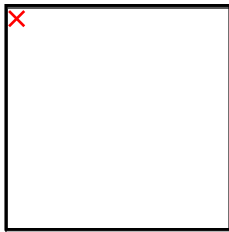




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Cam Mingay* is a senior partner in the [Securities Group](#) at Cassels Brock. Cam has a diverse practice that encompasses the areas of M&A, securities and corporate finance. His practice covers a variety of industries including natural resources, life science, healthcare, technology and clean tech. Cam has extensive experience in representing companies and investment dealers in all manner of public and private transactions. He acts as lead counsel for a number of public clients and serves as counsel to a number of investment dealers on corporate finance matters.

Cam is a strategic advisor who has used his entrepreneurial instincts to assist a number of companies grow from start-ups to mid to large cap companies. Cam has headed up the teams and provided structuring and other advice in the formative stages of a number of multi-billion dollar market cap companies, including Kinross Gold, New Gold, Allied Nevada and WaveRider Communications. Cam continued to provide advice to each of these companies from their inception through their various growth phases and developed corporate governance and corporate social responsibility policies appropriate to their respective stages of development. Cam was the incorporating lawyer and first corporate secretary for Dell Canada. He also advised Global Water, a clean tech company, on its northbound cross-border offering and TSX listing. Cam recently advised on a number of life science transactions, including the proposed financing of a pharma company and the establishment of a portal providing on-line medical advice. Cam is widely known for his innovative structuring ideas, which were the subject of an article in the "Art of the Deal" section of Lexpert. For a copy of the article, please click [here](#).

Cam has extensive expertise in cross-border legal work. He has acted as the lead counsel on a number of significant cross-border acquisitions and on what is commonly referred to as north-bound transactions, where companies are restructured to gain access to the Canadian capital markets, usually with the result that they achieve foreign private issuer status. Examples of such companies are WaveRider Communications, Western Goldfields (now New Gold), Global Water, and Northern Power Systems, a US energy technology company, on which transaction he acted for the underwriter.

Cam has built a large cannabis law practice and provides clients with sophisticated and strategic advice. His streamlined approach to financings, business combinations and reverse takeovers has allowed Cam to build a reputation as a diligent, proficient leader in cannabis law. He has helped his clients strategically grow from start-ups into mid to large cap companies such as Origin House and DionyMed Brands Inc. Cam also acts for various late stage licensed applicants and various U.S. cannabis operators looking to go public in Canada such as CLS Holdings USA, Inc.

Cam has acted in the past several years on smaller M&A transactions where clients had limited in-house resources. Cam also led an initiative at Cassels to introduce Chinese investors to the favourable investment

climate in Canada and to provide them with the tools with which to successfully invest in this country's industries. Cam has served as a director for a number of companies listed on the TSX, NYSE, NASDAQ and AIM, and as a director of the Canadian Paralegic Association (Ontario). He is involved in a number of philanthropic endeavours and is very active in his community. In 2011, Cam was awarded the 2011 Zenith Award by *Lexpert* in the area of Corporate Social Responsibility by Law Firm that Impacts, for our work with and donations to Omatjete Primary School Project in Namibia.

Cam has been continuously recognized by *Best Lawyers in Canada*. He is also listed in the *Canadian Legal Lexpert Directory* and has achieved a BV Distinguished™ rating by *Martindale-Hubbell*.

Representative transactions on which Cam has acted, include the following:

Acting for DionyMed Holdings Inc. on its business combination, various financings and listing on the Canadian Securities Exchange

Acting for Origin House on its going-public reverse takeover transaction, various financings worth over \$45 million and counsel on various corporate and securities matters

Acting for TILT Holdings Inc. on its business combination, its reverse takeover of Santé Veritas Holdings Inc. and a US\$119 million financing

Acting for CLS Holdings USA, Inc. on its go-public transaction, a \$13 million financing and a US\$12 million financing

Acting for yourdoctors.online in providing advice regarding the establishment of a portal to provide second medical opinions

Acting in connection with the reorganization of the share capital of Hyperion Sensors Inc.

Assisting with the establishment and financing of an on-line mattress company

Acting for Newmarket Gold in a subscription receipt financing and \$185 million arrangement with Crocodile Gold to form a company on which Lukas Lundin and Randall Oliphant sit on the Board of Directors and Ian Telfer on the Advisory Board

Acting for New Gold on a \$175 million streaming deal with Royal Gold to finance a portion of the build of the Rainy River mine and acting for New Gold in connection with all of the permitting, land assembly and related legal work to build the mine

Acting as lead Canadian counsel to New Gold in its acquisition of Rainy River Resources Ltd., the acquisition of Bayfield Ventures, the acquisition of Silver Quest Resources and its acquisition of Geo Minerals, all as part of the creation of a mid-cap gold producer

Acted as lead Canadian counsel to New Gold Inc. on numerous public financings, including two cross-border senior note offerings totaling \$800 million

Acted as lead counsel on merger of New Gold Inc. and Western Goldfields, Inc. and in migrating Western Goldfields to Canada from the US

Acting for Orion Mine Finance on a strategic investment in the mining sector

Acting as lead counsel in the \$500 million 2014 takeover bid of transport company Contrans Group by

Transforce Group

Acting for Allied Nevada throughout its existence, including in its formation as an SEC registrant, various cross-border public offerings, including its US\$400 million senior note offering with a cross currency interest rate swap, which was the first gold high-yield bought deal note offering in North America

Acting for Angus Mining (Namibia) in its qualifying transaction with a CPC

Acting for Franco-Nevada on a \$267 million bought deal financing

Acting for Castle Mountain on its formation, financing and change of management by way of a strategic investment

Acting for Beacon Securities (or its predecessor, Clarus) in its capacity as lead underwriter on offerings by Petrowest Corporation, AltaGas, Timminco and Northern Power

Representing the Harris family on tax and corporate matters when Charlotte, N.C.-based Nucor Corporation acquired all of the issued and outstanding common shares of Harris Steel Group Inc. for approximately \$1.2 billion

Acting for Elgin Mining in its formation, financings, its business combination with Gold-Ore Resources, conducting all of its natural resource work, acting on its attempted acquisition of the Hope Bay Project and on its acquisition by Mandalay Resources

Acting for Yancoal Canada Resources Co., a subsidiary of the Chinese SOE, Yankuang Group, on its \$300 million acquisition of Potash permits situated in Saskatchewan

**denotes Professional Corporation*

Achievements

Martindale-Hubbell, Distinguished™ rating

Canadian Legal Lexpert Directory 2009–2018 (Mining)

Lexpert Special Edition - Global Leaders in Mining 2017

The Best Lawyers in Canada 2006–2019 (Natural Resources Law)

Awarded the 2011 Zenith Award by *Lexpert* in the area of Corporate Social Responsibility for his work with, and donations to, the Omatjete Primary School Project in Namibia

Call to the bar

Ontario, 1982

Associations

Canadian Bar Association

Ontario Bar Association

Expertise

Cannabis

Emerging Companies & Technology

Life Sciences

Mergers & Acquisitions

Mining

Securities