

Michael Sabusco

Partner



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Overview

Michael Sabusco is a partner in our Corporate group. Michael brings significant experience in private and public offerings, including initial public offerings, mergers and acquisitions, corporate takeovers and reverse takeovers, and other corporate restructuring transactions, such as significant acquisitions and dispositions of assets, and joint ventures.

Michael advises public and private corporations, and has acted for both issuers and investment dealers in Canadian, cross-border and international transactions. Michael also has significant experience and knowledge with respect to stock exchange listings, securities regulatory compliance (including related party transactions and business combinations, and transactions involving mineral projects), continuous disclosure obligations (including standards of disclosure for mineral projects (NI 43-101)), corporate governance, and general corporate matters, such as annual and special corporate proceedings.

Experience

- **BPLI Holdings Inc.:** Advising the Special Committee of BPLI Holdings in connection with the management-led going-private transaction by way of a court-approved plan of arrangement.
- **GetSwift Limited:** Advising in connection with its re-domiciliation to Canada by way of a scheme of arrangement and listing of its new Canadian parent company, GetSwift Technologies Limited, on the NEO Exchange.
- **Eguana Technologies Inc.:** Advising in connection with its strategic financing with Itochu Corporation, pursuant to which Itochu purchased \$5 million of unsecured convertible debentures.
- **Gran Colombia Gold:** Advising in connection with its acquisition of a 19.9% equity interest in Western Atlas Resources Inc. (approximately 27% on a partially diluted basis) by way of a strategic private placement financing of Western Atlas and concurrent spin-off by Gran Colombia of its Venezuelan assets to Western Atlas in exchange for \$26.6 million to be satisfied by the issuance to Gran Colombia of 59,115,555 common shares of Western Atlas.
- **Emblem Corp.:** Advising in connection with its business combination with Aleafia Health Inc. through a court

approved plan of arrangement, pursuant to which Aleafia acquired all of the issued and outstanding shares of Emblem in an all share transaction valued at approximately \$172 million.

- **Bangchak Corporation Public Company Limited:** Advising in connection with its US\$113 million financing of Lithium Americas Corp. by way of a C\$42.5 million equity private placement and the provision of a US\$80 million project debt facility.
- **LSC Lithium Corporation:** Advising in connection with its acquisition from BMC Global Limited of all of the issued and outstanding shares of LitheA Inc. for an aggregate purchase price of approximately US\$44 million, as well as in connection with its acquisition of strategic mineral properties and rights located in Argentina from Orocobre Limited and certain affiliates.
- **InnVest Real Estate Investment Trust:** Advising in connection with its sale to Bluesky Hotels and Resorts Inc. through a court-approved plan of arrangement, pursuant to which Bluesky acquired all of the issued and outstanding units of InnVest for aggregate consideration of approximately \$2 billion.
- **Interstate Restoration:** Advising in connection with its acquisition of the assets and business of FirstOnSite Restoration LP pursuant to a court-approved CCAA proceeding.
- **Temex Resources Corp.:** Advising in connection with its business combination with Lake Shore Gold Corp. pursuant to a court-approved plan of arrangement, as well as its preceding proposed business combination with Oban Mining Corporation involving combinations with Eagle Hill Exploration Corporation, Ryan Gold Corp. and Corona Gold Corporation.
- **Aureus Mining Inc. (now Avesoro Resources Inc.):** Advising in connection with its offering of units raising gross proceeds of approximately £9.0 million (approximately US\$15 million).
- **Orsu Metals Corporation:** Advising in connection with its public offering of units for gross proceeds of \$28 million, and subsequently in connection with several significant asset dispositions, including: the sale of its Varvarinskoye Gold-Copper Project in Kazakhstan to Polymetal for approximately US\$235 million; the sale of its 40% interest in the Talas gold-copper-molybdenum joint venture project in the Kyrgyz Republic to its joint venture partner, Gold Fields Exploration B.V. for US\$20 million; and the conditional sale of its Karchiga massive sulphide copper project in northeastern Kazakhstan to Karasat Trading FZE for approximately US\$10 million.
- **Goldspike Exploration Inc. (now Nevada Zinc Corporation):** Advising in its initial public offering and listing on the TSX Venture Exchange.
- **Strategic Energy Fund:** Advising in connection with its conversion from a closed-end investment trust to an open-end mutual fund, and for numerous NCE Diversified Flow-Through Limited Partnerships in connection with their respective "rollover" liquidity transactions with open-end mutual funds.
- **Underwriters:** Advising a syndicate of underwriters led by Canaccord Financial Ltd. in connection with a public offering by Premier Gold Mines Limited raising gross proceeds of \$32 million on a "bought deal" basis.

Recognition

First recognized in 2020, Michael has been commended for his extensive knowledge and experience in the following respected publications:

- *The Canadian Legal Lexpert Directory:* Mining
- *Recognized in the Lexpert Special Edition:* Mining (2020)

In the Media

- Featured in "Dentons names new corporate group partner," *The Lawyer's Daily*, January 2018

Insights

- Author, "Foreign Investment Protection and Promotion Agreements (FIPAs) to promote and facilitate trade between Canada and certain African countries," *Norton Rose Fulbright*, May 2015
- Author, "Defending mineral tenure in Canada against foreign court orders," *Norton Rose Fulbright*, January 2015

Activities and Affiliations

- Member, Prospectors & Developers Association of Canada
- Member Italian Chamber of Commerce of Ontario

Presentations

- Speaker, "The latest in M&A and financing trends for mining issuers," Get the Dirt – The latest trends in global mining webinar series, March 8, 2021

Areas of focus

Practices

- Corporate
- Securities and Corporate Finance
- Capital Markets
- Corporate Governance
- Mergers and Acquisitions

Industry sectors

- Mining
- Energy
- Technology
- Life Sciences and Health Care
- Private Equity
- Financial Institutions

Education

- York University, Osgoode Hall Law School, 2002, LLB
- York University, 1999, BA (Hons)

Admissions and qualifications

- Ontario, 2003

Languages

- English