



## Kristopher R. Hanc

Partner

*Co-Head of Corporate Department; Co-Head of Capital Markets Practice*

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### EDUCATION

University of Western Ontario, LLB, 2006, silver medallist

University of Guelph, BComm, 2003, with distinction

### BAR ADMISSIONS

Ontario, 2007

Kris Hanc is Co-Head of Corporate Department and Co-Head of the Capital Markets practice group. His practice focuses on mergers and acquisitions and capital markets transactions. He regularly advises purchasers, target companies, and vendors on a wide variety of public and private merger and acquisition transactions. He also has experience advising on public offerings and private placements of equity and debt securities, proxy contests and special committee processes, and has been involved in a number of restructurings of insolvent companies. In addition, Kris provides ongoing advice to public companies on their disclosure, corporate governance and other corporate and securities law obligations.

Kris acts for clients in a wide range of sectors, including mining, technology, consumer products, media & telecom, financial services, healthcare, real estate, retail and other industries.

### Experience:

- **Park Lawn Corporation**, a funeral, cremation and cemetery provider, in its C\$1.2-billion going private transaction involving Viridian Acquisition.
- **Drone Delivery Canada** in its merger of equals transaction with Volatus Aerospace to create a global diversified drone technology and services leader.
- **Électricité de France** in its C\$750-million "maple bond" issuance.
- **BofA Securities, Inc., CIBC World Markets Corp. and RBC Capital Markets, LLC** in connection with the remarketing of Algonquin Power & Utilities Corp.'s US\$1.15-billion aggregate principal amount of 1.18% Senior Notes.
- **Spark Power Group Inc.** in connection with its acquisition by an affiliate of American Pacific Group by way of Court-approved plan of arrangement.
- **AffiniPay, LLC**, in its sale of all of issued and outstanding shares of its wholly-owned

subsidiary, Devlos Software Inc. dba Soluno to a subsidiary of Actionstep Limited.

- **Clearpath Robotics Inc.**, a leader in autonomous robotics, in its sale to Rockwell Automation, Inc.
- **Millennial Precious Metals Corp.**, in its acquisition by Integra Resources Corp. by way of plan of arrangement in a transaction valued at approximately C\$35-million.
- **Nickel 28 Capital Corp.** in its successful defence of a dissident proxy solicitation by Pelham Investment Partners LP, including in the Supreme Court of British Columbia Supreme Court, which confirmed that the purported advance notice of Pelham to nominate directors for election at Nickel 28's annual meeting did not comply with the advance notice provisions in Nickel 28's articles.
- **Reunion Neuroscience Inc.**, in its take-private transaction with MPM Bioimpact.
- **Électricité de France S.A.**, in connection with CAD\$500-million "maple bond" issuance as part of an aggregate senior bond issuance of US\$3-billion and CA \$500-million.
- **Cresco Labs Inc.** in its US\$2-billion acquisition of Columbia Care Inc., making Cresco the second-largest cannabis producer and retailer in the U.S. at the time of the transaction.
- **ecobee Inc.** in the US\$770-million acquisition by Generac Holdings Inc. of all of ecobee Inc.'s outstanding securities by way of a plan of arrangement under the *Canada Business Corporations Act*.
- **Park Lawn Corporation**, in connection with its bought deal prospectus offering of common shares for aggregate gross proceeds of approximately \$148.5-million.
- **Cresco Labs**, in its US\$207-million acquisition of Bluma Wellness Inc. a vertically integrated operator in Florida.
- **Optiva Inc.** before the Ontario Securities Commission in successfully resisting ESW Capital's application for relief from the mandatory minimum tender requirement applicable to take-over bids under National Instrument 62-104 - *Take-Over Bids and Issuer Bids*.
- The special committee of **Holloway Lodging Corporation**, in the acquisition by Clarke Inc. of all of the issued and outstanding common shares of Holloway that it does not currently own by way of statutory plan of arrangement.
- **Clover Leaf Holding Company and Connors Bros. Clover Leaf Seafoods Company**, affiliates of Bumble Bee Foods, in the US\$925-million sale of substantially all of their assets to FCF Co., Ltd.
- **Second lien noteholders**, in Neptune Acquisition Inc's. \$150-million issuance of secured lien notes to fund Neptune's acquisition of Maxar Technologies ULC, MDA GL Holdings Ltd., and MDA Systems Inc.
- **Katanga Mining Limited**, in its \$7.6-billion rights offering financing backstopped by Glencore to fund debt repayment to Glencore.

- **Wilbur-Ellis Holdings II, Inc.**, in its acquisition of Nachurs Alpine Solutions.
- **McCowan and Associates Ltd.**, in its proposed acquisition of all of the outstanding units of Partners Real Estate Investment Trust, other than the units already owned by McCowan and its affiliates, by way of statutory plan of arrangement under the *Business Corporations Act* (Ontario).
- The initial consenting senior unsecured noteholders in Bellatrix's recapitalization pursuant to the CBCA.
- **Broadridge Financial Solutions, Inc.**, in its approximately US\$300-million acquisition of RPM Technologies.
- **Canso Investment Counsel Ltd.**, in providing equity and debt financing to ClearStream Energy Services Inc. for the acquisitions of AECOM Production Services Ltd. and Universal Weld Overlays Inc.
- **Cresco Labs**, in its \$1.1-billion acquisition of Origin House, the largest public company acquisition in the history of the U.S. cannabis sector.
- **CoreLogic, Inc.**, in the acquisition by its subsidiary of 100% of Symbility Solutions Inc, in a transaction valued at approximately \$155 million.
- **AlarmForce Industries**, in its \$184-million sale to BCE Inc. by way of plan of arrangement.
- **Canso Investment Counsel Ltd.**, in connection with the \$100-million refinancing of Clearstream Energy Services Inc.
- **West High Yield (W.H.Y.) Resources**, in connection with its settlement agreement with the Alberta Securities Commission following an investigation by staff of the Alberta Securities Commission into certain of West High Yield's historical public disclosures.
- **Eagle Energy Inc.**, in the successful defence of a dissident proxy campaign by Kingsway Financial Services Inc. and Daniel Gundersen to replace the board of directors of Eagle Energy, and in the successful defence of subsequent litigation challenging the outcome of the shareholder vote.
- **HorizonOne Royalty Corporation**, in connection with its investments in certain portfolio companies.
- **NCSG Crane & Heavy Haul Services Corporation**, in connection with its recapitalization transaction.
- **Katanga Mining Limited**, in the review by Katanga's Independent Directors of certain of Katanga's historical accounting practices, and in the restatement of the Katanga's previously filed financial statements arising from the review. Katanga is a publicly traded company whose majority shareholder is Glencore, one of the world's largest mining companies.
- **Katanga Mining Limited**, in its settlement agreement with the Ontario Securities Commission following an investigation by staff of the Ontario Securities Commission into certain of Katanga's historical public disclosures. Katanga is a publicly traded company whose majority shareholder is Glencore, one of the world's largest mining

companies.

- **Katanga Mining Limited**, in the US\$5.6 billion recapitalization plan initiated by its parent Glencore PLC, pursuant to which Katanga issued US\$5.6 billion in equity to retire debt owed to its copper-cobalt joint venture partner, the Democratic Republic of Congo state-owned Gécamines, in order to resolve all disputes arising from an action brought by Gécamines in the DRC to dissolve joint venture operating company owned by Katanga (75%) and Gécamines (25%).
- **China Construction Bank Corporation**, as mandated lead arranger, in the US\$870-million credit facilities to finance, in part, the CAD\$1.86-billion friendly takeover bid by Zijin Mining Group Co. of Nevsun Resources Ltd.
- **Baker Technologies, Inc.**, in its business combination with Sante Veritas Holdings and others
- The **Ad Hoc Committee of Unsecured Debtholders** in the US\$4 billion recapitalization of **Concordia International Corp.**
- Canadian counsel to the shareholders of the **Northern Harvest Sea Farms group**, a group of aquaculture companies engaged in the production of farmed Atlantic salmon in eastern Canada, in its sale to Marine Harvest, one of the largest seafood companies in the world and the world's largest producer of Atlantic salmon, for \$315 million.
- **Clear Channel Outdoor, Inc.** in connection with the sale of its joint venture interest in Clear Channel Outdoor Company Canada to El Media Holdings Company Canada.
- The ad hoc group of noteholders and the Plan Sponsors in connection with the \$3.6 billion recapitalization of **Tervita Corporation**, a leading environmental solutions provider.
- The independent members of the Board of Directors of **Performance Sports Group Ltd.**, a leading developer and manufacturer of sports equipment, in connection with proceedings under the *Companies' Creditors Arrangement Act* and under Chapter 11 of the U.S. Bankruptcy Code.
- **Canso Investment Counsel Ltd.**, the holder of approximately 82% of the outstanding first lien notes, in connection with the proposed \$600 million recapitalization of Postmedia Network Inc.
- Stantec Inc. in connection with its \$1.25 billion credit facilities to finance, in part, the successful acquisition of MWH Global, Inc. for approximately US\$793 million.
- **Canadian Pacific Railway Limited** in connection with its proposed US\$28 billion merger with Norfolk Southern Corp.
- **The Catalyst Capital Group Inc.** in connection with its dissident proxy contest and hearing before the Ontario Securities Commission relating to the proposed acquisition of Shaw Media Inc. by Corus Entertainment Inc.
- Counsel to the principal investors in the refinancing of Tuckamore Capital Management Inc., through the issuance by Tuckamore to the investors, on a private placement basis, of 8.00% Senior Secured Debentures due 2026 in an aggregate principal amount of

\$176,228,000, as well as the issuance of 10.00% Second Lien Secured Convertible Debentures due 2026 in an aggregate principal amount of \$35,000,000.

- **Extendicare Inc.**, a leading provider of care and services for seniors throughout Canada, in connection with a shareholder meeting requisition and proxy contest by Oxford Park Group.
- Lead investor in the US\$135 million Series C private equity and debt financing of **Purch**, an integrated digital content and commerce company.
- The **First Lien lenders of Nelson Education Ltd.** in connection with the restructuring and reorganization of Nelson Education Ltd. under the *Companies' Creditors Arrangement Act*.
- The **Special Committee of Silver Bullion Trust** (SBT) in connection with SBT's conversion to an Exchange Traded Fund (ETF) in partnership with Purpose Investments Inc.
- The **Special Committee of Central GoldTrust** in connection with Sprott Asset Management's \$1 billion hostile takeover bid for all the outstanding Units of Central GoldTrust.
- The **Special Committee of Silver Bullion Trust** in connection with Sprott Asset Management's \$62 million hostile takeover bid for all the outstanding Units of Silver Bullion Trust.
- The **Special Committee of Central GoldTrust** in connection with the Trust's successful defense against a dissident unitholder proposal and subsequent proxy contest with Polar Securities Inc.
- The **Special Committee of Silver Bullion Trust** in connection with the Trust's successful defense against a dissident unitholder meeting requisition and subsequent proxy contest with Polar Securities Inc.
- Canadian counsel to **Cheung Kong (Holdings) Limited** and **Hutchison Whampoa Limited**, in connection with a \$84 billion (implied enterprise value) reorganization and combination of their respective businesses and the separation of their non-property and property businesses into two new Hong Kong-listed companies, CK Hutchison Holdings Limited and Cheung Kong Property Holdings Limited. The transaction also involved a transfer of approximately 6% percent of the shares of Husky Energy Inc.
- **Extendicare Inc.**, a leading provider of care and services for seniors throughout Canada, in connection with the \$83 million acquisition of the home health business of Revera Inc.
- **Extendicare Inc.**, a leading North American provider of post-acute and long-term senior care services, in connection with the sale of substantially all of its nursing, rehabilitative and assisted living business in the United States to a group of investors led by Formation Capital, LLC, a healthcare-focused private investment firm, and an affiliate of Safanad Inc. a global investment firm, for US\$870 million.
- Lead investor in connection with the completion of a \$50 million private placement of subscription receipts by Xplornet Communications Inc.

- **Canso Investment Counsel Ltd.** in the financing by Canso of Postmedia Network's \$316 million acquisition from Quebecor Media Inc. of certain of Sun Media Corp's English language print assets., through the issuance by Postmedia to Canso of \$140 million of subscription receipts convertible into an equal amount of additional 8.25% Senior Secured Notes due 2017.
- The Audit Committee of **Penn West Petroleum Ltd.** in connection with a management-initiated, voluntary review of certain accounting practices, and in connection with the restatement of the Penn West's previously filed financial statements arising from the review.
- **Royal Host Inc.**, a diversified hospitality company, in connection with its acquisition by Holloway Lodging Corporation by way of plan of arrangement in a transaction valued at approximately \$157 million on an enterprise value basis.
- **Osisko Mining Corporation**, a gold producer based in Montreal, Quebec, in connection with its defence of an unsolicited take-over bid by Goldcorp Inc. and subsequent "white knight" arrangement agreement pursuant to which Yamana Gold Inc. and Agnico Eagle Mines Limited will jointly acquire 100% of Osisko's issued and outstanding common shares for total consideration of \$3.9 billion.
- Lead investor in connection with the completion of a private placement by Xplornet Communications Inc. of \$123.0 million of 13.0% unsecured notes due 2021 and \$25.0 million of preference shares.
- The noteholders of Canadian aviation logistics company Sky-Link Aviation Inc. in connection with a \$200-million recapitalization transaction pursuant to a plan of compromise and arrangement under the *Companies' Creditors Arrangement Act*.
- Canadian counsel to **Bel Air Investment Advisors LLC**, a prominent independent wealth management advisory firm, and its affiliate Bel Air Securities LLC in connection with its US\$125 million acquisition by Fiera Capital Corporation.
- **Darling International Inc.**, a leading provider of rendering and bakery residuals recycling solutions, in connection with its acquisition of all the assets of Rothsay, a division of Maple Leaf Foods Inc., for approximately \$645 million.
- **Mubadala Development Company** in connection with its acquisition of all of Global Alumina Corporation's interest in Guinea Alumina Corporation.
- **C2C Industrial Properties Inc.**, a real estate investment corporation specializing in the acquisition, ownership and operation of light industrial properties across Canada, in connection with its \$226 million acquisition by Dundee Industrial REIT.
- The Special Committee of the Board of Directors of **Melior Resources Inc.** in connection with an unsolicited insider bid by a wholly-owned subsidiary of Pala Investments Limited.
- **Extencare Inc.**, a leading North American provider of post-acute and long-term senior care services, in connection with its \$110 million offering of 6.00% convertible unsecured subordinated debentures due September 30, 2019.
- **Sino-Forest Corporation** in connection with its approximately \$1.8 billion restructuring

pursuant to the *Companies Creditors' Arrangement Act* under which Sino-Forest's noteholders and other affected creditors acquired substantially all of the assets of Sino-Forest.

- **Invesco Canada Ltd.**, in connection with its successful effort to remove and replace the majority of the board of directors of Rona Inc.
- The **MTN Noteholders of Yellow Media Inc.** (largest creditor group - \$1.4 billion) in connection with the \$2.4 billion recapitalization of Yellow Media Inc. pursuant to the *Canada Business Corporations Act*.
- Canadian counsel to **Grupo Modelo, S.A.B. de C.V.**, the leader in Mexico in beer production, distribution and marketing, in connection with the acquisition by Anheuser-Busch InBev of the remaining stake in Grupo Modelo that it did not already own for approximately US\$20.1 billion.
- **RuggedCom Inc.**, a leading provider of rugged communications networking solutions designed for mission-critical applications in harsh environments, in connection with its defence of an unsolicited take-over bid by Belden Inc. and subsequent "white knight" acquisition by Siemens Canada Limited by way of take-over bid for approximately \$440 million.
- Noteholders of **OPTI Canada Inc.**, a company focused on developing major oil sands projects in Canada, in connection with a plan of reorganization, compromise and arrangement under the *Companies' Creditors Arrangement Act* and the *Canada Business Corporations Act* providing for the US\$2.15 billion acquisition of OPTI by a wholly-owned subsidiary CNOOC Limited and, failing that, the US\$2.15 billion recapitalization of OPTI.
- **Sociedad Punta del Cobre S.A.**, a Chilean copper producer, in connection with its acquisition of Explorator Resources Inc. for \$80 million by way of plan of arrangement.
- A privately owned company, in connection with its \$147 million acquisition of Sun Gro Horticulture Inc. by way of takeover bid.
- **Glencore International**, one of the world's largest global diversified natural resource companies, in connection with its investment in PolyMet Mining Corp.
- **BlackBerry Limited** (formerly Research In Motion Limited) in connection with its \$200 million acquisition of QNX Software Systems from Harman International Industries, Incorporated.
- **Leo Fund Managers Ltd.** in its successful proxy solicitation and nomination of three board members to the board of directors of Forsys Metals Corp., a uranium exploration and development company.
- **Enerflex Systems Income Fund**, a leading supplier of products and services to the global oil and gas production industry, in connection with an unsolicited take-over bid by Toromont Systems Ltd. and subsequent supported acquisition by Toromont Systems Ltd. for approximately \$700 million.
- **Pet Valu, Inc.**, a specialty retailer, in connection with its acquisition by way of plan of arrangement by certain affiliates of Roark Capital Group for approximately \$143 million.

- **BlackBerry Limited** (formerly Research In Motion Limited) in connection with its \$150 million acquisition of Certicom Corp.
- A **U.S.-based hedge fund** (the largest bondholder) in connection with the \$1.2 billion recapitalization of Ainsworth Lumber Co, Ltd.
- **SSAB**, a global leader in value added, high strength steel, in connection with its US\$4.025 billion sale of the IPSCO Tubulars business to Evraz, one of the largest vertically integrated steel and mining businesses in the world.
- **Grupo Modelo, S.A.B. de C.V.**, the leader in Mexico in beer production, distribution and marketing, in connection with its joint venture with Molson Coors for importing, distributing and selling Modelo products in Canada.
- **SkyPower Wind Energy Fund LP**, in connection with the sale of its Terrawinds wind energy project and related assets for approximately \$300 million.
- **KAOS Capital** and its founder **Adam Arviv**, as shareholders of HEXO Corp., in the successful campaign to refresh the board of directors of HEXO, reducing the board to seven members, with KAOS retaining right to nominate an eighth member.