

# Brian Kearl

## Partner



Partner

Calgary

D 403-268-3070

M 403-472-4299

Brian.kearl@dentons.com

## Overview

Brian Kearl is a partner in our Tax group in Calgary. He practises in all areas of tax law, with a particular focus on public and private mergers and acquisitions, private equity fund formations and transactions, business reorganizations, cross-border financings and Indigenous business development.

Brian advises clients on tax issues and planning techniques related to public and private companies, income trusts, First Nations and Métis taxation, corporate and commercial transactions, and cross-border migrations and transactions.

## Experience

- **Cormark Securities Inc.:** Advising a syndicate of underwriters led by Cormark Securities Inc. and including PI Financial Corp., Canaccord Genuity Corp. and Desjardins Capital Markets in connection with a C\$17.3 million bought deal public offering of units of Heritage Cannabis Holdings Corp.
- **Yangarra Resources Ltd.:** Advising in connection with its various bought deal prospectus offerings of common shares for combined gross proceeds of \$80 million and its \$13 million special warrant financing.
- **Crocotta Energy Inc.:** Advising in connection with its acquisition by Long Run Exploration Ltd. and the spinout of Leucrotta Exploration Inc.
- **Black Shire Energy Inc.:** Advising in connection with its acquisition by Twin Butte Energy Ltd.
- **Loon Energy Inc.:** Advising in connection with its reorganization by way of a plan of arrangement into Kulczyk Oil Ventures Inc. and Loon Energy Corporation.
- **Cardinal Energy Ltd.:** Advising in the \$23.5 million acquisition of Pinecrest Energy Inc., a Plan of Arrangement that included a spin-out of certain assets to Virginia Hills Oil Corp.
- **Persta Resources Inc.:** Advising in connection to its listing on the Main Board of the Hong Kong Stock Exchange and a concurrent initial public offering of 69,580,000 common shares at a price of HK\$3.16 per share for gross proceeds of approximately HK\$2.2 billion.

- **Foxconn Technology Group:** Advising on its US\$60 million acquisition of SMART Technologies Inc. pursuant to a Plan of Arrangement.
- **Canadian Non-Operated Resources, I Ltd.:** Advising on the formation of the company, a CA\$675 million private equity fund.

## Insights

- Author of chapter "Capitalizing a Corporation" in *Taxation of Private Corporations and Shareholders*, 5th ed., 3:1-46
- Presenter, "Indigenous Natural Resource Business Development: Truth, Reconciliation, and Tax," Canadian Petroleum Tax Society, 2019 Annual Conference, June 6, 2019 (with Lee Francoeur)
- Author, "GAAR Assessments: Still No Penalties Allowed Nor Self-Assessment Permitted", Corporate Structures and Groups, Vol.19, No. 2, 2017
- Presenter, "The General Anti-Avoidance Rule: Interest, Penalties and Self-assessment," Canadian Petroleum Tax Society, February 16, 2017
- Author and Presenter, "Leaving Canada's New High Tax Rate Regime: Considerations, Tips and Traps," Canadian Tax Foundation, 2016 Annual Conference, November 28, 2016 (with Carl Deeprope)
- Author, "Stock Options in Spinout Transactions," Canadian Tax Highlights, Vol. 24, No. 7, July 2016
- Presenter, "Executive Compensation in a downturn: Is there a pony in this manure pile?" Canadian Petroleum Tax Society, 2016 Annual Conference, June 15, 2016 (with Arden Dalik)
- Author and Presenter, "Succession Planning in a Family Business," Prairie Province Tax Conference, June 1, 2015 (with Susan Naylen)
- Presenter, "Private Income Trusts: Still a Viable Alternative Business Vehicle," Canadian Petroleum Tax Society, March 2013
- Author, "Structuring Co-Ventures Involving Resource Companies and Aboriginals," Canadian Bar Association, Aboriginal Law (South Section), January 2013
- Author, "Cross-border Income Trusts," International Tax Planning, Vol. 17, No. 4, 2012
- Presenter, "Structuring Co-Ventures Involving Resource Companies and First Nations or Other Tax Exempts," Canadian Petroleum Tax Society 2012 Annual Conference, June 2012 (with Greg Lindsey)
- Presenter, "Mutual Fund Trusts: Recent Developments," Canadian Petroleum Tax Society 2011 Fall Lecture Series, November 2011 (with Greg Lindsey)
- Presenter, "Tax-Free Savings Accounts: Free Ain't Simple," Canadian Bar Association, Wills and Trusts (South Section), April 2011
- Presenter, "Minimizing the 'Departure Tax'," Federated Press, The 2nd Tax Planning for Migration to or from Canada course, June 2010
- Author, "2009 Budget Amends Subsection 256(9)," Tax for the Owner-Manager, Vol. 9, No. 2, April 2009
- Author, "The Unintended Consequences of Subsection 256(9)," Tax for the Owner-Manager, Vol. 8, No. 3, July 2008 (with John McClure)
- Author, "GAAR in the Tax Court After Canada Trustco: A Practitioner's Guide," Canadian Tax Journal, Vol. 55, No. 4, 2007 (with Bruce Lemons)

# Activities and Affiliations

- Member and Board Member, Canadian Petroleum Tax Society
- Member, Canadian Tax Foundation
- Member, Law Society of Alberta
- Member, Canadian Bar Association
- Member, Calgary Bar Association

# Areas of focus

## Practices

- Tax
- Corporate Taxation
- Individual Taxation
- International Taxation
- Resource Taxation
- Tax Litigation and Dispute Resolution
- Taxation in Mergers and Acquisitions
- Real Estate

## Industry sectors

- Energy
- Financial Institutions
- Mining
- Private Equity
- Technology

## Issues and opportunities

- Global tax guide to doing business in...

# Education

- University of Victoria, 2003, LLB
- University of Lethbridge, 2000, Business, Business Management, Accounting

# Admissions and qualifications

- Alberta, 2004

# Languages

- English