



Robin Upshall

Partner

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Expertise

Capital Markets and Securities
Mergers and Acquisitions
Corporate

Bar Admissions

Newfoundland and Labrador, 2017
Ontario, 2005

Clients rely on Robin for insightful advice to get their deals done.

Robin's broad practice focuses on advising public companies on their capital market transactions, and mergers and acquisitions. Clients trust her clear-cut solutions for their significant transactional matters and regularly choose her for guidance. Robin has considerable experience in cross-border transactions in many industries in North America, Latin America and Europe. Her significant capital market experience includes public offerings and private placements in both Canada and the U.S. Robin's unflappable manner and client-focused approach have earned the trust of several public companies.

A frequent writer on corporate and capital market issues, Robin is co-author of the Canadian chapter of *Mergers & Acquisitions – Jurisdictional Comparisons* (the European Lawyer Reference series). Additionally, she teaches the corporate transactions course at Osgoode Hall Law School's Professional Development LLM program.

Robin is a member of the Ontario Securities Commission's Continuous Disclosure Advisory Committee and a member of the firm's Professional Development Committee in Toronto.

REPRESENTATIVE WORK

Fortis Inc.

Acted for Fortis Inc. in its C\$500-million offering by private placement of 5.677% senior unsecured notes due November 8, 2033.

Fortis Inc.

Acted for Fortis Inc. in establishing its at-the-market public offering of up to C\$500-million of common shares, which may be sold through the Toronto Stock Exchange, the New York Stock Exchange or on any other marketplace in Canada or the United States on which the common shares are traded.

Industrial and Financial Systems AB

Acted for Industrial and Financial Systems AB in its acquisition of Poka Inc., a Québec-based provider of connected worker platform software.

Premium Nickel Resources Limited

Acted for Premium Nickel Resources Ltd. (PNRL) in its C\$34-million financing transactions with Cymbria Corporation and EdgePoint Investment Group Inc. The transactions comprised of an equity offering of units, a three year term loan and options to acquire 0.5% net smelter returns royalties on PNRL's Selebi and Selkirk mines.

Barrick Gold Corporation

Acted for Barrick Gold Corporation to establish a base shelf prospectus qualifying up to US\$4 billion of securities in Canada and the United States under the multijurisdictional disclosure system.

Barrick Gold Corporation

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Acted for Barrick Gold Corporation in its C\$30-million sale to Montage Gold Corp. of the Mankono-Sissédougou joint venture project with Endeavour Mining plc.

Barrick Gold Corporation

Acted for Barrick Gold Corporation in the sale of a portfolio of 22 royalties to Maverix Metals for total cash consideration of up to US\$60 million, and Nevada Gold Mines in the sale of a portfolio of three royalties to Gold Royalty Corp. for share consideration with a value of US\$27.5 million.

AutoCanada Inc.

Acted for AutoCanada Inc. in its C\$100-million substantial issuer bid by “modified Dutch auction” pursuant to which AutoCanada repurchased C\$32.5 million of its common shares.

Cormark Securities

Acted as counsel to Cormark Securities in its role as the independent financial advisor to the special committee of Nomad Royalty Company Ltd. in its C\$755-million sale to Sandstorm Gold Ltd.

Centerra Gold Inc.

Acted for the special committee of independent directors of Centerra Gold Inc. in connection with its evaluation of strategic alternatives following the imposition by the Kyrgyz Republic of external management over the Kumtor Mine in May 2021.

RECOGNITIONS

Lexpert Special Edition: Finance and M&A

Lexpert Special Edition: Mining

The Canadian Legal Lexpert Directory—Corporate Commercial Law; Corporate Finance and Securities

INSIGHTS

CSA Proposes New At-the-Market Distribution Regime
May 16, 2019

Significant Amendments to CBCA Proposed in 2019 Federal Budget
Apr. 24, 2019

TSX Launches Sandbox Initiative for Issuers That Do Not Satisfy Standard Listing Conditions
Apr. 17, 2019

Is Your Website Ready?
Feb. 02, 2018

TSX Amends Disclosure Requirements
Oct. 23, 2017

Canada, co-author
Dec. 31, 2012

Shareholder Rights Plans in Canada - A Future for the “Just Say No” Defence in

DAVIES

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Canada?

Dec. 31, 2012

EDUCATION

Osgoode Hall Law School, LLB, 2004

Memorial University, BSc (Chemistry), 2000

Memorial University, BA (Hons) (History), 2001

COMMUNITY INVOLVEMENT

Ontario Securities Commission, Continuous Disclosure Advisory Committee