Robb McNaughton

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Capital Markets
Shareholder Activism
Initial Public Offerings
Mergers & Acquisitions
Corporate Governance
Technology
Health Law
Mining

Robb is a partner at the national law firm of Borden Ladner Gervais LLP in the M&A and Capital Markets Group.

Robb is recognized by the Canadian Legal Lexpert Directory as a top attorney in Canada and his recognitions include the Canadian Law Awards Mid-market M&A Deal of the Year. Robb is a national leader in public listings on CBOE Canada and the TSX. He has been a leader in innovation and his accomplishments include RTO structures for CBOE Canada listings, and the first trust and international capital pool companies, among other things. Robb is a member of the National Advisory Committee of the TSX Venture Exchange.

Robb's professional experience includes working as the vice-president of Strategy and Corporate Operations at Assante Corporation, a financial services company formerly listed on the Toronto Stock Exchange that was sold to CI Financial for approximately $850 million. He was previously an executive of a large private company in Japan.

Robb sits on multiple public and private company boards of directors and has a large shareholder activism practice specializing in hostile and special situations.

Experience

- Leading the team on the approximately $150 million acquisition of a gold project in the Yukon and closing the associated $57 million financing.

- Creating the structure and leading the team for the approximately $125 million capital raise and listing of a Bitcoin treasury corporation.
- Leading the legal team on the sale of a one of Canada's largest developers of carbon offset credits to a Canadian national bank.
- Acting for the underwriters financing the acquisition and conversion of a Calgary office buiding to residential units.
- Leading the legal team on the approximately $70 million acquisition of a private Canadian lithium company by an ASX listed corporation.
- Advising a boutique investment bank on its $56 million bought deal financing of a TSX listed uranium company with assets in Africa.
- Advising on the concurrent financing of $20,000,000 and listing on the NEO Exchange of a decentralized finance infrastructure and technology company.
- Advising on a subscription receipt financing of $34,000,000 and listing on the TSXV of a copper and gold mine located in the Yukon.
- Advising an underwriter on a bought deal private placement of $35,000,000 of a TSX listed uranium corporation.
- Advising a Swiss bank on the structuring and implementation of an opportunistic real estate fund.
- Advising on the dual listing of an Australian mining listed corporation on the TSX Venture Exchange.
- Advising on the three-cornered amalgamation of a gold streaming company with a capital pool company as its public listing and qualifying transaction.
- Advising on the prospectus offering and listing of a Hong Kong company with resource assets in Mali.
- Representing a B.C. hedge fund in a successful dissident proxy battle that defeated an entrenched management team.
- Representing the dissident team in a successful proxy battle that replaced the incumbent board.
- Representing management in a successful proxy battle that defended the existing management team.
- Designing and structuring oil and gas product for the New York office of a leading global investment bank.
- Advising on the share exchange, financing and listing of an infrastructure group that operates across Canada.
- Advising on the $125 million long-form prospectus offering of subscription receipts to acquire oil assets in Saskatchewan.
- Advising on the management buy-out of a Canadian-based retailer for $89 million.
- Advising on the prospectus rights offering of an energy company with a market capitalization of $115 million.
- Advising on the $5 million subscription receipt financing and listing of an oil and gas play with properties in Jamaica and Guyana.
- Working with a transaction team on a $45 million merger and reorganization of periodical wholesalers.
- Advising on the three-cornered amalgamation and $25 million subscription receipt offering of a mining play with properties in Serbia.
- Drafting documents for a tax-driven reorganization of a uniform provider with $2 billion dollars in revenues.
- Drafting the investment policy statement, authorization guidelines and unanimous shareholders agreement for a large private financial services corporation.

Insights & Events

- Speaker, "Going Public on TSX Workshop: A practical workshop on going public on TSX or TSX Venture, including current market conditions, listing requirements, and success factors," Web 3 Expo, Las Vegas, October 2022
- Presenter, “Market View of Opportunities in the Emerging E&P Cycle,” CGEF (Canadian Global Exploration Forum) Conference at the Global Petroleum Show, June 2018
- Quoted, “REITs get a new route to market,” Listed, October 4, 2017
- Interviewed, “Inside Canada's newest capital pool company,” Wealth Professional, August 18, 2017
- Quoted, “Trusts enter the world of capital pool companies to offer tax, time and cost advantages,” The Financial Post, August 16, 2017
- Panelist, "Capital Strategies in a Low Price Environment," CGEF (Canadian Global Exploration Forum) Conference at the Global Petroleum Show, 2016
- Speaker and conference organizer Ivey Venture Forum

Beyond Our Walls

Professional Involvement

- Member, National Advisory Committee of the TSX Venture Exchange.
- Member, Canadian Bar Association
- Member, Law Society of Alberta
- Member, Calgary Bar Association

Community Involvement

- Past Director, Ivey Alumni Association

Awards & Recognition

- Recognized in the 2027 edition (and since 2025) of *The Best Lawyers in Canada* (Mergers and Acquisitions Law, Securities Law, Corporate Law) and since 2023 (Cannabis Law)
- Recognized in the 2027 edition of *Chambers Canada* (Corporate/Commercial (Alberta))
- Recognized in the 2026 edition (and since 2021) of the *Canadian Legal Lexpert Directory* (Corporate Mid-Market), in the 2024 and 2026 editions (Corporate Finance & Securities, Mining) and in the 2023 edition (and since 2021) (Mining)
- Recognized in the 2026 edition of *Lexpert Special Edition: Technology*
- Recognized in the 2026 edition (and since 2025) of *Lexpert Special Edition: Mining*
- Recognized in the 2025 and 2022 editions of *Lexpert Special Edition: Finance and M&A*
- Recognized in the 2024 edition of *Lexpert Special Edition: Energy and Mining*
- Recognized in the 2024 edition (and since 2022) of *Lexpert Special Edition: Technology & Health Sciences*
- Recognized in the 2023 edition (and since 2022) of *Lexpert Special Edition: Mining*
- Recognized in the 2023 edition (and since 2022) of *Lexpert Special Edition: Energy*
- Recognized in the 2021 edition of the *Canadian Legal Lexpert Directory* (a top attorney in Canada).
- Recognized by the *Canada Law Awards* for Mid-Market M&A Deal of the Year.

Bar Admission & Education

- Alberta, 2005
- Ontario, 2002

- MBA (Dean's list), University of Western Ontario, 2000
- LLB, University of Western Ontario, 2000
- BA (Hons.), Queen's University, 1991

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