



Rick W. Pawluk

Partner

Calgary

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t. +1 403-206-5522

Bar Admission

Alberta 1995

Law School

University of Manitoba

Practices

Mergers & Acquisitions
Public Companies
Competition/Antitrust & Foreign
Investment

Industries

Food, Beverage & Agribusiness
Energy & Infrastructure
Life Sciences
Oil & Gas

Rick Pawluk has extensive experience in corporate and securities law including initial public offerings, equity and debt financings, public and private mergers, takeover bids, acquisitions and disposition transactions and business combinations. He has developed considerable experience in the energy, oil and gas, biotechnology and agribusiness industries.

With respect to the oil and gas and energy sectors, Rick has acted for a number of publicly traded and private oil and gas exploration and production companies with assets in Canada, the United States of America, Egypt, Pakistan, Albania, Portugal, Colombia and Turkey, advising on all types of domestic and international financing, acquisition and divestiture transactions. In the biotechnology sector, he has advised and assisted on financings for a number of publicly traded and private biotech companies focussed on cancer, stem cell, cardiovascular, nutrition and medical device companies with operations throughout North America and Europe.

Rick has significant international stock exchange listing experience including on the Hong Kong, London, AIM, New York, and NASDAQ stock exchanges. He has acted for many reporting issuers from incorporation to completion of their initial public offering and beyond and, over his career, has led financing and other transactions totalling several billion dollars. He regularly advises public companies as to ongoing regulatory compliance and corporate governance matters and has acted for boards of directors and special committees in a variety of transactions.

Rick also regularly advises clients on competition and foreign investment law matters including regulatory compliance matters involving mergers and acquisitions. He has represented clients in initiating or defending investigations by the Competition Bureau and has advised clients in relation to reviewable business practices such as tied selling, abuse of dominance, refusal to deal and other pricing practices.

Rick has been the director and the corporate secretary of several publicly traded and private oil and gas corporations and other organizations. He has completed the Directors Education Program of the Institute of Corporate Directors.

Rick has recently acted in respect of the following transactions:

- Lead Counsel to Sunshine Oilsands Ltd. since incorporation to through several private and public rounds of financings totalling several hundred million dollars culminating in its \$580 million initial public offering and listing on the Hong Kong Stock Exchange on March 1, 2012, the second largest oil and gas IPO in the world in 2012. Sunshine later applied to

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become a reporting issuer in Alberta and then co-listed on the TSX in November 2012. Sunshine Oilsands was the first Alberta corporation and Canadian oilsands company to list on the HKSE

- Lead Counsel to Sunshine Oilsands Ltd. in its 2013 and 2014 equity financing rounds of approximately \$150 million
- Lead Counsel to Sunshine Oilsands Ltd. in its August, 2014 \$200 million high yield bond financing
- Lead Counsel to Bankers Petroleum Ltd. in its \$100 million public offering of common shares via short form prospectus (2010)
- Lead Counsel to Bankers Petroleum Ltd. in its spin-out transaction of BNK Petroleum Inc. as a separate TSX listed public company valued at \$131 million (2008)
- Lead Counsel to Seyfarth Shaw LLP and US Shale Solutions in its cross border exchangeable share deal to acquire W. Pidhirney Welding and then in US Shale's follow on asset based loan transaction (2014)
- Lead Counsel to a junior pharmaceutical firm in its RTO transaction involving a publicly traded mining company (2014)
- Lead Counsel to Alder Ridge Resources in its \$20 million private equity financing with 32 Degrees and Green Hills by way of equity line of credit (2013)
- Lead Counsel to Innovative Trauma Care in its U.S. based private equity preferred share rounds of financing (2013, 2014 and 2015)
- Lead Counsel to Stem Cell Therapeutics Corp., a publically-listed biopharmaceutical company developing cancer stem-cell-related therapeutics, in its prospectus supplement offering of units. The unit financing served to fulfill a condition precedent to, among other things, the acquisition by Stem Cell of Trillium Therapeutics Inc., a private biopharmaceutical company specializing in immune regulation and cytoprotection (2013)
- Lead Counsel to a major international petrochemical company in its tax driven corporate reorganization and Canadian legal entity rationalization which the client valued at several hundred million dollars (2011)
- Lead Counsel to Dow AgroSciences Canada Inc. in its acquisition of Thompson's Seeds (2011)
- Lead Counsel to Dow AgroSciences Canada Inc. on its acquisition of tralkoxydim assets from Syngenta (2012)
- Lead Counsel on Anatolia Energy Corp.'s sale transaction, by way of plan of arrangement, to Cub Energy Inc. (2013)

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- Lead Counsel to Anatolia Energy Corp. (an international oil and gas company that was engaged in the exploration and development of oil and gas in Turkey) in its short form prospectus offering pursuant to which Anatolia issued 69,000,000 Units for \$7 million (2012)
- Lead Counsel to Anatolia Energy Corp. in its reverse takeover of Bolivar Energy Corp. and consequential listing on the TSX Venture Exchange. The combined value of the transaction was approximately \$60 million (2011) Lead Counsel to Porto Energy Corp. in its initial public offering of common shares valued at \$70 million and listing on the TSX Venture Exchange. This was the first public offering for a company engaged in the onshore exploration of Portuguese oil and gas resources (2011)
- Lead Counsel to Oncolytics Biotech in its \$21 million bought deal financing by way of short form prospectus (2012)
- Lead Counsel to Pepsico in its acquisition of Spitz Sunflower Seeds (\$50 million) (2008)
- Lead Counsel to Rally Energy in its \$900 million sale to Citadel Capital Company and National Petroleum Company S.A.E. (2007)
- Lead Counsel to Canaccord Capital in the financing of Petrokamchatka and its plan of arrangement with BlueRock Acquisition Corp. (2010)
- Lead Counsel to Canaccord Capital in the financing and business combination of Zodiac Exploration with Peninsula Resources (2010)
- Lead Counsel to Cornerstone Capital on several financings for Fogo Resources, Montana Exploration and others (2010 to present)

Awards & Rankings

The Canadian Legal Lexpert Directory

Leading Lawyer: Biotechnology

Lexpert Special Edition: Agribusiness and Cannabis

Leading Lawyer

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Recent Experience

- **XORTX Therapeutics Inc. issues common units via private placement**
February 28, 2020
- **Spartan Energy Corp. closes C\$1.4B strategic business combination with Vermilion Energy Inc.**
May 28, 2018

Recent Insights

- **Alberta Eases Director Residency Requirements**
March 22, 2021
- **COVID-19 Update : Reopening of Physical Workplaces and Return to Work – Considerations for the Agri-Food and Manufacturing Sectors**
May 06, 2020