



## Shane C. D'Souza

### Partner

Toronto

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t. 416-601-8196

### Bar Admission

Ontario 2010

### Law School

Osgoode Hall Law School

### Practices

Class Actions  
Corporate Commercial Litigation  
Products Liability  
Professional Liability  
Securities Litigation  
White Collar Defence and Investigations  
Corporate Governance  
Alternative Dispute Resolution  
Capital Markets  
Securities Regulation and Investment Products

### Industries

Fintech  
Global Metals & Mining  
Technology

## Shane sees the bigger picture when providing clients in high-stakes disputes with practical and results-oriented strategic advice.

Shane is a partner in our Litigation Group in Toronto. His commercial litigation practice focuses on securities litigation, proxy litigation, shareholder disputes, M&A litigation, insider trading, and broker/dealer liability.

Shane assists clients with their most complex and sensitive problems by conducting internal investigations into potential violations of securities law, anti-corruption and bribery legislation, fraud and regulatory breaches. He also has experience in class actions, other commercial litigation, product liability, and professional liability cases in the context of auditors and accountants, physicians, and teachers.

Considered a thought leader on blockchain technology, Shane draws on his past career as an application developer and his deep knowledge of securities law to explain the application, potential and legal consequences of blockchain technology to clients.

Some of his recent notable work includes:

- *Caldwell Investment Management Ltd. (Re)*, 2019 ONSEC 25, representing respondent in resolution of first best execution enforcement proceeding
- *BullRun Capital Inc. v. GrowMax Resources Corp.*, 2019 ABQB 107, representing company in oppression proceeding commenced by dissidents in proxy contest
- *Hemming v. JAZZFM91 Inc.*, 2018 ONSC 7781 and 7783, representing dissident member seeking control of the defendant's board in proxy contest
- *Nadal (Re)*, 2018 ONSEC 9, representing respondent in the first proceeding in which written expedited hearing sought on an application for an inter-jurisdictional order in the Ontario Securities Commission's new procedural rules
- *Nordgold (2017)*, representing acquirer of mining company in dissent and valuation proceeding
- *Jaguar Financial Corp. v. Alternative Earth Resources Inc.*, 2015 BCSC 2436; 2016 BCSC 257; 2016 BCCA 193, representing shareholder activist in seeking novel relief under the oppression remedy
- *Joyce v. MtGox Inc.*, 2016 ONSC 581, representing bank in class action relating to the theft of bitcoins at MtGox in Japan; court granting relief to

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prevent attainment to Ontario's jurisdiction

- *Kingsway Financial Services Inc. v. Kobex Capital Corp.*, 2015 BCSC 2155, 2016 BCSC 460, representing shareholder in litigation alleging the breach of regulatory reporting obligations, take-over regime, and the triggering of a poison pill
- *Locking v. McCowan*, 2015 ONSC 4435, representing defendants in precedent-setting class action certification motion on trustees' duties to unitholders in REIT context
- *Orange Capital, LLC v. Partners Real Estate Investment Trust*, 2014 ONSC 3793, representing company defending the validity and applicability of an advance notice by-law
- *In the Matter of Pro-Financial Asset Management (Re)* 2014, representing portfolio manager in various hearings before the Ontario Securities Commission
- *In the Matter of TD Securities Inc. et al.*, 2013 LNONOSC 569, representing respondent before the Ontario Securities Commission in a hearing and review of the decision of an IIROC Hearing Panel
- *Re Petaquilla Minerals*, 2012 BCSECCOM 409 and 2012 BCSECCOM 442, representing bidder in unsolicited take-over bid where the British Columbia Securities Commission cease traded (a) the target's shareholder rights plan, and (b) a financing that was announced prior to the bid
- *The Economical Insurance Company v. William Andrus*, 2011 ONSC 2184 (Sup. Ct.), representing dissident group that responded to application contesting the validity of policyholder proposals to remove directors, and in 2011 ONSC 2653, successfully obtained procedural relief relating to the distribution of proxy materials
- *Re Nott et al.*, [2011] IIROC No. 26, representing traders and investment dealer that successfully argued for reduced sanctions for registrants found to have violated Universal Market Integrity Rules (UMIR) concerning artificial pricing

Shane was an adjunct professor of Advanced Securities and a member of the teaching team for the Lawyer As Negotiator course at Osgoode Hall Law School. He has spoken at The Directors College, Osgoode Professional Development, The Advocates' Society, The Law Society of Ontario and the Association of Corporate Counsel (Canada) on topics relating to corporate governance, shareholder disputes and securities litigation.

As a member of McCarthy Tétrault's National Pro Bono Committee, Shane manages the firm's award-winning Unaccompanied Minors Project. This unique pro bono initiative helps minors navigate the refugee

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process. He also volunteers as a Designated Representative for the Unaccompanied Minors Project and as a mentor with the Osgoode Hall Mentorship Program.

## Recent Experience

- **Newcrest Mining acquires a 70% joint venture interest in Red Chris copper and gold mine in British Columbia from Imperial Metals for US\$804M**  
August 15, 2019
- **Alterra Power Corp sells C\$408.8M in Icelandic assets**  
May 23, 2019

## Recent Insights

- **Protecting a Vendor's Privilege in M&A Sale Transactions**  
July 10, 2019
- **A Dissident Note: Court Orders Disclosure of Members' Email Addresses in JAZZ.FM Proxy Contest**  
July 08, 2019
- **M&A Disputes: When will a corporation be liable for an officer's or director's fraud? Supreme Court provides new guidance**  
July 03, 2019
- **Managing Conflicts of Interest in Soliciting Dealer Arrangements**  
June 19, 2019

## Events

- **Canadian Payments Innovation Forum**  
April 25, 2018