

# THE INTENSIVE SHORT COURSE ON CANADIAN CAPITAL MARKETS TRANSACTIONS

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

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](https://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](https://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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capitalmarkets](https://osgoodepd.ca/capitalmarkets)

# Program Chair

John Wilkin  
Blake, Cassels & Graydon LLP

## Instructors

Tim Andison  
Blake, Cassels & Graydon LLP

Colin Burn  
Stikeman Elliott LLP

Rosalind Hunter  
Osler Hoskin & Harcourt LLP

Michael Innes  
Osler Hoskin & Harcourt LLP

Glen R. Johnson  
Torys LLP

Linda Missetich Dann  
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Managing Director,  
Equity Capital Markets,  
RBC Capital Markets

Jeremy Ozier  
Blake, Cassels & Graydon LLP

Brian Pong  
Executive Director,  
Canadian Debt Capital Markets,  
CIBC Capital Markets

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](http://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)

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Register today at:

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## The Intensive Short Course on Canadian Capital Markets Transactions

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