill-Keller

**Partner** 

Toronto

kmcneill@mccarthy.ca

t. +1 416-601-8108

# **Recent Insights**

- COVID-19 Update: Ontario Declares Second Provincial Emergency February 09, 2021
- COVID-19 Update: Ontario Declares Second Provincial Emergency February 08, 2021
- Home Office Expenses New Simplified Deduction Methods, New Taxable Benefit Exception, and Employer Obligations
  January 04, 2021
- Home Office Expenses New Simplified Deduction Methods, New Taxable Benefit Exception, and Employer Obligations

  January 04, 2021

### **Events**

- 11th Annual National Retail and Consumer Markets Summit February 05, 2021
- Labour and Employment Conference: Ontario and Alberta October 06, 2020



Kate McNeill-Keller Page 2



#### **Partner**

Toronto

#### jboscariol@mccarthy.ca

t. +1 416-601-7835

#### **Bar Admission**

Ontario 1995

#### Law School

University of Toronto

#### **Practices**

Disputes
White Collar Defence and
Investigations
International Trade & Investment
Procurement
Supply Chain
Alternative Dispute Resolution

#### Industries

Banking & Financial Services
Global Metals & Mining
Energy & Infrastructure
Retail & Consumer Markets
Retail
Life Sciences
Pharmaceutical
Technology
Infrastructure
Automotive

#### **US and International Markets**

China US Markets

# John's engagement with the most complex international trade issues and opportunities of the day is unmatched in the marketplace

John W. Boscariol is head of the firm's International Trade & Investment Law Group and a partner in our Litigation Group. He helps clients understand how international trade agreements and foreign investment laws impact their business. John assists clients through the tangle of regulatory impediments faced by Canadian companies seeking to expand their business globally, and to international businesses entering the Canadian market.

#### Foreign Investment and Cross-border Trade

Marshaling his considerable experience and wealth of knowledge about the trade laws in Canada, the US and the EU, John advises both private and public sector clients on the application of laws governing foreign investment and the cross-border trade in goods, services and technology across myriad industries, including financial services, natural resources, consumer goods, defence and infrastructure.

Unbelievably plugged in – nothing happens in the world of trade without him knowing about it," and his "excellent knowledge in virtually every area of trade law.

- CHAMBERS GLOBAL

#### **Enforcement and Compliance**

With internationally recognized expertise in the interpretation and enforcement of international trade and investment protection agreements, John's practice focuses on white collar matters, as well as enforcement and compliance matters regarding anti-corruption laws and policies, economic sanctions, export, import and technology transfer controls, defence trade controls, blocking measures (Cuba), national security measures, anti-dumping, countervail and safeguard measures, government procurement, and customs and tariffs.

In addition to advising clients on strategic planning, compliance and enforcement, John regularly deals with various government agencies responsible for the administration of these laws and appears before panels, courts, and tribunals hearing disputes involving international trade and investment matters.



**Partner** 

Toronto

jboscariol@mccarthy.ca

t. +1 416-601-7835

He is clearly one of the leading experts in Canada in this area. His knowledge spans beyond Canadian law - he knows US and EU laws very well.

- CLIENT

John is also an adjunct professor at the University of Western Ontario law school where he designed and is currently teaching Anti-Corruption Law and its Application in International Business, one of the first courses of its kind to be taught at a Canadian law school. In 2017 he testified before Canada's Parliament on the enforcement of economic sanctions and anti-terrorism laws, and many of his recommendations were adopted in the House of Commons 2017 report: A Coherent and Effective Approach to Canada's Sanctions Regimes: Sergei Magnitsky and Beyond. John is the organizer and course leader of Lexpert's annual full-day Canada-wide Anti-Bribery and Corruption Course, currently in its sixth year.

A prolific author and sought-after speaker, John received his B. Comm. (Gold Medalist) from the University of Toronto in 1990. He received his LLB from the Faculty of Law at the University of Toronto and was called to the Ontario bar in 1995. In 1998, he received his LLM (International Trade and Competition Law) from the Osgoode Hall Law School.

View a list of John's recent publications, attributions and speeches

## **Awards & Rankings**

#### Chambers Global

Band 1: International Trade/WTO - Canada

#### **Chambers Canada**

Band 1 - International Trade/WTO

#### Canadian Legal Lexpert Directory

Leading Lawyer: Commodity Tax/Customs; International Trade Regulation

#### Lexpert Special Edition – Finance and M&A - 2020

Leading Lawyer



**Partner** 

Toronto

jboscariol@mccarthy.ca

t. +1 416-601-7835

#### The Legal 500 - Canada

Leading Lawyer: International trade

#### Who's Who Legal

National Leader, Canada - Investigations, Canada - Trade & Customs

#### Best of the Best (Global)

Top 30 International Trade Attorneys

#### Lexpert/ALM 500

Leading Lawyer - International Trade

#### Global Law Experts - 2014 and 2015

International Trade Compliance Lawyer of the Year (Canada)

#### Corporate International Magazine Global Award - 2014

International Compliance Lawyer of the Year in (Canada)

# Canadian Association of Importers and Exporters - 2012

Member of the Year

#### **Best Lawyers in Canada**

International Trade & Finance Law Lawyer of the Year (Ontario) - 2021

# **Recent Experience**

- Teranet Inc. sells DoProcess LP to Dye & Durham for C\$530M December 10, 2020
- Shares of Optimum Talent Inc. acquired by Arthur J. Gallagher & Co.

November 03, 2020

 Stonepeak Infrastructure Partners acquires Xplornet Communications

June 10, 2020

 Eddyfi/NDT acquires Norway-based pipeline and subsea inspection business Halfwave

February 18, 2020



**Partner** 

Toronto

jboscariol@mccarthy.ca

t. +1 416-601-7835

# **Recent Insights**

 Human Rights Due Diligence in the Supply Chain: Canada's Advisory on Doing Business With China

February 02, 2021

 Marking the Boundaries of Permissive Searches at the Border – Routine Searches of Personal Devices No Longer Permitted Under the Customs Act

January 11, 2021

Canada Casts a Wider Sanctions Net Over Belarus
 October 19, 2020

 Canada Hits Belarus With Economic Sanctions for Gross Human Rights Violations

September 30, 2020

#### **Events**

- 11th Annual National Retail and Consumer Markets Summit February 05, 2021
- Mining Conference: Business climate, opportunities and risks in doing mining business between North America, Russia, Eurasia and Eastern Europe

February 18, 2019

- A Deeper Dive into Canada's Defence Trade Controls: Addressing Challenges in Controlled Goods Program Compliance February 08, 2019
- Navigating Business Between Russia and North America in a High-Risk Sanctions Environment

November 15, 2018





# Kelly Tubman Hardy

Partner Washington, D.C. Baltimore

# **Biography**

Kelly Hardy is skilled at recognizing and explaining differences between legal frameworks and helping clients manage their global legal needs. She has represented clients on matters throughout the world and in a broad range of industries, including manufacturing, life sciences, education, government contracting, and energy. She also heads the firm's global Consumer industry sector group.

A fluent Spanish and English speaker, with a particular focus on cross-border transactions, Kelly regularly advises clients on expansion into new markets, as well as non-U.S. clients on foreign direct investments into the United States. She also assists multinational clients with respect to corporate compliance and foreign subsidiary management.

Kelly has over 20 years' experience advising U.S. and global clients on mergers and acquisitions, joint ventures, strategic alliances, restructurings, post-merger integrations, corporate governance, and compliance in established and emerging markets throughout the world.

Kelly is extensively involved in civic and pro bono work, serving on the boards of Appleseed Mexico, the World Trade Center Institute, and SEED School of Maryland.



#### Phone

- +1 202 637 5647 (Washington, D.C.)
- +1 410 659 2782 (Baltimore)

#### Fax

- +1 202 637 5910 (Washington, D.C.)
- +1 410 659 2701 (Baltimore)

#### **Email**

kelly.hardy@hoganlovells.com

# Languages

English Spanish

### **Practices**

Commercial

Capital Markets

Corporate Governance

**Joint Ventures** 

**Private Equity** 

Securities and Public Company Advisory

Mergers and Acquisitions

She has been a visiting lecturer at several law schools in Mexico City.

Kelly has received the Leadership in Law award from *The Daily Record*, been named one of Maryland's Top 100 Women, honored as an *Acritas* Star, and ranked by *Chambers USA* and *Legal 500*.

# Representative experience

Represented GP Strategies Corporation in the acquisition of RWD Technologies, Inc., a global consulting business, in numerous domestic acquisitions.

Represented West Pharmaceuticals, Inc. with its US\$173m tender offer to purchase Convertible Subordinated Debentures.

Led team representing S&P 500 company in management of global legal needs.

Represented UK-based manufacturing company in buyout of joint venture partner in Argentina.

Represented global chemical and plastics company in the structuring and negotiation of various joint venture and investment transactions.

Represented U.S. public company in multi-year post-merger integration project spanning the Americas, Europe, and the Middle East.

Represented Remedi Seniorcare in negotiation of a US\$300m equity commitment from Centerbridge Partners L.P.

Represent HRH Charles Prince of Wales' Prince's Rainforest Project in assessment of legal and regulatory frameworks in six Latin American countries.

# Awards and rankings

 Acritas Star, Acritas Stars Independently Rated Lawyers, 2018-2020 Sovereigns

Latin America Regional Practice

### **Industries**

Consumer

**Energy and Natural Resources** 

Life Sciences and Health Care

Aerospace and Defense

## Areas of focus

Cross-border Mergers and Acquisitions

Carve-outs, Spin-offs, and Split-offs

Corporate Group Structures

Company Formation

**Bolt-ons** 

**Buy Outs** 

Cosmetics and Personal Care Products

Electronics and Consumer Appliances

**Exits** 

Fashion and Luxury Brands

Food and Beverages

Retail and Consumer Goods

Special Committee and Independent Director Representations

Co-investments

Emerging Companies and Venture Capital

Oil and Gas: Pipelines and

- Corporate/M&A (Maryland), Chambers USA, 2017-2020
- M&A: Corporate and Commercial: Large Deals (\$1bn+), Legal 500 US, 2019
- Corporate and M&A, Legal 500 Latin America, 2014-2015
- Leadership in Law, The Daily Record, 2014

# Latest thinking and events

- Hogan Lovells Publications
  - Shifting (Regional HQ) Sands to Saudi
- Webinar
  - Consumer Horizons webinar COVID-19, lessons learned and what's next while keeping your supply chain running
- Webinar
  - Executive International Business Transactions Program
- Hogan Lovells Publications
  - Doing business in the United States
- Hogan Lovells Events
  - A bipartisan view of the 2020 election and its impact on U.S. / Middle East relations
- Hogan Lovells Publications
  - Doing business Consumer sector

Midstream Facilities

Oil and Gas: Liquefied Natural Gas (LNG)

Pharmaceuticals and Biotechnology

**Medical Devices** 

Cell, Tissue, and Gene Therapies

Sovereigns: Privatizations and Acquisitions

Sovereign Wealth

# Education and admissions

### Education

J.D., University of Maryland, with honors, Order of the Coif, 1996

M.B.A., University of Maryland, Robert H. Smith School of Business, 1996

B.A., University of Pennsylvania, cum laude, 1990

# Memberships

Chairman of the Board of Trustees, SEED School of Maryland, Inc.

Board Member, Appleseed Mexico

Board Member, World Trade Center Institute, Inc.

Member, Maryland State Bar Association Business Law Council

Harvard Leadership Program, 2006

## Bar admissions and

# qualifications

Maryland

District of Columbia

### **Accolades**

"[B]usiness aware', 'pragmatic', focuses on 'getting the business done', has 'a can-do, business-sensitive and proactive approach', and is able to 'negotiate very effectively in Spanish.""

Legal 500 Latin America

"A thoughtful lawyer" who is "very highly regarded."

Chambers USA

"Real breadth of knowledge of multijurisdictions and the ability to harness the large network of other attorneys - both inside her firm and outside."

Acritas Stars Survey

"[S]he is tireless and extremely talented; you can call her anytime about anything."

Chambers USA

"Standout partner who continues to excel year after year' thanks to her 'responsiveness', 'super high

emotional intelligence', 'practical'
approach, 'commercial awareness',
and 'ability to relate to understand
real world issues."'

Legal 500 U.	S
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"She's very pragmatic and very well connected."

Chambers USA

Noted for her "sophisticated and loyal client base."

Chambers Global



#### **Partner**

Toronto

#### rrichardson@mccarthy.ca

t. +1 416-601-7632

#### **Practices**

Mergers & Acquisitions Corporate Governance Capital Markets

#### Industries

Private Equity & Investments Banking & Financial Services Pension Funds Group

#### Strategic Issues

ESG and Sustainability

# Bob is a creative and solutions-oriented securities and public M&A lawyer

Robert (Bob) Richardson is a partner in our mergers and acquisitions (M&A), capital markets and financial services groups in Toronto. A seasoned securities lawyer and former senior banking executive, Bob seeks to achieve clients' business objectives in a way that appropriately balances risks and rewards.

Bob rejoined our firm in 2018, after spending more than 17 years with Canadian Imperial Bank of Commerce and CIBC World Markets Inc. At CIBC, he managed the legal aspects of almost all of CIBC's strategic transactions globally and lead a talented team of about a hundred business lawyers, litigators, derivatives lawyers and other legal professionals in Canada, United States, United Kingdom, Hong Kong and the Caribbean. Bob worked directly with CIBC's investment banking, treasury and strategy & corporate development teams in completing a wide range of domestic and cross-border transactions. In addition, for a protracted period, Bob worked closely with CIBC's former Chief Executive Officer in successfully navigating the acute challenges posed by the Global Financial Crisis.

For more than a decade, Bob served on the Board of Directors of CIBC World Markets, CIBC's principal investment banking subsidiary, and was a member of most of CIBC's key governance and deals committees, including Capital Markets Executive Committee, Fairness Opinions Committee, Due Diligence Committee, Investment Committee and Reputation and Legal Risks Committee.

Since returning to our firm in 2018, Bob's private practice experience has included:

- Representing Brookfield Infrastructure Partners in its \$4.3 billion acquisition of Enercare Inc.
- Representing InstarAGF Asset Management, Partners Group and Kilmer Van Nostrand in the sale of Billy Bishop Toronto City Airport's passenger terminal to JP Morgan Asset Management
- Advising a special committee of CannTrust Holdings' board of directors in investigating allegations of fraud and assisting the special committee in designing and executing on its remediation mandate
- Representing Stifel Financial in its cross-border acquisition of the capital markets business of GMP Capital Inc.



**Partner** 

Toronto

rrichardson@mccarthy.ca

t. +1 416-601-7632

In addition, Bob frequently represents leading investment banks and special committees regarding complex or contested transactions, including:

- Representing Greenhill & Co. in its capacity as exclusive financial advisor to Canopy Growth Corporation in connection with Constellation Brands' \$5.1 billion strategic equity investment
- Representing Scotia Capital in its capacity as exclusive financial advisor to Aphria Inc. in responding to an unsolicited takeover bid by Green Growth Brands
- Representing National Bank Financial in its capacity as exclusive financial advisor to exactEarth Ltd. in connection with a strategic investment by MM Asset Management Inc.
- Representing Greenhill & Co. in its capacity as exclusive financial advisor to Canopy Growth Corporation in connection with Canopy's acquisition of an option to acquire Acreage Holdings for US\$3.4 billion
- Representing CIBC World Markets in its capacity as exclusive financial advisor to TransAlta Corp. in connection with Brookfield Renewables' \$750 million strategic investment, the related public opposition by Mangrove Partners and the subsequent civil litigation
- Representing Greenhill & Co. in its capacity as financial advisor to Abacus Health Products Inc. in connection with Abacus's share exchange acquisition by Charlotte's Web Holdings
- Representing Scotia Capital Inc. in its capacity as financial advisor to a special committee of Genworth MI Canada Inc. in connection with Brookfield Business Partners' going-private transaction for Genworth
- Representing William Blair & Co., LLC in its capacity as financial advisor to the board of directors of People Corporation in connection with People's acquisition by certain funds managed by Goldman Sachs for \$1.13 billion
- Representing BMO Capital Markets in its capacity as financial advisor to a special committee of Transat A.T. Inc. in connection with Air Canada's offer to acquire Transat A.T. Inc.

While at CIBC, Bob was involved in various domestic and cross-border transactions, including:

- CIBC's \$6.8 billion cross-border share exchange acquisition of Chicagobased PrivateBancorp, Inc., a Nasdaq-listed commercial and retail bank
- CIBC's \$3 billion equity offering in 2008, which used an innovative combination of a private placement with a concurrent bought deal that



**Partner** 

Toronto

rrichardson@mccarthy.ca

t. +1 416-601-7632

was subsequently copied by most publicly-traded Canadian banks and life insurers

- CIBC's sale of its U.S. investment banking and leveraged finance business at the onset of the Global Financial Crisis
- CIBC's participation in \$32B restructuring of Canada's third party asset backed commercial paper (ABCP) market, which is the largest insolvency restructuring in Canadian history
- CIBC's remediation of more than \$10 billion of CLOs, CDOs and other structured debt securities during the Global Financial Crisis
- CIBC's participation in a the US\$550M recapitalization of Bermudabased Bank of Butterfield
- CIBC's \$3.5B three-way Aeroplan agreement with Aimia Inc. and TD Bank
- CIBC's US\$250M cross-border acquisition of Atlantic Trust from Invesco
- Countless bought deals, IPOs, take-over bids, mergers and divestitures involving CIBC World Markets as an underwriter or financial advisor, during a lengthy period when CIBC consistently led both the M&A and financing league tables for Canada

In addition, Bob was the General Counsel and Corporate Secretary of Maple Acquisition Corporation, which was formed by a consortium of 13 of Canada's largest financial institutions to acquire TMX Group Inc., for \$3.3 billion.

Bob is an adjunct professor at Osgoode Hall Law School and Western University Faculty of Law, where he teaches the Corporate Finance courses. Bob has served on the Canada Committee of RefuSHE (formerly Heshima Kenya), a Chicago-based NGO that provides sanctuary, schooling, vocational training and outplacement to young women and children in Nairobi. In addition, while completing his undergraduate studies, Bob completed the Canadian Army's RESO Armour Officer training program and is a retired Captain with the Primary Reserve, a member of the Royal Canadian Armour Corps Association and the Ontario Regiment Officers Mess, and a proud recipient of the Canadian Forces decoration (CD) and the Canadian 125<sup>th</sup> Anniversary Medal.

Bob has been recognized in *Lexpert's* Top 500 Lawyers in Canada, Top 40 under 40 (2004) and as a Finalist, Deal Making, in the Canadian General Counsel Awards (2009) .



**Partner** 

Toronto

rrichardson@mccarthy.ca

t. +1 416-601-7632

Bob is a graduate of Trent University (BA), Osgoode Hall Law School (LL.B and LL.M) and the Canadian Army's RESO Armour Program. He was called to the Ontario Bar in 1993.

#### **Awards & Rankings**

#### The Legal 500 - Canada

Recommended: Corporate and M&A

#### Lexpert

Top 500 Lawyers in Canada

#### Lexpert - 2004

Top 40 under 40

#### Canadian General Counsel Awards - 2009

Finalist, Deal Making

# **Recent Experience**

Harbin Pharmaceutical's US\$760M agreement to acquire GNC approved by bankruptcy court

October 07, 2020

 Auxly Cannabis closes C\$123M investment and R&D Partnership with Imperial Brands

September 25, 2019

 Canopy Growth announces plan to acquire US-based Acreage Holdings Inc. for US\$3.7B

June 27, 2019

Aphria Inc. rejects hostile takeover bid from Ohio-based Green Growth Brands

April 25, 2019



**Partner** 

Toronto

rrichardson@mccarthy.ca

t. +1 416-601-7632

# **Recent Insights**

- The Mergers & Acquisitions Review Canada February 01, 2021
- Can a cannabis company prevent securities class actions? May 07, 2020
- What's happening in shareholder activism in Canada? May 07, 2020
- The Role of GC in a New Decade March 17, 2020

#### **Events**

- 11th Annual National Retail and Consumer Markets Summit February 05, 2021
- Distressed M&A in Canada Key Issues and Opportunities
  June 17, 2020

