

## Mihkel E. Voore

5300 Commerce Court West, 199 Bay Street, Toronto, ON M5L 1B9, Canada

Direct: (416) 869-5646 Fax: (416) 947-0866 mvoore@stikeman.com



### Law Practice

Mihkel Voore is a partner practising in the corporate and securities law areas with specializations in mergers and acquisitions (M&A), corporate finance, corporate reorganizations and contested shareholder meetings. He is co-chair of the firm's Securities Law Group and head of the Corporate Finance practice group in the Toronto office.

Mr. Voore is listed and recognized in the following publications:

- IFLR1000's *The Guide to the World's Leading Financial Law Firms 2012* as a leading lawyer in Capital Markets.
- *The Best Lawyers in Canada 2012* in Corporate and Securities Law.
- The 2012 Lexpert/American Lawyer *Guide to the Leading 500 Lawyers in Canada* in the area of Corporate Finance.
- *The Canadian Legal Lexpert Directory 2011* as a leading practitioner in the areas of Corporate Commercial Law and Corporate Finance & Securities.
- The 2008 Chambers Global's *Guide to the World's Leading Lawyers for Business* in the field of Corporate/M&A.
- *The International Who's Who of Capital Markets Lawyers*.
- He is AV® Peer Review Rated according to Martindale-Hubbell (Very High to Pre-eminent), its highest level of professional ranking.

### Professional Activities

Mr. Voore is a member of the Law Society of Upper Canada, the Canadian Bar Association and the International Bar Association. He has recently acted as a legal advisor to the Expert Panel on Securities Regulation appointed by the federal Minister of Finance. He has also acted as a consultant to Industry Canada on revisions to the regulations under the *Canada Business Corporations Act* in the areas of insider trading, proxies and proxy solicitations, financial disclosure and take-over bids.

### Publications & Conferences

Mr. Voore co-authored the legal textbook *Corporate Meetings: Law and Practice* (Carswell, 1992), which is the leading Canadian authority on shareholder meetings. His article "Securities Regulation of Publicly Traded Companies - Disclosure and Reporting Compliance" appeared in *Corporate Structure, Finance and Operations: Essays on the Law and Business Practice* (Carswell). Mr. Voore is a former member of the editorial boards of *The Valuation Law Review*, a publication of the Canadian Institute of Business Valuators, and *Corporate Financing*, a publication of Federated Press.

Mr. Voore has chaired and appeared as a speaker at numerous conferences on a wide range of corporate and securities law matters including contested shareholder meetings, take-over bids and defences, securities law compliance, shareholder communication, corporate governance, electronic proxy voting and securities offerings, financing high technology companies, and U.S. bound offerings under the multi-jurisdictional disclosure system.

### **Representative Work**

Mr. Voore's corporate finance experience has included significant equity offerings by Canadian financial institutions and pharmaceutical, biotech, mining and energy companies, as well as medium term note and other public and private debt offerings by large Canadian and U.S. companies and banks. He has represented the underwriters in respect of numerous debt and common and preferred equity offerings by Royal Bank of Canada, including its recent \$2.3-billion common share offering. He acts as dealers' counsel in connection with offerings under the CARS and PARS programme which is the multi-dealer shelf prospectus vehicle for public offerings of stripped bonds of various corporate debt issuers. He acts as underwriters' counsel in respect of financings by Nav Canada, the privatized air navigation services provider, which have included the first significant public revenue bond offering in Canada which at the time constituted the largest public debt offering ever made by a Canadian corporate issuer. He advised Air Canada in respect of securities law matters in the context of its financial restructuring under the *Companies' Creditors Arrangement Act*. He acted for the Government of Canada in its sale of common shares of Petro-Canada, the largest equity offering in Canadian history. He has recently acted as dealers' counsel on a number of infrastructure bond financings, including in connection with the recent Northwest Anthony Henday Drive project which received the 2008 Silver Award for project finance from the Canadian Council for Public-Private Partnerships and the 2008 Public-Private Partnership Deal of the Year for the Americas from Project Finance International.

His M&A experience includes: the going-private transaction by Royal Dutch Shell plc in respect of its subsidiary Shell Canada Limited, the acquisition of Wolfden Resources Inc. by Zinifex Limited; the acquisition by Duke Energy Corporation of Westcoast Energy Inc., including subsequent restructurings and asset acquisitions and dispositions by the acquirer; and various other transactions including a tender offer by a large multinational pharmaceutical and chemicals company for the minority shares of its Canadian subsidiary; and acquisitions by Canada's largest technology company, a large Norwegian metals and energy conglomerate and a major African gold mining company. He has participated as counsel in connection with hearings before the Ontario Securities Commission including in respect of the offer by Sears Holdings Corporation and SHLD Acquisition Corp. for Sears Canada Inc. and the acquisition of Sterling Centrecorp Inc. by SCI Acquisition Inc.

### **Education**

University of Toronto (LL.B., MA, BA)

### **Bar Admission**

Ontario, 1985