



## Shane C. D'Souza

### Associé

Toronto

[sdsouza@mccarthy.ca](mailto:sdsouza@mccarthy.ca)

t. +1 416-601-8196

### Admission au barreau

Ontario 2010

### Faculté de droit

Osgoode Hall Law School

### Domaines de pratique

Actions collectives

Litige en droit commercial et en droit des sociétés

Responsabilité du fabricant

Responsabilité professionnelle

Litige en valeurs mobilières

Défense et enquêtes de crimes économiques

Gouvernance d'entreprise

Mode alternatif de résolution des conflits

Marchés des capitaux

Réglementation des valeurs mobilières

### Secteurs d'activité

Technologie financière

Groupe mondial Métaux et Mines

Technologie

### Enjeux stratégiques

Situations critiques et activisme des actionnaires

*Disponible en Anglais seulement*

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

Shane is a leader of the firm's Critical Situations & Shareholder Activism group. His national practice focuses on complex securities litigation, proxy contest litigation, shareholder disputes, M&A litigation, corporate governance, regulatory and enforcement matters, and disputes involving wealth, capital markets and crypto businesses. He also has significant experience in securities class actions and recently co-led one of the few common issues class actions to proceed to trial. Many of his files have a cross-border component.

Shane also 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, regulatory breaches, and #metoo and BIPOC allegations.

**Shane is a very smart and experienced litigation lawyer. He is highly adept at engaging with multiple counterparties in high stakes negotiations and achieving successful outcomes for his clients.**

— CHAMBERS

While Shane is resolution-oriented, he's not afraid of advocating for his clients in a contested hearing. Some of his notable reported decisions include:

- Turpin v. TD Asset Management Inc., 2022 BCSC 1099, represented investment fund manager in class action trial where class was seeking \$1B+ in damages for alleged 'closet indexing' in an equity mutual fund

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- OSC v. Go-To Developments Holdings Inc., 2022 ONCA 328, represented Ontario Securities Commission in appeal of receivership order
- Cineplex v. Cineworld, 2021 ONSC 8016, represented Cineworld in significant M&A litigation concerning termination of \$2.8B+ transaction for breaches of ordinary course covenant
- Re Inter Pipeline Ltd., 2021 ABASC 100, represented applicant who commenced unsolicited takeover bid in applications before the ASC considering issues such as quantum of break fee, auction process, and use and disclosure of use of total return swaps
- In the Matter of CannTrust, 2021 ONSC 4408, represented company seeking court order approving restructuring and settlement of class actions in US and Canada
- Coinsquare Ltd. (Re), 2020 ONSEC 19, represented CEO of crypto asset trading platform who settled with OSC in first whistleblower retaliation proceeding
- 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 OSC's 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 prevent attornment to Ontario's jurisdiction

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- 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

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**Shane is an authentic, focused, innovative and high performing individual who is committed to securing the most successful outcome for his client. He is empathetic and has a tremendous demeanour.**

— CHAMBERS

Shane is currently an Adjunct Professor at the University of Western Ontario Law School in Corporate Crime, Crisis & Culture and an Adjunct Moot Advisor of the University of Toronto Law School's Corporate Securities Competitive Program. He 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.

Since 2022, Shane has been a director of the Osgoode Hall Law School Alumni Association. As a member of McCarthy Tétrault's National Pro Bono Committee, Shane used to manage the firm's award-winning Unaccompanied Minors Project. This unique pro bono initiative helps minors navigate the refugee process. He also volunteers as a Designated Representative for the Unaccompanied Minors Project and as a mentor with the Osgoode Hall Mentorship Program.

## Prix et distinctions

### Chambers Canada

Leading Lawyer: Litigation: Securities - Ontario

### Benchmark Litigation Canada

Securities Litigator of the Year (2021 shortlist)

### Benchmark Litigation Canada

Litigation Star: Commercial, Securities

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## Benchmark Litigation Canada

40 & Under

## The Canadian Legal Lexpert Directory

Leading Lawyer: Litigation - Securities; Litigation - Corporate Commercial

## Lexpert Special Edition: Litigation

Leading Lawyer

## Lexpert Special Edition: Technology & Health Sciences

Leading Lawyer

## Mandats récents

- **Strathcona Resources Ltd. acquiert Pipestone Energy Inc. pour un montant de 1 G\$ CA**  
3 octobre 2023
- **La coentreprise entre FPI Dream Industrial et GIC acquiert FPI Summit Industrial Income pour la somme de 5,9 G\$ CA**  
17 février 2023
- **Rio Tinto acquiert Turquoise Hill Resources pour 3,3 G\$ US**  
16 décembre 2022
- **Coinsquare devient la première plateforme canadienne dédiée à la négociation de cryptomonnaies à adhérer à l'OCRCVM et à y être inscrite en tant que courtier en valeurs mobilières et membre du marché entièrement réglementés.**  
12 octobre 2022

## Publications récentes

- **ACVM publie rapport sur l'application de la loi pour 2021**

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13 juillet 2022

- **Une vérité qui dérange au sujet de l'activisme actionnarial lié aux questions climatiques**

31 mai 2022

- **Statutory "best interest" obligations do not by themselves create fiduciary duties**

11 mars 2022

- **OSC Issues Orders Against Foreign Crypto Trading Platforms KuCoin and ByBit**

24 juin 2022