

# ADVANCING OUR CLIENTS' AMBITIONS 2021

## Representative 2021 Transactions

The [M&A](#) and [Capital Markets](#) teams at Miller Thomson have advised on a variety of transactions that highlight our cross-industry depth and multi-jurisdictional capabilities.

<p><b>Represented</b></p> <p><b>Silent-Aire Manufacturing Inc.</b> \$1.1 billion</p> <p>Cross-border sale of Silent-Aire Manufacturing Inc., a Canadian hyperscale cloud and colocation provider with offices and manufacturing facilities in Canada, the United States and Ireland, to Johnson Control International plc (NYSE: JCI), the global leader for smart, healthy and sustainable buildings.</p> <p><b>Johnson Control International plc</b></p>	<p><b>Represented</b></p> <p><b>Liberty Health Sciences</b> US\$290 million</p> <p>Acquisition of Liberty Health Sciences Inc., (CSE: LHS, OTCQX: LHSIF) a U.S.-based medical marijuana manufacturer by Ayr Wellness Inc. (CSE: AYR.A, OTCQX: AYRWF)</p> <p><b>Ayr Wellness Inc.</b></p>	<p><b>Represented</b></p> <p><b>Ebro Foods S.A.</b> \$165 million</p> <p>Sale by Ebro Foods S.A. (EBRO.MC), a Spanish-based global leader in the rice and pasta sectors, of its indirect ownership of the 'Catelli' dry pasta business in Canada to Barilla Group, an Italian multinational food company.</p> <p><b>Barilla Group</b></p>	<p><b>Represented</b></p> <p><b>Rosenau Transport</b> \$360 million</p> <p>Sale of Rosenau Transport, an Alberta-based provider of LTL, truckload, deck, heated van, scheduled delivery and other transportation services throughout Western Canada, to General Logistics Systems, a subsidiary of Royal Mail plc.</p> <p><b>General Logistics Systems</b></p>
<p><b>Represented</b></p> <p><b>Heniff Transportation Systems</b></p> <p>Cross-border acquisition of Premier Bulk Systems, an Ontario-based bulk motor carrier, truckload and LTL logistics provider, by Heniff Transportation Systems, a U.S.-based leader in liquid bulk transportation, food grade and rail transloading.</p> <p><b>Premier Bulk Systems</b></p>	<p><b>Represented</b></p> <p><b>Yaletown Partners and Bank of Montreal</b> US\$100 million</p> <p>Strategic Investment by Sumeru Equity Partners in Tasktop Technologies, a Vancouver-based SaaS start-up and provider of the leading Value Stream Management (VSM) platform with Yaletown Partners and Bank of Montreal as significant shareholders.</p>	<p><b>Represented</b></p> <p><b>Robertet S.A.</b> US\$100 million</p> <p>Acquisition of Ecom Food Industries Corporation by Robertet S.A. (RBT.PA), a French public company specializing in fragrance, flavour and ingredient manufacturing, through Robertet USA, Inc.</p> <p><b>Ecom Food Industries, Inc.</b></p>	<p><b>Represented</b></p> <p><b>Environmental 360 Solutions Inc.</b></p> <p>Venture round for Environmental 360, a leading waste management company, led by Oaktree Capital Management, L.P. and comprised of Canadian Business Growth Fund and existing shareholders</p>
<p><b>Represented</b></p> <p><b>BMO Capital Partners</b> \$150 million</p> <p>Equity Investment by BMO Capital Partners, led by Flexpoint Ford, an American private equity firm, in PayFacto Payments Inc., a Montreal-based FinTech company</p> <p><b>PayFacto Payments Inc.</b></p>	<p><b>Represented</b></p> <p><b>Nabors Industries Limited</b> \$117,500,000</p> <p>Sale of its on-shore drilling business by Nabors Drilling Canada Limited, including 35 land-based drilling rigs and related equipment, inventory and real property, to Ensign Energy Services Inc.</p> <p><b>Ensign Energy Services Inc.</b></p>	<p><b>Represented</b></p> <p><b>JMP Solutions Inc.</b></p> <p>Cross-border sale of an interest in JMP Solutions Inc., an automation systems integrator, to Crestview Partners, a New York-based private equity firm.</p>	<p><b>Represented</b></p> <p><b>LQwD Financial Corp.</b></p> <p>Acquisition of LQwD Financial Corp. by LQwD FinTech Corp (formerly Interlapse Technologies Corp.- TSXV: LQWD), to create a Lightning Network focused company developing payment infrastructure and solutions.</p>

## Representative 2021 Transactions

### Represented

#### Game On Creative Inc.

Cross-border sale of Game On Creative, Inc., a motion capture, cinematics and audio services provider in the gaming industry, to Polish company PCF Group S.A. (People Can Fly), a leading AAA-games developer.

### Represented

#### Shareholders of ASL Distribution Services Ltd.

Sale of ASL Distribution Services Limited, a transportation, warehousing, distribution and final mile service provider, to Fastrate Group.

**Fastrate Group**

### Represented

#### Rubik's Brand Ltd. *US\$50 million*

Cross-border acquisition of Rubik's Brand Ltd., the owner of the Rubik's Cube®, by Canadian toymaker Spin Master Corp. (TSX: TOY)

**Spin Master Corp.**

### Represented

#### BMO Capital Partners

Investment in the formation of roll-up vehicle Canadian Dental Laboratories Limited Partnership with Equicapita Income Trust and Equicapita Investment Corp., in conjunction with the acquisition of Protec Group of Dental Laboratories

### Represented

#### Vintex Inc

Sale of Vintex Inc., a manufacturer of technical textiles and custom coated fabrics, by Cooley Group Inc. and J.H. Whitney Capital Partners.

**Cooley Group Inc. and J.H. Whitney Capital Partners.**

### Represented

#### Numinus Wellness Inc.

Acquisition of Mindspace Psychology Services Inc., a leader and pioneer in psychedelic programming, by Numinus Wellness Inc. (TSXV: NUMI.V)

**Mindspace Psychology Services Inc.**

### Represented

#### American Process Group *\$50 million*

Sale of all of the issued and outstanding shares in the capital of American Process Group, an Alberta-based environmental leader, to SANEXEN Environmental Group Inc., a subsidiary of LOGISTEC Corporation (TSE: LGT.B)

**SANEXEN Environmental Group Inc.**

### Represented

#### Deloitte LLP

Acquisition of Groundswell Group Inc., an AI and data integration firm by Deloitte LLP.

**Groundswell Group Inc.**

### Represented

#### Polyventive LLC

Acquisition of Tri-TexCo Inc.'s shares from SK Capital Partners by Polyventive LLC, a North American manufacturer of specialty chemical solutions

**Tri-TexCo Inc.**

### Represented

#### Fengate Private Equity

Equity investment by Fengate Private Equity, a division of Fengate Asset Management, in Grace Clinics Corp (GraceMed), a Canadian plastic and cosmetic surgery, dermatology, and medical aesthetics business, on behalf of LiUNA Pension Fund of Central and Eastern Canada

### Represented

#### Highcourt Partners Limited

Highcourt Partners Limited acquired a majority ownership interest in Breckles Group of Companies Inc., a Canadian independent insurance brokerage.

### Represented

#### SEGMENTECH Inc.

Sale of SEGMENTECH Inc. specializing in Identity and Access Management (IAM) & Privileged Access Management (PAM) solutions to Herjavec Group, a global cybersecurity firm, founded by Robert Herjavec.

**Herjavec Group**

## Representative 2021 Transactions

### Represented

#### Waveform Entertainment Inc.

Acquisition of Waveform Entertainment Inc., a Canadian esports entertainment company, by Groupe Solotech, a global leader in audiovisual and entertainment technology.

**Groupe Solotech**

### Represented

**Canaccord Genuity Corp., CIBC Capital Markets, National Bank Financial Inc. as lead underwriters, and Scotiabank, Eight Capital, ATB Capital Markets Inc. and Laurentian Bank Securities Inc.**

*\$135.7 million*

Initial public offering of E Automotive Inc. d/b/a E Inc., a digital platform which optimizes online vehicle buying, selling, and management for automotive dealers and consumers.

### Represented

**Stifel GMP**  
*US\$100 million*

Private placement of common shares of Voyager Digital Ltd. (CSE: VYGR) by Stifel GMP.

### Represented

**Stifel GMP, Clarus Securities Inc. and Beacon Securities Limited.**  
*\$49,831,250*

Underwriters, in a bought deal public offering by Arizona Metals Corp.

### Represented

**Perpetua Resources Corp.**  
*US\$57.5 million*

Equity offering including full exercise of the over-allotment option

### Represented

**Syndicate of underwriters led by Mackie Research Capital Corporation**  
*US\$46 million*

Bought deal public offering by Theratechnologies Inc. (TSE: TH), including the full exercise of the over-allotment option.

### Represented

**Numinus Wellness Inc.**  
*\$40.25 million*

Bought deal unit offering by Numinus Wellness Inc. (TSXV: NUMI.V) including the exercise of the underwriters' over-allotment option.

**Crédit Mutuel Equity**

### Represented

**Titanium Transportation Group**  
*\$35 million*

Treasury offering and secondary bought deal offering by Titanium Transportation Group (CVE: TTR).

### Represented

**TD Securities, Canaccord Genuity Corp., Raymond James and Stifel Nicolaus Canada Inc.**  
*\$33.7 million*

Bought deal financing by WeCommerce Holdings Ltd.

### Represented

**Emerita Resources Inc.**  
*\$20 million*

Bought deal private placement for Emerita Resources Inc.

### Represented

**Alpha Lithium Corporation**  
*\$23 million*

Oversubscribed bought deal offering by Alpha Lithium Corporation (TSXV: ALLI).

### Represented

**Mydecine Innovations Group**  
*\$17.25 million*

Bought deal offering by Mydecine Innovations Group (NEO: MYCO), a biotech and life sciences company, including the full exercise of the over-allotment option.

## Representative 2021 Transactions

### Represented

#### Coin Analyst UG.

Reverse takeover of Brandenburg Energy Corp. to become CoinAnalyst Corp., an artificial intelligence-based big data analytics platform provider for the cryptocurrency market

### Represented

#### Bear Creek Mining Corporation

*\$34.5 million*

Bought deal shelf prospectus offering of common shares by Bear Creek Mining Corporation (TSXV: BCM), including full exercise of the underwriters' over-allotment option.

### Represented

#### Optimi Health Corp.

*\$20.7 million*

Oversubscribed initial public offering of Optimi Health Corp. (CSE: OPTI).

### Represented

#### Alexco Resource Corp.

*\$28.75 million*

Bought deal public offering by Alexco Resource Corp. (NYSE American / TSX: AXU)

### Represented

#### Stifel GMP

*\$21 million*

Bought deal financing by Arizona Metals Corp. (CVE: AMC), with Stifel GMP as the underwriter.

### Represented

#### Canaccord Genuity Corp.

*\$16 million*

Subscription receipt financing by Playmaker Capital Inc., a digital sports media company, with Canaccord Genuity as the lead agent.