



## Samantha Gordon

Toronto

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### education and year of call

- Called to the Ontario bar - 2015
- University of Windsor, J.D. - 2014
- Queen's University, B.A.H. - 2011

### practice areas

litigation  
administrative law  
fraud law  
anti-corruption and fraud  
appellate advocacy  
business litigation  
corporate governance  
securities litigation  
arbitration  
class actions  
competition and antitrust  
white collar defence and government investigations

### industries

banking, finance and insurance  
energy  
manufacturing, distribution and retail  
automotive manufacturers and distributors

### profile

Samantha is an associate in the Litigation and Dispute Resolution group in the firm's Toronto office. She has a complex commercial, corporate and securities litigation practice. Samantha has experience in M&A litigation, shareholder disputes, governance issues, proxy contests, complex contract disputes, antitrust class action defence and commercial arbitration.

Samantha has appeared as counsel before the Supreme Court of Canada and all levels of court in Ontario, including the Ontario Court of Appeal and the Commercial List. She has also appeared before domestic and international arbitration tribunals.

In 2019, Samantha completed a secondment with the Office of Mergers and Acquisitions at the Ontario Securities Commission. She was involved in the oversight of M&A transactions, a hearing relating to a proxy contest, and a number of policy projects.

Samantha is an active member of the Advocates' Society, is a member of the Defense Research Institute Young Lawyers Steering Committee and volunteers as Duty Counsel for Pro Bono Law Ontario.

Samantha received her Bachelor of Arts Honours from Queen's University and earned her Juris Doctor from the University of Windsor. Samantha studied international law at Monash University in Prato, Italy in 2012. During her studies, Samantha was the recipient of awards for academic excellence and contributions to the community. She also volunteered as a litigator with Community Legal Aid, and acted as Chair of the Speakers Committee and Vice President of Women and the

Law.

## directorships and professional associations

- Law Society of Upper Canada
- The Advocates' Society
  - Member of The Judicial Independence Task Force
- Defense Research Institute

## representative matters

### Corporate, Commercial and Securities

- Counsel in precedential case on securities process and disclosure in a conflict of interest transaction.
- Represented an appellant before the Supreme Court of Canada in *Pioneer Corp. v. Godfrey*, the leading case on certification standards in anti-trust class actions.
- Represented an intervener before the Supreme Court of Canada in *R. v. Comeau*, the leading case concerning free trade in Canada under s.121 of the Constitution Act.
- Represented a technology company (2017), manufacturing company (2018) and mining company (2019) in litigation matters and related strategy in hostile proxy / control contests.
- Represented a European banking client in an appeal before the Ontario Court of Appeal in a complex 12-year, multi-transfer fraudulent conveyance action.
- Represented an international telecommunications company in defending an interlocutory and permanent injunction based on allegedly misleading advertising statements.
- Canadian counsel for SABMiller plc regarding Canadian Competition Bureau clearance of its US \$107 billion takeover by Anheuser Busch InBev SA/NV

### Class Actions

- Counsel to multiple electronic manufacturers defending multijurisdictional civil cartel/conspiracy class action proceedings.
- Counsel to multiple global financial institutions defending multijurisdictional civil cartel/conspiracy class action proceedings.
- Counsel to multiple global auto-parts manufacturers defending multijurisdictional civil cartel/conspiracy class action proceedings.
- Counsel to a financial institution defending class action proceedings relating to alleged breaches of consumer protection laws.

## Arbitrations

- Represented a ground lease tenant in a complex rental reset arbitration.
- Defended a mining company in an international arbitration (LCIA) regarding a claim for a 50% interest in a mining project in Africa arising from an Earn-in agreement.
- Represented a global telecommunications company in an arbitration dealing with a breach of contract dispute.
- Represented a ground lease tenant in an arbitration dealing with a breach of contract dispute.
- Represented a global investment company in an arbitration dealing with a purchase price adjustment contract dispute.

## Selected Decisions:

- *The Catalyst Capital Group Inc. (Re)*, 2020 ONSEC 6
- *Pioneer Corp. v. Godfrey*, 2019 SCC 42
- *R. v. Comeau*, 2018 SCC 15
- *Friends of Toronto Public Cemeteries Inc. v. Mount Pleasant Group of Cemeteries*, 2018 ONSC 771
- *Omega General Insurance Company v. Tsianos*, 2017 ONSC 5179
- *In the matter of the court-appointed receivership of Casselman Plywood Hardware Building Centre Ltd.*, 2017 ONSC 4107
- *Samuels v. Canada (Attorney General)*, 2016 ONSC 7937
- *Fontanilla v. Thermo Cool Mechanical*, 2016 ONSC 7023
- *Bayerische Landesbank Girozentrale v. Sieber Estate (Trustee of)*, 2016 ONCA 399, 2016 ONCA 400
- *Yim v. Rogers Communications Partnership*, 2016 ONSC 2105

## awards and rankings

- J.W. Whiteside Award, for contribution to the law school, the legal profession and the community at large
- Torkin Manes LLP Award, for combined academic achievement and service to the community
- Honourable Walter S. Tarnopolsky Award, for respect for and commitment to equality and human rights, service to the community, civility and generosity of spirit
- Igor Kaplan Memorial Award, for exemplifying the traditions of the law in scholarship, commitment and integrity

## publications

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## **May 25, 2020**

Class Actions "Zooming" Forward during the COVID Pandemic?  
Litigation Bulletin

## **April 2020**

Judicial Independence: Defending an Honoured Principle in a  
New Age

The Advocates' Society Judicial Independence Task Force  
(contributor)

## **March 2020**

The HBC Privatization: OSC Provides New Guidance For a  
Special Committee Process and Reconfirms Disclosure  
Obligations in Conflict of Interest Transactions  
Securities and Capital Markets Bulletin

## **November 2019**

Ontario Makes Changes to Court Procedures  
Litigation Bulletin

## **July 2019**

New Requirements for CBCA Corporations: June 2019  
Amendments  
Corporate Governance Bulletin

## **November 2018**

Cooperating in Create a National Securities Regulator in  
Canada  
Capital Markets Bulletin

## **May 2018**

Guide to Tracing Assets Around the World 2018  
TerraLex

## **2017**

Guide to Managing Whistleblowers Insight into Canada's first

paid whistleblower program by a securities regulator 

## **June 2017**

The New Frontier of Jurisdiction: Supreme Court of Canada  
Upholds Worldwide Injunction Against Google  
Litigation Bulletin

## **June 2017**

Supreme Court of Canada Turns the Other Cheek: Facebook's  
"Terms and Conditions" – Forum Selection Clause  
Unenforceable  
Litigation and Privacy Bulletin

## **February 2016**

Issues in the Preparation and Presentation of Expert Evidence:  
An Update  
The Advocates' Quarterly

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Volume 45, Number 1

**February 2016**

Carrying the Tune: OSC Whistleblower Program Coming Soon  
Securities and Employment and Labour Bulletin

**May 2015**

British Columbia Securities Commission Seeks to Limit Exercise  
of Public Interest Power in the Enforcement Context  
Securities Bulletin

**April 2015**

Issues in the Preparation and Presentation of Expert Evidence  
The Advocates' Quarterly  
Volume 44, Number 1

**February 2015**

Upcoming Changes to Saskatchewan Insurance Legislation  
Insurance Bulletin

**presentations**

**September 2019**

Shareholder Activism  
Ninth Annual Securities Symposium – The Advocates' Society

**January 2019**

Contested Transactions  
Guest Lecturer – Queen's University

**February 22, 2017**

Class Actions: Case Law Update and Strategic Implications  
Canadian Defence Lawyers – Defending Products Claims