



Leo Raffin*

Co-Chair, Capital Markets, Public M&A
Vancouver

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*Law Corporation

education and year of call

- Called to the British Columbia bar - 1987
- University of Toronto, LLB - 1986
- University of Windsor, BA - 1983

practice areas

capital markets

fintech

mergers and acquisitions

technology

gaming and lottery

corporate governance

negotiated transactions

cryptocurrency and blockchain

industries

applied technology

food, beverage and agribusiness

mining

media, communications and

entertainment

life sciences

profile

Leo Raffin is a partner in McMillan's Vancouver office, Co-Chair of the national Capital Markets Group and Co-Chair of the Public M&A Group (BC). His primary practice areas are securities and corporate law - acting for technology, industrial and natural resource issuers. His experience includes public and private offerings, mergers, acquisitions and take-over bids, proxy contests, corporate reorganizations, business alliances, licensing transactions and corporate governance matters.

directorships and professional associations

- Vancouver Bar Association

representative matters

- Acted for Great Canadian Gaming Corporation in its \$450 million offering of senior unsecured notes and concurrent \$100 million substantial issuer bid;
- Acted for CTF Technologies, Inc. (a leading Brazilian specialized payment products company) in its US\$180 million sale to FleetCor Technologies Inc.;
- Acted for Western Wind in its hostile proxy contest with Samara Capital and then subsequent hostile take-over bid by Brookfield Renewable Energy Partners LP and WWE Equity Holdings Inc.;
- Acted for Norsat International Inc. in its acquisition of Sinclair Technologies Holdings Inc. for US\$19.25 million;
- Acted for Primero Mining Corp. (formerly, Mala Noche Resources Corp.) in its acquisition of the San Dimas gold-silver mine and associated assets in Mexico from subsidiaries of Goldcorp Inc. for US\$510 million plus the

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- assumption of all liabilities associated with the San Dimas mine;
- Acted for Primero Mining Corp. in a \$44 million secondary offering by Goldcorp Inc.;
 - Acted for Primero Mining Corp. in its merger with Northgate Minerals Corporation which was to create a company with an expected combined market capitalization of approximately \$1.2 billion;
 - Acted for Tekmira Pharmaceuticals on its business combination with Protiva Biotherapeutics and concurrent private placements with Alnylam Pharmaceuticals and Hoffman-La Roche;
 - Acted for Inex Pharmaceuticals in its reorganization and spin-out of Tekmira Pharmaceuticals;
 - Acted for Richfield Ventures Corp. in its acquisition by New Gold Inc. for approximately \$550 million;
 - Acted for Continental Minerals Corporation in its acquisition by Jinchuan Group Ltd. for \$431 Million;
 - Acted for and Terrane Metals Corp. in its sale to Thompson Creek Metals Company Inc. for C\$650 million;
 - Acted for Farallon Mining Ltd. in its acquisition by Nystar NV for \$400 million;
 - Acted for Terra Ventures Inc. in its merger with Hathor Exploration Limited;
 - Acted for the agents in a \$145 million private placement subscription receipt financing involving Eacom Timber Corporation and a subsequent follow-on financing;
 - Acted for Yukon Zinc in its sale to Jinduicheng Molybdenum Group and Northwest Nonferrous International for \$110 million;
 - Acted for TWC Group of Companies Inc. in its sale to the Berkshire Group of Companies;
 - Acted for Great Canadian Gaming in the acquisition of the combined race tracks and casinos Fraser Downs, Georgian Downs and Flamboro Downs;
 - Acted for Absolute Software Corporation in its acquisition of LiveTime Software;
 - Acted for the special committee of the board of directors of Gemcom Software International Inc. in its acquisition by a vehicle indirectly owned by affiliates of JMI Equity Fund VI, L.P., Carlyle Venture Partners III, L.P. and Pala Investments Holdings Limited for approximately \$190 million;
 - Counsel to Inex Pharmaceuticals in a bought deal financing of approximately C\$16 million;

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- Represented Great Canadian Gaming Corp. to secure a C\$200 million revolving credit facility and a US\$170 million term loan and to issue US\$170 million senior subordinated notes for gross proceeds of C\$600 million;
- Acted for Sierra Systems when acquired by Golden Gate Capital;
- Represented INEX Pharmaceuticals in an agreement with Alnylam Pharmaceuticals to form a strategic alliance;
- Represented Inex Pharmaceuticals in a license agreement with Hana Biosciences worth an estimated C\$12.1 million;
- Acted for Inex Pharmaceuticals to buy back its convertible debt for US\$36.5 million; and
- Assisted Glamis Gold in its acquisition of Western Silver Corporation.

awards and rankings

- Recognized in the 2020 Canadian Legal Lexpert Directory as a Repeatedly Recommended lawyer in the area of Corporate Finance & Securities
- Listed in Who's Who Legal: Canada 2019 as a leader in Mining
- Recognized by *Chambers Canada (2020)* as a leading lawyer in the area of Gaming & Licensing
- Recognized by *Best Lawyers in Canada (2020)* as a leading lawyer in the areas of Securities Law and Technology Law
- Recognized in the *2019 Canadian Legal Lexpert Directory* as a Consistently Recommended lawyer in the area of Corporate Finance & Securities
- Listed in *Who's Who Legal: Canada 2018* as a leading lawyer in the area of Mining
- Recognized by *Chambers Canada 2019* as a leader in Gaming & Licensing
- Listed in *Best Lawyers in Canada (2019)* as a leading lawyer in the areas of Securities Law and Technology Law
- Listed in *Best Lawyers in Canada (2018)* as a leading lawyer in the areas of Securities Law and Technology Law
- Recognized in the 2018 Canadian Legal Lexpert Directory as a Consistently Recommended lawyer in the area of Corporate Finance & Securities
- Listed in *Who's Who Legal: Canada 2017* as a leading lawyer in the area of Mining
- Listed in *Lexpert/Report on Business Corporate Special Edition 2017* as Canada's Leading Corporate Lawyer
- Listed in *Canadian Legal Lexpert Directory 2017*

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as consistently recommended in Corporate Finance & Securities

- Listed in the *2016/17 Lexpert Special Edition* as a leading lawyer in Global Mining
- Listed in *Best Lawyers in Canada 2017* as a leading lawyer in the areas of Securities Law and Technology Law
- Listed in *Who's Who Legal: Canada 2016* as a leading lawyer in the area of Mining
- Listed in *Canadian Legal Lexpert Directory 2016* as a leading lawyer in Corporate Finance & Securities
- Listed in *Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada 2016* as a Corporate Finance & Securities expert
- Listed in *The Legal 500 Canada 2015* as a leader in Corporate and M&A
- Listed in the *2015/16 Lexpert Special Edition* as a leading lawyer in Global Mining
- Received a "BV" *Peer Review Ranking* from Martindale-Hubbell

teaching engagements

- Chair/Co-Chair of the Canadian Law Society of British Columbia's Annual Advanced Securities Law session for the last 10 years; and
- Spoken at CLE sessions on Mergers & Acquisitions and Securities Litigation.

presentations

October 2019

2019 Pipestone Conference for Senior Securities Lawyers
The Cannabis Panel, Lake Louise, Alberta