



This program counts towards
*The Osgoode Certificate in
Securities Law and Practice*

THE INTENSIVE SHORT COURSE ON CANADIAN CAPITAL MARKETS TRANSACTIONS

Capital is the lifeblood of corporations.
Get the knowledge and skills you
need to navigate the equity and debt
markets to deliver results for your client.

What you need to know about raising money in the Canadian Capital Markets, including:

- Overview of raising equity and debt capital in Canada
- The IPO: Early-Stage Financing, preparing and executing, and post-IPO financings
- Types and key legal features of debt securities
- Base shelf prospectuses
- Green bonds and sustainable bonds
- Financing large or significant acquisitions in the capital markets

Register today at:

osgoodepd.ca/capitalmarkets

PROGRAM CHAIR

John Wilkin
Blake Cassels & Graydon LLP

REGISTRATION OPTIONS

April 12*, 19, 26 and May 3, 2023:
Online (Live)
6:30 p.m. – 9:30 p.m. ET

OR

June 26 – 27, 2023:
Online (Replay)
9:00 a.m. – 5:00 p.m. ET

*Can't make the date?
Registration includes 120-day
unlimited, online access to the
recorded program.*

THE INTENSIVE SHORT COURSE ON Canadian Capital Markets Transactions

Your clients or company depend on you to understand the complex process for raising funds through the equity and debt markets, which includes knowing all the regulations, rules, steps, and documentary requirements that are involved.

OsgoodePD's essential new course **Canadian Capital Markets Transactions** will provide securities and corporate lawyers and professionals with the complete picture of how equity and debt markets operate, delving into the nuts and bolts of the different strategies and options available to companies when raising capital, vital considerations and required steps, as well as key legal frameworks and regulations.

What You'll Learn

- Receive an essential overview of raising equity and debt capital in Canada
- Explore all facets of the IPO: Early-Stage Financing, preparing, and executing, and post-IPO financings
- Understand the types and key legal features of debt securities
- Survey when and how to employ base shelf prospectuses
- Delve into the growing area of green bonds and sustainable bonds
- Get the nuts and bolts of how financing large or significant acquisitions in the capital markets works

Complete this course, along with three (3) others and an online assessment to obtain **The Osgoode Certificate in Securities Law and Practice**. Visit osgoodepd.ca/securities-certificate for more details.

Who Should Attend

- Securities and corporate lawyers – all experience levels
- Finance professionals – analysts, financial advisors (CFAs), accountants, compliance officers, traders
- Investment bankers
- Regulators – counsel, compliance officers, policy analysts
- Corporate officers

Agenda

Module 1 – April 12, 2023 (Hybrid)

6:15 p.m.

Welcome and Course Introduction

John Wilkin

Blake, Cassels & Graydon LLP

6:30 p.m.

Raising Equity Capital in Canada: Overview and Latest Developments

James Obright

Managing Director, Equity Capital Markets,
RBC Capital Markets

We will begin with an overview of the business reasons behind an issuer's decision to raise capital, the nature and sources of that capital, and the key considerations for raising equity capital over the business life cycle. Topics covered include:

- Equity capital markets in Canada
- Current sources of equity capital
- Key business drivers for raising equity capital over the business cycle

7:30 p.m.

Break

7:45 p.m.

Pre-IPO Early-Stage Financing

Linda Misetich Dann

Bennett Jones

Focused on the sources of capital for startups and early-stage growth companies, we will review the regulatory framework for private placements, market practice, as well as common rights provided to angel investors and private equity firms. Potential conflicts and ethical challenges will be explored, in addition to:

- An overview of the typical structures of an initial and second round equity financing
- Pre-IPO rights (governance, registration rights)

9:00 p.m.

Module Ends

Module 2 – April 19, 2023

6:15 p.m.

The IPO

Catherine Youdan

Blake, Cassels & Graydon LLP

This session will delve into the key steps in preparing for and executing an IPO, including:

- Preparing the issuer for an IPO
- Long form prospectus process
 - timeline
 - prospectus drafting
 - regulatory requirements and review process
 - liability and due diligence
- Marketing the IPO
 - quiet period and restricted period
 - testing the Waters and marketing
 - pricing and underwriting or agency agreement
- Stock exchange matters
- Closing and post-closing matters

7:30 p.m.

Break

7:45 p.m.

Debt Securities – Types and Key Legal Features

Tim Andison

Blake, Cassels & Graydon LLP

We examine the main types of debt securities offered in the public capital markets and key legal features of each, and common use of proceeds:

Key Features

- Trust Indentures and Supplemental Indentures
- Commercial terms
- Covenants and Events of Default
- Noteholder meetings and consent solicitations
- Redemption provisions
- Credit ratings

Types of Debt Securities

- Commercial Paper Programs
- Long term debt
- Convertible debt

Debt components of complex securities (Instalment Receipts, Equity Units)

9:00 p.m.

Module Ends

Module 3 – April 26, 2023

6:15 p.m.

Raising Debt Capital in Canada

Blake Newell

Director, Debt Capital Markets,
CIBC World Markets Inc.

Brian Pong

Executive Director, Canadian Debt Capital Markets, CIBC Capital Markets

Take a deep dive into the business reasons behind an issuer's decision to raise debt capital, the nature and sources of that capital, and the key considerations for raising debt capital over the business life cycle. We will discuss:

- Overview of the debt capital markets in Canada
- Sources of debt capital
- Key business drivers for raising debt capital over the business cycle
- Role of credit ratings and segmentation of market between investment grade and high yield
- Current trends

7:30 p.m.

Break

7:45 p.m.

Post-IPO Equity Financings

Glen R. Johnson

Torys LLP

Rima Ramchandani

Torys LLP

Referencing real-life examples, you will analyze the key stages in preparing for and executing an IPO, while also taking a close look at the technical regulatory requirements and process of review (including the rise of the confidential pre-file system), prospectus liability, the marketing process, and closing matters. Current trends in IPO practice will also be addressed.

9:00 p.m.

Module Ends

Module 4 – May 3, 2023

6:15 p.m.

Base Shelf Prospectuses

Colin Burn

Stikeman Elliott LLP

The base shelf prospectus is an efficient platform for equity financing and the use of proceeds to manage working capital, as well as balance sheet requirements.

This session will review the distinct features of the base shelf regulatory framework, including:

- Base shelf prospectuses and prospectus supplement regulations
- Rise of at-the-market programs and offerings

7:00 p.m.

Green Bonds and Sustainable Bonds

Jeremy Ozier

Blake, Cassels & Graydon LLP

John Wilkin

Blake, Cassels & Graydon LLP

Learn about green and sustainable debt finance in the Canadian capital markets, including the sources of market standards, governance and monitoring considerations, and strengths and weaknesses of current models (including "greenwashing"). We will examine critiques and trends, as well as:

- International Capital Markets Association standards
- Establishing a Green Bond or Sustainable Bond Framework
- Types of Green Bonds
- Types of Sustainable Bonds
- Due diligence matters
- SPOs
- Disclosure and monitoring of use of proceeds

8:00 p.m.

Break

8:15 p.m.

Capital Markets Financings of Acquisitions

Rosalind Hunter

Osler Hoskin & Harcourt LLP

Michael Innes

Osler Hoskin & Harcourt LLP

What are the specific considerations for financing significant or large acquisitions? This session will provide a thorough briefing in this topic, illustrated by recent examples, including a look at regulatory considerations such as financial statement requirements and achieving prospectus level disclosure with respect to the target and managing due diligence. The discussion will also include:

- Considerations in private placements and prospectus offerings for significant acquisitions
- Subscription and Instalment receipts – how can these facilitate an M&A equity offering with long lead time

9:15 p.m.

Module Ends

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[osgoodepd.ca/
capitalmarkets](http://osgoodepd.ca/capitalmarkets)

Program Chair

John Wilkin

Blake, Cassels & Graydon LLP

Instructors

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Rima Ramchandani

Torys LLP

Catherine Youdan

Blake, Cassels & Graydon LLP

Here's what participants from our recent OPD securities law programs had to say:

“Excellent subject matter, timely, informed and articulate”

“Thorough overview of Canadian securities law regime”

“I found the sessions incredibly informative!”

“The organization and content has been amazing”

Registration Details

Fee per Delegate: \$1,495 + TAX

Newly Licensed*: 50% off regular rate + TAX

*This fee applies to newly licensed regulated professionals within the past 2 years

Fee includes program registration, electronic program materials and 120-day unlimited online access to program archive. Group discounts and financial assistance available. Visit www.osgoodepd.ca/group-discounts for details.

Program Changes

We will make every effort to present the program as advertised, but it may be necessary to change the date, location, speakers or content with little or no notice. In the event of program cancellation, York University's and Osgoode Hall Law School's liability is limited to reimbursement of paid fees.

Cancellations and Substitutions

Substitution of registrants is permitted at any time. If you are unable to find a substitute, a full refund is available if a cancellation request is received in writing 14 days prior to the program date. If a cancellation request is made with less than 14 days notice, a \$75 administration fee will apply. No other refund is available.



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Eligible CPD Hours – LSO (ON): 11h 30m CPD (11h Substantive; 30m Professionalism)

OsgoodePD programs may be eligible for CPD/MCLE credits in other Canadian and US jurisdictions. To inquire about credit eligibility, please contact cpd@osgoode.yorku.ca.

Register today at:

osgoodepd.ca/capitalmarkets



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The Intensive Short Course on Canadian Capital Markets Transactions

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