



Alexander Lalka

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Biography

Alexander Lalka has a corporate law practice focusing on mergers and acquisitions and securities law. Alexander's practice includes public and private acquisitions, public offerings, private placements, venture capital transactions, business combinations, and general corporate and commercial matters. He works with his Miller Thomson colleagues practising in business law, national securities, capital markets, and mergers and acquisitions.

Alexander routinely advises public companies on corporate governance and executive compensation matters, continuous disclosure requirements, and other obligations under securities laws and stock exchange policies. He often provides strategic advice to private companies in various industries when they are proceeding with a going-public transaction to list on the Toronto Stock Exchange or the TSX Venture Exchange including initial public offerings, capital pool transactions, and direct listings.

Alexander advises acquirors and target companies relating to share and asset transactions and other types of business combinations including amalgamations, plans of arrangement, and reverse-takeover transactions. Alexander also frequently assists clients with corporate reorganizations, shareholder and joint venture agreements, service agreements, and other commercial contracts.

Alexander aims to provide clients with practical advice in a cost-efficient manner.

Alexander also has experience working in different levels of government, holding positions in the premier's office at the Legislative Assembly of Ontario as well as in the Office of the Leader of the Official Opposition at the House of Commons in Ottawa. He continues to be an active contributor and volunteer in the national, provincial, and local political process.

Alexander is conversant in Ukrainian and is an active member of the Ukrainian community in Toronto.

Notable matters

Corporate Finance Experience

Alexander has acted as part of the counsel team for:

- Franco-Nevada Corporation (NYSE: FNV) (TSX: FNV) in its public offering of 9,200,000 common shares for aggregate gross proceeds of \$391,000,000.
- Loyalist Group Limited (TSXV: LOY) in its brokered private placement of 7.5% unsecured subordinated debentures for gross proceeds of \$5,250,000.
- U.S. Silver Corporation (TSX: USA) in its brokered bought deal private placement of units for gross proceeds of \$6,900,000.
- U.S. Silver Corporation (TSX: USA) in its short form prospectus offering of units for gross proceeds of \$4,600,000.
- Euro Pacific Canada Inc., as sole agent and bookrunner, in connection with CO2 Solutions Inc.'s (TSXV: CST) private placement of units for aggregate gross proceeds of \$844,849.95.
- Cyberplex Inc. (TSXV: EQ) in its short form prospectus offering of units for gross

proceeds of \$4,600,000.

- Cyberplex Inc. (TSXV: EQ) in its bought deal public offering of subscription receipts for gross proceeds of \$33,340,000, with the underlying common shares being subsequently qualified by a short form prospectus.
- Roth Capital Partners, LLC, as sole agent, in connection with Aeterna Zentaris Inc.'s (TSX: AEZ) (NASDAQ: AEZS) public offering of 6,600,000 units generating gross proceeds of US\$16,500,000.
- Lithium Americas Corp. (TSX: LAC) in its initial public offering of common shares for gross proceeds to the company of \$45,000,140.
- ElectroVaya Inc. (TSX: EFL) in its non-brokered private placement of 3,237,601 units for gross proceeds of \$2,913,840.
- Solutions4CO2 Inc. (TSXV: SFC) in its brokered and non-brokered private placements for gross proceeds of \$1,887,699.
- Georgian Partners, a growth equity investment firm, in its participation in the US\$30,000,000 institutional investment round in FreshBooks; and in its participation in the \$10,000,000 Series B round investment in TopHat.

M&A Experience

Alexander has acted as part of the counsel team for:

- WISI Communications GMBH & Co. KG, a provider of broadband reception and distribution technologies, in its acquisition of a majority of the shares of Inca Networks, a provider of video delivery solutions for linear and multiscreen TV content.
- ADP Canada Co. in its sale of Groupe AST, the largest workers' compensation provider in Québec, to Morneau Shepell Inc. for a purchase price of \$32,000,000.
- Franco-Nevada Corporation (NYSE: FNV) (TSX: FNV) in its acquisition of all of the outstanding common shares of Gold Wheaton Gold Corp. for approximately \$1 billion pursuant to a statutory plan of arrangement.
- The Travelers Companies, Inc. (NYSE: TRV) in its acquisition of The Dominion of Canada General Insurance Company from E-L Financial Corporation Limited (TSX: ELF) for approximately \$1.07 billion.
- Minsud Resources Inc. (TSXV: MSR), as the target, in its reverse take-over qualifying transaction with Rattlesnake Ventures Inc. and concurrent listing on the TSX Venture Exchange.
- Manor Global Inc. (TSXV: MTN), a capital pool company, in its reverse-takeover qualifying transaction with Compostela Mining Limited. U.S. based software provider in its cross border Canadian acquisition worth approximately \$40,000,000.
- U.S. based transportation logistics provider in its cross border multi-million dollar Canadian acquisition.
- Nico Mining Limited (TSX: RCB) in its reverse take-over transaction with Red Crescent Resources and concurrent listing on the Toronto Stock Exchange.
- Convurgency Inc. in its merger with 9th sphere resulting in the creation of 9thCO Inc., an award winning internet marketing company based in Toronto.

Thought leadership

- Presenter, TSX Venture Exchange Rules and Tools Seminar on the *Role of the Board and Executive Compensation*, 2011-2014
- Lecturer on Securities Law, Queen's University Law School, 2012-2013
- The Finkelstein Decision: OSC Provides Clarity on Insider Trading and Tipping Proceedings, Securities Practice Notes, April 2015
- TSX Arms Shareholders With New Board Voting Rules, Quoted in Law 360 article, February 19, 2014
- Authored articles in Briefly Speaking, the Ontario Bar Association publication, advocating for a national securities regulator, April 2009 and May/June, 2007

Professional memberships

- Canadian Bar Association
- Ontario Bar Association
- Ukrainian Canadian Bar Association
- Law Society of Ontario

Languages spoken

- English
- Ukrainian

Bar admissions & education

- Ontario Bar, 2007
- LL.B., University of Windsor, 2006
- B.A.(Hons.), University of Toronto, 2003