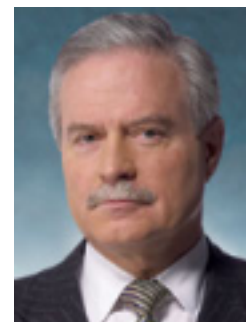


William J. Braithwaite

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Law Practice

William Braithwaite is a senior partner in the Toronto office of Stikeman Elliott and former head of the office's Corporate Group. He is also a member of the firm's Partnership Board and Executive Committee. Mr. Braithwaite practises primarily in mergers and acquisitions (M&A) and corporate finance. He has represented a wide range of corporations, boards of directors, dealers and institutional shareholders. He has also represented various governments and regulatory authorities on policy and other initiatives.

Mr. Braithwaite 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 M&A.
- *The Best Lawyers in Canada 2012* in Corporate, M&A, and Securities Law and named as the 2012 Toronto Securities Law Lawyer of the Year.
- The 2012 Lexpert/American Lawyer Media *Guide to the Leading 500 Lawyers in Canada* for Corporate Commercial, Corporate Finance and M&A.
- *The Canadian Legal Lexpert Directory 2011* as a leading practitioner in Corporate Commercial Law, Corporate Finance & Securities and M&A.
- The 2011 Chambers Global's *The Guide to the World's Leading Lawyers for Business* as a leading individual for Corporate/M&A.
- Legal Media Group's 2011 *Guide to Leading Practitioners: China* as a recommended lawyer in Mergers and Acquisitions: International.
- *Best Lawyers' 2011 Toronto Mergers & Acquisitions Lawyer of the Year*.
- *The International Who's Who of Business Lawyers 2011*, as a recommended lawyer in Capital Markets, Corporate Governance and M&A.
- The 2011 Lexpert *Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada* in the areas of Corporate Finance & Securities and M&A.
- The 2011 PLC *Which Lawyer?* in the areas of Corporate/M&A and Private Equity: Buy-outs.
- Legal Media Group's *Guide to the World's Leading Lawyers - Best of the Best 2010* as one of the world's top 25 pre-eminent Corporate Governance lawyers in the world.
- PLC's *Cross-border Mergers and Acquisitions Handbook 2011*, *Cross-border Capital Markets Handbook 2009*, *Cross-border Corporate Governance and Directors' Duties Handbook 2008/09*, and *Cross-border Private Equity Handbook 2007/08*.

- The 2009 Legal Media Group's *Guide to the World's Leading Capital Markets Lawyers*, *Guide to the World's Leading Corporate Governance Lawyers* and *Guide to the World's Leading Mergers and Acquisitions Lawyers*.
- The 2009 LawDay's *Leading Lawyers* for M&A.
- The 2008 Legal Media Group's *Expert Guides* as a leading lawyer in Capital Markets and Private Equity.
- He is AV® Peer Review Rated according to Martindale-Hubbell (Very High to Pre-eminent), its highest level of professional ranking.

Professional Activities

Mr. Braithwaite was appointed as counsel to the IDA (Investment Dealers' Association) Task Force to examine the modernization of Canada's securities legislation. He is a member of the Senior Securities Legal Advisory Group to the OSC. He is a past chairman of the Advisory Committee of the Ontario Securities Commission. He is also a special lecturer in Osgoode Hall Law School's part-time LL.M. program. He has participated in numerous panels and conferences on corporate and securities law and serves on the board of directors of Computershare Trust Company of Canada and Canadian Trading and Quotation System Inc. - CNQ.

Publications & Conferences

Mr. Braithwaite is author of numerous articles on corporate and securities law.

Representative Work

The following is a list of various publicly announced transactions for which Mr. Braithwaite was responsible:

- Counsel to Potash Corporation of Saskatchewan Inc. in its successful defence of BHP Billiton's US\$38.6 billion unsolicited take-over bid, with the bid being subsequently withdrawn after the key decision of Investment Canada to reject the proposal. Experience in Investment Canada review matters and government relations was integral in securing the decision.
- Counsel to Teck Resources Limited in the \$1.74 billion cash sale to China Investment Corporation, on a private placement basis, of Class B subordinate voting shares.
- Counsel to Canada Pension Plan Investment Board in its \$894 million acquisition of a 10% stake in the 407 Express Toll Route from majority owner Cintra Infraestructuras S.A.U, and in its \$3.6 billion acquisition of Sydney-based Intoll Group, giving CPPIB a total 40% stake in the toll road near Toronto.
- Counsel to Pluspetrol Resources Corporation in its \$600 million cash and share acquisition of Petro Andina Resources Inc.
- Counsel to the financial advisor to Suncor Energy Inc. in its \$22.2 billion acquisition of Petro-Canada.
- Counsel to the financial advisor to Kinross Gold Corp. in its US\$7.1 billion acquisition of Red Back Mining Inc.
- Counsel to Teck Cominco Ltd. in its \$14.1 billion acquisition of Fording Canadian Coal Trust.
- Counsel to Royal Dutch Shell in its \$7 billion acquisition of minority of Shell Canada Limited.
- Counsel to Aurelian Resources Inc. in connection with \$1.2 billion acquisition offer from Kinross Gold Corporation.
- Counsel to Essar Group (Indian) on its \$1.8 billion acquisition of Algoma Steel.
- Counsel to Brazil's Companhia Vale do Rio Doce (Vale), the largest mining company in the Americas, in its \$19.9 billion acquisition of Inco.
- Counsel to Bema Gold in \$8 billion merger with Kinross Gold Corporation.
- Counsel to CVRD in its approx. \$790 million bid for Canadian company Canico Resource Corp.

- Counsel to Board and Special Committee of Royster-Clark in defence of hostile bid by Agrium.
- Counsel to BPO Properties (Brookfield Properties Corp.), Canada Pension Plan Investment Board and a third institutional shareholder in C\$2 billion deal led by Brascan Corp. to acquire O&Y Properties Corp. and O&Y Real Estate Investment Trust.
- Counsel to British American Tobacco plc in acquisition of Imasco Limited, sale of CT Financial to TD and sale of Shoppers Drug Mart to KKR.

Education

London School of Economics (LL.M. 1977), University of Western Ontario (LL.B. 1976), University of Windsor (BA 1973).

Background

Prior to joining Stikeman Elliott, Mr. Braithwaite was clerk to chief justice, Supreme Court of Canada and following that, an associate professor and assistant dean, Osgoode Hall Law School.