



## Christian P. Gauthier

Partner

*Co-Head of Mergers & Acquisitions Practice*

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Vancouver

### EDUCATION

Trinity Western University, BBA, 1995,  
with distinction

University of British Columbia, LLB, 2000

### BAR ADMISSIONS

Ontario, 2002

British Columbia, 2014

Christian Gauthier is a Partner and Board Member of Bennett Jones LLP based in Vancouver and Toronto. He advises local and international clients on domestic and cross-border mergers & acquisitions (including management and leveraged buyouts of private and publicly-traded companies), corporate finance, initial public offerings, corporate governance and other capital markets and securities laws matters.

"Christian is always extremely business-savvy, pragmatic and results-oriented in his approach to solving clients' problems."

**Chambers Canada**

Christian started our Vancouver Office in 2014, which has since grown to approximately 50 lawyers and has been recognized as one of British Columbia's leading law firms (*Chambers Partners*). Prior to moving to Vancouver, Christian was the Co-Head of Capital Markets and M&A in Toronto where he practiced for over 13 years.

Christian enjoys building long-lasting working relationships with clients, often assisting clients through various business growth cycles, from incorporation, seed financings, initial public offerings, follow-on offerings, divestitures, acquisitions, financings, refinancings, restructurings and sales processes, as illustrated by the following examples.

#### **Gateway Casinos Entertainment Limited**

(a) US\$1.25 billion cross border loan led by refinancing of capital structure to facilitate repayment of LEEFF loan (described below)

(b) \$200-million loan made available by Canada Enterprise Emergency Funding Corp. (CEEFC) under the Large Employer Emergency Financing Facility (LEEFF), the first loan advance of its kind (2020)

- (b) negotiation of various amendments with secured lenders, gaming regulators and landlords to account for impact of COVID-19 related casino closures (2020)
- (c) US\$1.15 billion cross border merger with Leisure Acquisition Corp and NYSE listing (withdrawn) (2020)
- (d) US\$170 million cross-border loan following internal reorganization (2019)
- (e) acquisition of Signal Point Casino and acquisition of Chances Kamloops (2019)
- (f) \$100 million initial public offering filings with the SEC for a proposed listing on the NYSE (withdrawn) (2018)
- (g) refinancing of US\$335 million secured term loan facility and C\$150 million revolving facility (2018)
- (h) refinancing of US\$485 million secured term loan, C\$125 million revolving facility and US\$255 million second lien secured notes due 2024 (2017)
- (i) acquisition of the Playtime group of companies (2016)
- (j) \$170 million tender offer and refinancing of its second lien secured notes due 2017 (2013)
- (k) \$535-million refinancing of its \$365 million secured credit facility and second lien \$170-million senior note offering (2010)
- (l) \$1.5 billion restructuring and recapitalization pursuant to a plan of arrangement (2010)

**Crius Energy Trust (TSX: KWH.UN)**

- (a) \$630 million sale to Vistra Energy pursuant to a competitive sales process (2019)
- (b) US\$172.5 million cross border acquisition of U.S. Gas Electric, Inc. (2017)
- (c) \$116.5 million bought deal offering to fund the purchase price of U.S. Gas Electric, Inc. (2017)
- (d) \$72.5 million bought deal offering to acquire 100% of Crius Energy LLC for \$189.4 million (2016)
- (e) \$46.1 million bought deal offering to increase its interest in Crius Energy, LLC from 26.8% to 43.1% (2015)
- (f) \$100 million cross border TSX IPO (2012)

**UrtheCast Corp. (TSX:UR)**

- (a) \$100 million restructuring under the Companies Creditors Arrangement Act and sale of its UrtheDaily and OptiSar constellation assets (2021)
- (b) US\$20 million cross border acquisition of GEOSYS Technology Holding LLC from Land O'Lakes, Inc. (2019)
- (c) US\$12 million secured term loan led by a group of lenders to fund GEOSYS acquisition (2019)
- (d) \$34 million private placement of subscription receipts and qualification of same by prospectus (2018)
- (e) US\$142 million credit agreement with U.S. Bank National Association, as administrative agent (2018)
- (f) \$19.6 million bought deal offering (2017)

**Canaccord Genuity Corp.** as lead or co-lead underwriter or agent for capital market offerings

- (a) multiple bought deal offerings for *Numinous Wellness Inc.* (2020/21)
- (b) multiple bought deal offerings for *Cloud MD Software & Services Inc.* (2020/1)
- (c) *Tantalus Holdings Systems Inc.*'s subscription receipt private placement and RTO (2020)
- (d) *Burcon NutraScience Corporation*'s bought deal offering (2020)
- (e) *Askott Entertainment Inc.*'s subscription receipt private placement and merger with FansUnite Entertainment Inc. (2020)
- (f) *Hemptown Organics Corp.*'s private placement and proposed RTO (2019/2020)
- (g) multiple bought deals for *Patriot One Technologies Inc.* (2017/8)
- (h) *InMed Pharmaceuticals Inc.*'s public offering of units (2017)

#### **Refresh Capital Corporation**

- (a) sale to Borrowell Inc. under a plan of arrangement (2021)
- (b) \$150 million credit facilities with two undisclosed lenders (2016)
- (c) multiple offerings of unsecured debentures with Richardson GMP as sole and lead agent (2016)

#### **Helios Wire Corporation**

- (a) sale to EchoStar Corporation (NASDAQ: SATS) under a plan of arrangement (2019)
- (b) private placement of convertible debentures for an undisclosed amount (2017)

#### **Precision Castparts Corp.**, a subsidiary of Berkshire Hathaway Inc.

- (a) Noranco Inc. from MidOcean Partners and PSP Investments for US\$560 million (2015)
- (b) Aerostructure and Industrial Products from Héroux-Devtek for \$300 million (2013)
- (c) Centra Industries Inc. for an undisclosed amount (2012).

#### **TerraVest Capital Inc.'s** (TSX:TVK)

- (a) \$16 million acquisition of Signature Trucks (2015)
- (b) \$25 million convertible unsecured subordinated debentures bought deal offering (2015)
- (c) \$12 million acquisition of NWP Industries Inc. (2014)
- (d) \$54 million acquisition of Gestion Jerico Inc. from Clarke Inc. (2014)
- (e) \$20 million bought deal co-led by National Bank Financial Inc. and Cormark Securities Inc. (2014)
- (f) \$13.75 million substantial issuer bid (2012)

**VimpelCom Ltd.** (NASDAQ: VIP): \$300 million sale of the Globalive group of companies (WIND Mobile Canada) to West Face Capital Inc., Tennenbaum Capital Partners et al (2014)

**TerraPro Inc.:** reorganization pursuant to a plan of arrangement and concurrent refinancing for an undisclosed amount (2016)

Christian is an adjunct professor at the Faculty of Law, University of British Columbia where he co-teaches the Capstone Business Law course, primarily to third year students with a focus on business law. In 2005, Christian completed a six-month secondment to the Corporate Finance Branch of the Ontario Securities Commission where he was responsible for reviewing and commenting on IPO prospectuses and applications for discretionary

exemptions.