



Jason A. Chertin

Co-Chair, Investment Funds and Asset Management
Toronto

416.865.7854

jason.chertin@mcmillan.ca

education and year of call

- Called to the Ontario Bar - 2001
- Schulich School of Business, MBA
- University of Western Ontario, LLB
- York University, BA (Economics)
- Osgoode Hall Law School, Certificate in Mining Law

practice areas

capital markets
corporate finance
investment funds and asset management
acquisitions and divestitures
IPOs and alternative IPOs
takeover bids
proxy contests
stock exchange listings

industries

mining
biotechnology
investments
private equity funds

profile

Jason Chertin is a partner in the Capital Markets Group in McMillan's Toronto office where his focus is securities regulation. Jason practices primarily in the area of corporate and securities law and stock exchange regulation, and has a strong track record of successfully structuring and executing a variety of capital markets transactions, including: (i) corporate finance transactions with emphasis on public offerings of securities; (ii) mergers and acquisitions with emphasis on negotiated transactions, plans of arrangement and amalgamations; and (iii) stock exchange listings and related transactions.

Jason has acted for issuers, underwriters and stakeholders in the investment, natural resource, energy and technology sectors in connection with public and exempt offerings of securities, take-over bids, business combinations, reverse take-overs, qualifying transactions, reorganizations, proxy contests and related party transactions.

A significant part of Jason's practice involves advising investment fund managers and portfolio advisors in connection with public and exempt offerings of securities by open-end mutual funds, closed-end investment funds, commodity pools and pooled funds, and he has additional experience in dealer and advisor registration and compliance matters.

In addition to transactional work, Jason advises clients with respect to general securities regulatory compliance matters, proxy solicitation, corporate governance, continuous disclosure, preparations for annual and special meetings of shareholders, compliance with requirements of NI 81-102, compliance with IRC requirements, prospectus renewals, and applications for

exemptive relief to securities regulatory authorities.

directorships and professional associations

- AIMA Canada - Legal & Finance Committee
- PMAC - Industry Regulation & Tax Committee
- TOROG Securities Subcommittee Group
- Canadian Bar Association
- Ontario Bar Association
- Toronto Lawyers Association
- PDAC

representative matters

Select corporate finance transactions include:

- acting for Detour Gold Corporation in connection with a \$162 million bought deal public offering by short form prospectus;
- acting for the underwriters in connection with a \$115 million overnight marketed public offering by PMI Gold Corporation;
- acting for the underwriters in connection with a \$35 million bought deal public offering by PMI Gold Corporation;
- acting for the underwriters in connection with a \$93 million bought deal public offering by Perseus Mining Limited;
- acting for the dealer managers in connection with a \$1.1 billion rights offering by Ivanhoe Mines Ltd.;
- acting for Crystallex International Corporation in connection with a \$35 million bought deal unit offering;
- acting for the underwriter in connection with a \$2.0 billion Canadian medium term note program established by Credit Suisse under a base shelf prospectus; and
- acting for Crystallex International Corporation in connection with a \$69 million overnight marketed unit offering.

Select transactions involving investment funds include:

- acting for Healthcare Special Opportunities Fund in connection with a \$72 million initial public offering;
- acting for High Rock Canadian High Yield Bond Fund in connection with a \$23 million initial public offering;
- acting for GLG EM Income Fund in connection with an initial public offering;
- acting for Advantaged Canadian High Yield Bond Fund in connection with a short form prospectus offering (re-opening);
- acting for the agents in connection with a \$125 million initial public offering of the Man GLG Emerging Markets Income

Jason A. Chertin
t: 416.865.7854
jason.chertin@mcmillan.ca

Fund;

- acting for Horizons Enhanced U.S. Equity Income Fund in connection with a \$30 million initial public offering;
- acting for Advantaged Canadian High Yield Bond Fund in connection with a \$56 million initial public offering;
- acting for SMC Man AHL Alpha Fund in connection with an initial public offering;
- acting for Man Canada AHL DP Investment Fund in connection with an initial public offering; and
- acting for Man Canada AHL Alpha Fund in connection with a \$98 million initial public offering.

Select merger and acquisition transactions include:

- acting for Société Anonyme d'Explosifs et de Produits Chimiques (Groupe EPC) in connection with the acquisition of Nordex Explosives Ltd. pursuant to a going private transaction;
- acting for Platte River Gold Inc. in connection with a \$50 million dollar acquisition by Scorpio Mining Corporation pursuant to a plan of arrangement;
- acting for HMY Airways Inc. in connection with an acquisition by Exchange Industrial Income Fund pursuant to a plan of arrangement as part of an income trust conversion;
- acting for ABRY Partners, LLC in connection with the \$361 million acquisition of Q9 Networks Inc. pursuant to a plan of arrangement;
- acting for Absolut Resources Corp. in connection with a \$30 million dollar acquisition by Aquiline Resources Inc. pursuant to a three-cornered amalgamation;
- acting for certain principal shareholders in connection with a \$1.2 billion acquisition of Stelco Inc. by United States Steel Corporation;
- acting for principal shareholders in connection with the \$96 million take-over bid for PLM Group Inc. by Transcontinental Inc.; and
- acting for SUEZ Energy International in connection with a \$123 million take-over bid for Ventus Energy Inc.

Clients advised in connection contested shareholder meetings include:

- acting for dissident shareholder group in a successful bid to replace the board of directors of Athabasca Potash Inc.; and
- acting for dissident shareholder group in a successful bid to replace the board of directors of Atlantis Systems Corp.

publications

Jason A. Chertin
t: 416.865.7854
jason.chertin@mcmillan.ca

July 2019

No Longer "Beasts of Burden"
OSC Reduces Regulatory Load for Registrants on Two Fronts
Securities and Capital Markets Bulletin

May 2019

OSC Waives Fees for Late OBA Disclosures as Part of Burden
Reduction Project
Investment Funds and Asset Management Group Bulletin

May 2019

A Million Reasons - NextBlock OSC Settlement Agreement
Highlights Risks of Using Marketing Presentations to Solicit
Investments
Securities and Capital Markets Bulletin

March 2019

OSC Levies Fines With Respect to Improper Performance Fees
Capital Markets Bulletin

October 2018

Cutting Out the Middle Man – Proposed Prohibition of
Embedded Commissions
Investment Funds and Asset Management Bulletin

October 2018

Liquid Alternatives Now a Reality
Alternative Mutual Funds Regime Scheduled to Come Into Force January
3, 2019
Securities Bulletin

July 2018

CSA Releases Client-Focused Reforms to NI 31-103 in
Response to Client-Registrant Relationship Concerns
Investment Funds and Asset Management Bulletin

March 2018

Guidance to Exempt Market Dealers on Account Opening
Procedures
Capital Markets Bulletin

November 2017

CSA Consider Reforms to Determining Director and Audit
Committee Member Independence
Capital Markets

November 2017

CSA Publishes Review of Disclosure of Women on Boards and
in Executive Officer Positions
Capital Markets Bulletin

November 2017

CSA Provides Guidance to Registrants on Cyber Security and
Social Media
Cybersecurity Bulletin

Jason A. Chertin
t: 416.865.7854
jason.chertin@mcmillan.ca

October 2017

CSA Release Oversight Review Report of the MFDA
Securities Bulletin

September 2017

CSA amendments to NI 31-103 and NI 33-109 to enhance
custody requirements and housekeeping changes
Securities Bulletin

August 2017

MFDA Announces New Proficiency Standards for Selling ETFs
Securities Bulletin

July 2017

CSA warns about false or misleading information in registration
applications
Securities Bulletin

May 2017

Regulators Rethink "Best Interest" Standard for Registrants
Securities Bulletin

April 2017

The tides are changing for cyber regulation, and you may need
to take action in order to stay afloat
Securities Bulletin

January 2017

Consultation on the Option of Discontinuing Embedded
Commissions
Capital Markets Bulletin

December 2016

CSA Release MFDA Oversight Review Report
Capital Markets Bulletin

November 2016

Introducing Liquid Alternatives: Game changer for Canadian
hedge funds
Securities Bulletin

August 2016

OSC Proposes New Rule Regarding Distributions Outside of
Canada
Capital Markets Bulletin

June 2016

CSA Propose Reforms to the Client-Registrant Relationship
Model and a Regulatory Best Interest Standard
Capital Markets Bulletin

Jason A. Chertin
t: 416.865.7854
jason.chertin@mcmillan.ca

December 2015

CSA Proposes Amended Risk Disclosure for Mutual Funds and ETFs
Capital Markets Bulletin

September 2015

Shrink-wrapped: Why foreign issuers may still require a Canadian wrapper
Securities Bulletin

August 2015

2 Become 1: CSA Proposes Creation of Single Exempt Distribution Reporting Regime
Securities Bulletin

June 2015

CSA Proposes New Disclosure Requirement for Exchange Traded Funds
Securities Bulletin

February 2015

CSA Adopts Amendments to Accredited Investor and Minimum Amount Investment Prospectus Exemptions
Managed Accounts are now Accredited Investors for Investment Funds in Ontario
Securities Bulletin

February 2015

CSA Publishes Update on Proposal for Alternative Investment Funds
Securities Bulletin

January 2015

TSX Proposes New Listing Requirements for Exchange Traded Products, Closed-End Funds and Structured Products
Securities Bulletin

June 2014

Modernization of Investment Fund Product Regulation (Phase 2) is here – Immediate Impact on Closed-End Funds
Securities Bulletin

presentations

March 4, 2014

Financing Growth - Funding Options in a Reluctant Capital Market
PDAC 2014 Mining Trends and Opportunities - Grant Thornton LLP Panel Series

February 25, 2014

Limited Partnerships
The Canadian Bar Association Business Law & Real Property Law Seminar



Jason A. Chertin
t: 416.865.7854
jason.chertin@mcmillan.ca

May 2013
Overview of Registration Requirements for Firms and Individuals
PMAC Vancouver Compliance Forum, Vancouver, British
Columbia