



# STEWART L. MUGLICH

PARTNER

## BIOGRAPHY

Stewart Muglich is the leader of the Corporate Finance + Securities, Mergers + Acquisitions and Cannabis Practice Groups. He is also a member of the Corporate/Commercial Practice Group. Since 2016, Stewart has been recognized by *Best Lawyers*® in Canada for his work in corporate law, mergers and acquisitions law, and securities law.

Stewart has been advising clients in corporate finance and securities matters, mergers, acquisitions, divestitures, reorganizations and going private transactions for almost three decades. He has represented clients across various business sectors including the energy, forestry, industrial, life sciences (including pharmaceuticals), mining and technology sectors. Stewart has been involved in transactions ranging in value from a few hundred thousand dollars to over one billion dollars. He frequently assists clients with public and private offerings and other financings, including exempt, registered, Rule 144A, Regulation S and initial public offerings, and acts for both issuers and investment bankers. Stewart provides strategic advice on both proxy contests and hostile and negotiated takeover bids. In that regard, he has represented incumbents, dissidents and special committees and is well aware of the unique requirements that each group faces.

Stewart is experienced in cross-border transactions and is well versed in regulatory compliance issues and corporate governance matters, which arise in Canada and the United States under the regulatory framework of the Toronto Stock Exchange, the TSX Venture Exchange, the Canadian Securities Exchange, NASDAQ, the NYSE, the various securities regulators in Canada, and the *Securities Act* of 1933, the *Securities Exchange Act of 1934* and the *Sarbanes-Oxley Act* of 2002 in the United States. Stewart has a broad network that regularly assists him with completing complex

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## EDUCATION

- 1992 M.B.A. [Corporate Finance and International Business, Fordham University](#)
  - 1991 LL.M. [International Business and Trade Law, Fordham University](#)
  - 1989 LL.B. [University of British Columbia](#)
  - 1986 B.A. [Simon Fraser University](#)
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## BAR ADMISSIONS

- 1991 Admitted to the New York State Bar
  - 1990 Admitted to the British Columbia Bar
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## PRACTICE AREAS

### BUSINESS

- Corporate / Commercial
- Corporate Finance + Securities

transactions with parties from around the world covering all aspects that clients may face in connection with their business related legal needs.

Stewart is a trusted advisor for his clients. He strives to become knowledgeable about each of his clients' specific businesses so he can offer prudent, business-oriented legal advice. It is through his many years of experience that he provides a useful resource, whether he is drawing upon his knowledge or finding creative solutions for his client's issues.

## ON A PERSONAL NOTE

Stewart is married with two children and lives in Vancouver. He is an avid football (aka soccer) fan and enjoys travelling with his family.

## RECOGNITION

- 2016 – 2024 Best Lawyers® in Canada Corporate Law, Mergers and Acquisitions Law, Securities Law

## REPRESENTATIVE EXPERIENCE

### Financings

- An industrial issuer in connection with the filing of a \$500,000,000 shelf registration of debt securities, common stock and preferred stock
- A pharmaceutical issuer in connection with the filing of an \$80,000,000 base shelf prospectus of debt securities, common shares, subscription receipts, warrants, preferred shares and units
- An industrial issuer in connection with a \$300,000,000 senior note issuance
- An industrial issuer in connection with an \$80,000,000 issuance of common stock
- A syndicate of underwriters in connection with a \$164,000,000 initial public offering by an industrial issuer
- A syndicate of underwriters in connection with a \$54,000,000 initial public offering by an industrial issuer
- A syndicate of underwriters in connection with a \$76,000,000 secondary offering by an industrial issuer
- A syndicate of underwriters in connection with a \$75,000,000 secondary

- Mergers + Acquisitions
- Cannabis

## PERSONAL

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- Cannabis

## INDUSTRIES

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- Cannabis
  - Environmental
  - Life Sciences
  - Real Estate
  - Retail + Wholesale
  - Technology
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offering by a natural resource issuer

- A syndicate of agents in connection with an \$18,000,000 private placement by an industrial issuer
- A pharmaceutical issuer in connection with a \$54,000,000 debt financing facility

### **Mergers & Acquisitions**

- An industrial issuer in connection with a \$1,000,000,000 merger by way of plan of arrangement
- A natural resources issuer in connection with a \$140,000,000 merger by way of plan of arrangement
- A pharmaceutical issuer in connection with a \$54,000,000 acquisition of pharmaceutical products
- A technology issuer in connection with a \$100,000,000 merger by way of plan of arrangement
- A financial services issuer in connection with a \$5,000,000 merger with another financial services issuer
- An industrial issuer in connection with the \$100,000,000 disposition of all of its assets.

### **Special Situations**

- An industrial issuer in connection with a successful defense to a proxy contest
- A natural resource issuer in connection with a successful defense to a proxy contest
- A dissident group in connection with the removal of the board in a successful proxy contest
- An industrial issuer in connection with a successful defense to a hostile takeover
- A natural resource issuer in connection with a successful defense to a hostile takeover
- A dissident group in connection with a successful takeover bid

## **PUBLICATIONS**

- June 2019, “New Canadian Cannabis Regulations for Second Wave of Cannabis Products”, *AHBL Business Law Blog*, Co-author



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- May 22, 2019, “Cannabis 2.0”, *Business in Vancouver – Business Excellence Series*, Panelist
- October 2018, “[How a Positive Corporate Culture Can Impact Client Satisfaction](#)”, *BCBusiness*, Author
- April 2018, “[New Prospectus Exemption](#)”, *AHBL Business Law Blog*, Author
- January 2018, “[CSE Requests Comments from Issuers with U.S. Marijuana-Related Activities on Impact of Cole Memorandum Rescission](#)”, *AHBL Business Law Blog*, Author
- November 2017, “[Exemption for Distribution of Securities outside British Columbia](#)”, *AHBL Business Law Blog*, Author
- October 2017, “[Accessing new capital requires preparation and sound advice](#)”, *BCBusiness*, Author
- April 2017, “How to prepare your company for the current M&A and capital markets”, *Business in Vancouver*, Author
- March 2017, “[Foreign Private Issuers soon required to submit financial data in XBRL](#)”, *AHBL Business Law Blog*, Author
- February 2017, “[Stricter enforcement from the regulators](#)”, *AHBL Business Law Blog*, Author
- January 2017, “[Confidentiality agreements and whistleblower compliance](#)”, *AHBL Business Law Blog*, Author
- November 2016, “[SEC amends Rules 147 and 504 under the Securities Act](#)”, *AHBL Business Law Blog*, Author
- October 2016, “[Bill C-25 proposes amendments to the Canada Business Corporations Act](#)”, *AHBL Business Law Blog*, Author
- October 2016, “[Cyber Security](#)”, *AHBL Business Law Blog*, Author
- September 2016, “[OSC Proposes Rule for Distributions Outside of Canada](#)”, *AHBL Business Law Blog*, Author
- August 2016, “[Improving your continuous disclosure](#)”, *AHBL Business Law Blog*, Author
- July 2016, “[Do I need a shareholders’ agreement?](#)”, *AHBL Business Law Blog*, Author
- June 2016, “[SEC Adopts Rules for Resource Extraction Issuers](#)”, *AHBL Business Law Blog*, Author
- May 2016, “[SEC Adopts Amendments to Implement Changes for](#)



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[Exchange Act Registration Requirements](#)“, *AHBL Business Law Blog*, Author;

- April 2016, “[New Take-Over Bid Regime](#)”, *AHBL Business Law Blog*, Author
- April 2016, “[New report of exempt distribution aims to reduce the compliance burden for issuers](#)“, *AHBL Business Law Blog*, Author
- February 2016, “[Environmental, Social and Governance Issues – Dealing with them is Good Business](#)”, *AHBL Business Law Blog*, Author
- February 2016, “[Buying and Selling a Business](#)”, *Business In Vancouver – Business Excellence Series*, Speaker
- February 2016, “[What to Consider When Buying and Selling a Business](#)”, *AHBL Business Law Blog*, Author
- February 2016, “[What to Consider When Buying and Selling a Business](#)”, *BIV.com*, Author
- January 2016, “[New Prospectus Exemption when dealing with an Investment Dealer](#)”, *AHBL Business Law Blog*, Author
- December 2015, “[Crowdfunding in Canada and the United States](#)”, *AHBL Business Law Blog*, Author
- November 2015, “[Existing Securityholder Exemption vs Rights Offering Exemption](#)”, *AHBL Business Law Blog*, Author
- October 2015, “[Insider Trading](#)”, *AHBL Business Law Blog*, Author
- September 2015, “[Are Securities Laws Applicable to Me?](#)”, *AHBL Business Law Blog*, Author
- November 2011, “[Dodd-Frank Wall Street Reform and Consumer Protection Act](#)”, Author
- April 2009, “[Canada’s Surprising Economic Opportunities for Asian Businesses](#)”, *Asian Counsel*, Author

## PROFESSIONAL & COMMUNITY AFFILIATIONS

- [Law Society of British Columbia](#), Member
- [Canadian Bar Association](#), Member
- [Vancouver Bar Association](#), Member
- [New York State Bar Association](#), Member
- [Family Services of Greater Vancouver Foundation](#), Board Member



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- Association for Corporate Growth British Columbia, Member



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