

Charles Spector

Partner



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Overview

Charles (Chuck) Spector leads the Dentons national Corporate Law practice group. He is a partner in the Dentons Montreal office. Chuck's practice covers a wide range of commercial transactions focusing primarily on public and private corporate and project financing, takeovers, and mergers and acquisitions.

Chuck represents clients in certain key industries including energy, oil and gas, pulp and paper and mining. He advises his clients on matters in the following fields: public offerings, private placements, takeover bids, takeover bid defenses and strategies, leveraged buy-outs, private power project financing, corporate reorganizations and corporate governance

Chuck has published articles on a variety of subjects including government regulations affecting the petroleum industry, the duties of the board of directors during a hostile takeover and independent power project financing in Quebec. Chuck is a director of several private and public corporations and active in the management of the firm at both the local, national and global levels.

Experience

- **Cannara Biotech (Operations) Inc.:** Advising in relation to an amalgamation/reverse takeover and going-public transaction.
- **Cannara Biotech Inc.:** Advising in relation to a \$37.4 million subscription receipt funding round.
- **Capcium Inc.:** Advising in relation to a \$24.4 million convertible debenture financing.
- **Clementia Pharmaceuticals Inc.:** Advising on its US\$137.9 million initial public offering of common shares on the NASDAQ Global Select Market.
- **Andersen Corporation:** Advising on the acquisition, through an affiliate, of Fenêtres MQ Inc., a luxury window and door manufacturer, and of its related holding and operating companies.
- **BlackRock Metals Inc.:** Advising on its CA \$20 million private placement of common shares with Orion

Mine Finance Group and Ressources Quebec.

- **Boralex Inc.:** Advising on its CA\$172.5 million bought-deal public offering of subscription receipts for its acquisition of CA\$238.5 million economic interest in the 230MW Niagara Region Wind Farm.
- **Cannara Biotech Inc.:** Advising in relation to a \$17.7 million common share funding round.
- **Capcium Inc.:** Advising on its equity and loan financing in connection with the construction of a new encapsulation facility.
- **Capcium Inc.:** Advising in relation to an equity investment by Aurora Cannabis Inc.
- **Cascades Canada ULC:** Advising on the acquisition of container packaging sector assets.
- **Cascades Inc.:** Advising on its CA\$287.5 million sale of Class A shares of Boralex Inc. to the Caisse de dépôt et placement du Québec.
- **Global Brands Group:** Advising on its acquisition of BCBG Max Azria Canada Inc.
- **NAPEC Inc.:** Advising on its US\$33 million acquisition of PCT Contracting LLC.
- **Pershimco Resources Inc.:** Advising the Special Committee of the Board of Directors of Pershimco Resources Inc. on its CA\$95 million combination with Orla Mining Ltd. by way of plan of arrangement.
- **Power Survey and Equipment Ltd.:** Advising on its acquisition of Power Standards Lab, Inc.
- **Syndicate of Underwriters led by GMP Securities LP:** Advising on several bought deal public offerings of Knight Therapeutics Inc. common shares for gross proceeds in excess of CA\$500 million.
- **Boralex Inc.:** Advising on its CA\$143.75 million bought-deal offering of 4.5% convertible unsecured subordinated debentures.
- **Boralex Inc.:** Acting as Canadian counsel on its acquisition of Enel Green Power France for total net consideration of \$400 million (€280 million), making Boralex the largest independent wind power producer in France.
- **Boralex Inc.:** Advising on its CA\$124 million bought-deal offering of common shares.
- **Cascades Inc.:** Advising with respect to the sale of certain of the folding carton converting and paperboard mill assets of Norampac, a division of Cascades Canada ULC.
- **Cascades Inc.:** Advising in connection with its concurrent note offering of US\$550 million and CA\$250 million senior notes.
- **Cascades Inc.:** Advising in connection with its offer to purchase all of its outstanding US\$500 million and CA\$200 million senior notes.
- **Clementia Pharmaceuticals:** Advising on its US\$60 million Mezzanine financing.
- **Knight Therapeutics Inc.:** Advising on the US\$30 million senior secured credit facility it provided to CRH Medical Corporation to finance CRH's acquisition of the business, Gastroenterology Anesthesia Associates, LLC.
- **Knight Therapeutics Inc.:** Advising this leading Canadian specialty pharmaceutical company in connection with its investment in Ember Therapeutics, Inc. a privately held, New York-based biotechnology company.
- **Knight Therapeutics Inc.:** Advising this leading Canadian specialty pharmaceutical company in connection with its US\$15 million secured loan to Pro Bono Bio PLC.
- **Confidential client:** Advising on registration issues, including the acquisition of registrants, under the Securities Act (Québec), and other similar provincial legislations.

- **Dr. Tax Software Inc.:** Advising shareholders on its sale to Thomson Reuters.
- **China Development Bank:** Advising on a CA\$352 million secured credit facility to Canadian Royalties Inc., a subsidiary of Jilin Jien Nickel Industry Co. Bank.
- **Cascades Inc.:** Advising in connection with the CA\$400 million sale of the shares of its Dopaco, Inc. and Dopaco Canada Inc. subsidiaries to Reynolds Group Holdings Limited.
- **Adamus Resources Limited:** Advising with respect to its CA\$313 million combination by way of a plan of arrangement with Endeavour Mining Corporation.
- **Bridgewater Systems Corporation:** Advising on its CA\$211 million acquisition by Amdocs Limited by way of plan of arrangement.
- **Tembec Industries Inc.:** Advising on the private placement of US\$225 million senior notes and the subsequent cross-border exchange offer.
- **Consolidated Thompson Iron Mines Limited:** Advising with respect to its CA\$4.9 billion acquisition by Cliffs Natural Resources Inc.
- **Consolidated Thompson Iron Mines Limited:** Advising on its US\$250 million secured revolving credit facility.
- **Boralex Inc.:** Advising on its CA\$226.5 million successful take-over bid for Boralex Power Income Fund.
- **Boralex Inc.:** Advising on its bought-deal offering of CA\$109.25 million aggregate principal amount of convertible debentures, including an initial CA\$95 million offering and an additional CA\$14.25 million offering pursuant to the exercise of an over-allotment option.
- **WowWee Group Limited:** Advising a group of insiders on its successful take-over bid of Optimal Group Inc.
- **Consolidated Thompson Iron Mines Limited:** Advising on its private placement offering of US\$100 million of senior secured bonds.
- **Cascades Inc.:** Advising on concurrent senior note offerings of US\$500 million and CA\$200 million, and a follow-on of US\$250 million.
- **Pinnacle (Pinnacle Security, LLC, Pinnacle Security CA, LP, and Pinnacle Alarm, LLC):** Advising on its senior secured amended and restated U.S. and Canadian syndicated credit facilities in the aggregate amount of US\$102 million.
- **Cascades Inc.:** Advising on CA\$60 million acquisition of the tissue division assets of Atlantic Packaging Products Ltd.
- **Paladin Labs Inc.:** Advising the underwriters on multiple equity financings.
- **Boralex Inc.:** Advising in connection with its acquisition of Ocean Falls hydroelectric power station located in Northern B.C.
- **Cascades Inc.:** Advising on its CA\$81 million sale to PaperlinX Canada Limited.
- **Confidential client:** Advising the lenders in connection with a CA\$80 million syndicated loan for the financing of a wind farm in the province of Quebec.
- **Forage à Diamant Benoît Ltée:** Advising in connection with its acquisition by Major Drilling Group International Inc.
- **Maritime Electric Company Ltd.:** Advising the arranger/agent and purchasers on a CA\$50 million private placement of First Mortgage Bonds.
- **Société générale de financement du Québec:** Advising on the CA\$100 million acquisition of equity interest in Alliance Films Inc

- **Skyservice Airlines Inc.:** Advising in its acquisition by Gibralt Capital Corporation.
- **WowWee Group Limited:** Advising a group of insiders on its successful public take-over bid of Optimal Group Inc
- **Boralex Inc.:** Advising on the completion of the CA\$110 million bought deal offering.
- **Cascades Inc. and Norampac Inc.:** Advising in connection with a series of cross-border senior note financings (US\$850 million).
- **Conjuchem Biotechnologies Inc.:** Advising the underwriters in multiple equity financings.
- **Aéroports de Montréal:** Advising on its issue of series "H" reserve bonds (CA\$300 million).
- **Boralex Inc.:** Advising in connection with the creation of Boralex Power Income Fund (CA\$268 million IPO and a subsequent CA\$165 million offering).
- **Cascades Inc:** Advising in connection with CA\$560 million purchase of Domtar Inc.'s 50% stake in Norampac Inc. and the related equity financing.
- **Technilab Inc.:** Advising in connection with its takeover by Ratiopharm GmbH (CA\$77 million).
- **Provigo Inc.:** Advising in connection with its takeover by Loblaw Companies Limited (CA\$1.6 billion).
- **Various clients:** Advising several financial institutions in connection with construction and term loans to various private power producers.
- **Junex Inc.:** Advising this Quebec-based oil and gas exploration company in connection with its exploration and production agreements with Team Energy and Forest Oil Corporation.
- **Confidential client:** Advising the lender in connection with a bridge loan of CA\$550 million to finance the acquisition of a publicly-held real estate investment trust.

Recognition

- Recognized in *The Canadian Legal Lexpert Directory* as one of Canada's leading lawyers in the areas of Corporate Mid-Market (2017, 2018), Corporate Finance & Securities (2008–2018), Corporate Commercial Law (2017, 2018), Mergers & Acquisitions (2018–2019), and Energy: Oil & Gas (2013–2019)
- Recognized in the *Lexpert Special Edition on Canada's Leading Corporate Lawyers* (2018, 2019)
- Recognized in *Acritas* as an *Acritas Star™*(2019)
- Recognized in *The Best Lawyers in Canada* as one of Canada's leading lawyers in Mergers and Acquisitions Law (2011–2020), Securities Law (2012–2020) and Corporate Law (2019-2020)
- Recognized in *The Legal 500 Canada* in the areas of Corporate M&A (2015–2019) and Capital Markets (2016, 2019)
- Recognized by the *Lexpert Special Edition – Canada's Leading Energy Lawyers* (2017, 2018)
- Recognized in *Lexpert Special Edition – Leading Canadian Lawyers in Global Mining* (2017, 2018)
- Recognized by *Chambers Canada* as a Recognized Practitioner in the area of Corporate/Commercial (Quebec) (2017–2019)
- Recognized by the *Lexpert Guide to the Leading US/Canada Cross-Border Corporate Lawyers in Canada in the area of Mergers & Acquisitions* (2016, 2017)
- Recognized in *IFLR1000* as a leading lawyer in the area of capital markets (2013)
- *Who's Who Legal: The International Who's Who of Business Lawyers:* Recommended as a leading Canadian

project finance lawyer

- Recognized as one of Montréal's leading deal makers from the *Montréal Centre-Ville Magazine*, Winter 2007)
- *Martindale-Hubbell*: Distinguished BV Peer Review Rating

In the Media

- Quoted in Julius Melnitzer's article, "The allure of Africa," *Lexpert*, April 30, 2014
- Quoted in "Flow-through shares: Canada's quirky tax innovation" by Drew Hasselback, *Financial Post*, March 7, 2013
- Interviewed on "Similarities and Differences in our Two Systems of Securities Laws", *The Metropolitan Corporate Counsel*, August 22, 2012
- Quoted in "2012: Cinq associés se prononcent..." by Céline Gobert, *Droit-Inc.*, December 23, 2011

Insights

- "National Instrument 31-103: Registration Requirements and Exemptions," article published in *Focus on Securities*, August 2009
- "SCC Released the Detailed Reasons for BCE Judgment," article published in the newsletter *Focus on Litigation and Securities*, December 2008
- "Project Financing in Canada," article published in *Lexpert® Guide to the Leading U.S./Canada Cross-Border Corporate Lawyers in Canada*, May 2008
- "Independent Board Leaders: Roles and Responsibilities," article published in the newsletter *Focus on Securities*, January 2003
- "Capital Pool Companies in Québec," article published in the newsletter *Focus on Securities*, November 2002
- "Takeovers and the Duties of the Board of Directors: Comparative Aspects of American and Canadian Standards," article published in the *Revue de Droit*, Université de Sherbrooke, 1989
- "Government Regulation of the Canadian Petroleum Industry: Causes, Effects and the Choice of the Regulatory Instrument," article published in the *Revue de Droit*, Université de Sherbrooke, 1984

Activities and Affiliations

- Member, Québec Bar
- Member, Canadian Bar Association
- Member, Legal Advisory Committee to the Autorité des marchés financiers (2002-2011)

Community Involvement and Pro Bono

- Co-Chair, Annual Leadership Jewish General Hospital Tennis Classic (2007-2010)
- Co-Chair, Mike Yuval Maccabi Canada Tennis Classic (2015, 2016)

Presentations

- Presenter, "Financing Mining Projects in the Plan Nord Region," Plan Nord Boot Camp, October 2, 2012

- Panelist, CCCA 2012 World Summit and CCCA 2012 National Spring Conference, Montréal, April 13, 2012
- "Un bref aperçu de la réglementation sur les valeurs mobilières applicable au Canada dans le cadre d'opérations de fusions et d'acquisitions," conference approved by the Québec Bar as part of the continuing education, October 19, 2011
- Co-moderator for a panel on Securities Investigation, 19th Annual Securities Conference of the AMF, October 14 and 15, 2010
- "Securities Law," conference approved by the Québec Bar as part of the continuing education, May 19, 2010
- Co-moderator for a panel on Securities Litigation and Re-Structuring, 18th Annual Securities Conference of the AMF, October 15 and 16, 2009
- Presenter, Argyle Executive Forum - 2008 Leadership in the Private Capital Markets, November 13, 2008
- Co-moderator for a panel on new restrictions respecting investment in Canada, 17th Annual Securities Conference of the AMF, October 16 and 17, 2008
- Presenter, Securities, Insight Conference, January 21 and 22, 2008
- Presenter, "Venture Capital Transactions," May 22 and 23, 2007
- Co-moderator for a panel of securities enforcement in Canada at the 16th Annual Securities Conference of the AMF, October 11 and 12, 2007
- Co-moderator for a panel on audit committees, 15th Annual Securities Conference of the AMF, October 12 and 13, 2006
- Co-moderator for a panel on emerging liability trends, 14th Annual Securities Conference of the AMF, October 20 and 21, 2005
- Presenter, "Project Financing," Québec Energy Summit, Insight Conference, October 2002

Areas of focus

Practices

- Capital Markets
- Corporate
- Corporate Governance
- Cross-Border Transactions
- Equity Capital Markets
- Mergers and Acquisitions
- Project Finance
- Securities and Corporate Finance
- Venture Technology and Emerging Growth Companies

Industry sectors

- Electricity
- Energy

- Mining
- Oil and Gas
- Private Equity

Education

- Columbia University (New York), 1989, LL.M.
- Université de Sherbrooke, 1985, BCL
- McGill University, 1980, BA

Admissions and qualifications

- Québec, 1986

Languages

- English
- French