



Ghaith S. Sibai

Partner

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Toronto

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Expertise

Mergers and Acquisitions
Shareholder Activism
Corporate Governance
Private Equity

Bar Admissions

Ontario, 2017

Clients value Ghaith's unwavering commitment to client service and rely on him to provide bespoke, strategic solutions to resolve their complex legal matters.

Ghaith's practice encompasses public and private mergers and acquisitions, capital markets and securities and corporate governance matters. He has experience working on both sides of high-profile shareholder activism matters, domestic and cross-border transactional matters, as well as complex governance issues and internal investigations.

Through his unique blend of creativity, unparalleled work ethic and business-focused perspective, Ghaith has become a trusted advisor for clients faced with intricate legal challenges. He has advised acquirers, targets, boards and special committees, hedge funds, private equity funds, financial institutions and Crown corporations on transactional and other corporate matters.

Ghaith frequently acts as an informal and formal mentor to younger associates, students-at-law and aspiring lawyers.

REPRESENTATIVE WORK

Blackstone Inc.

Acted for Blackstone in its US\$3.5-billion take-private acquisition of Tricon Residential Inc., an owner, operator and developer of a portfolio of approximately 38,000 single-family rental homes in the U.S. Sun Belt and multi-family apartments in Toronto.

Camac Partners, LLC

Acted for Camac Partners, LLC in connection with its shareholder engagement with Rocky Mountain Liquor Inc. regarding board composition, governance and strategic matters, which culminated in an agreement to appoint two of Camac's nominees to the Rocky Mountain board.

Riot Platforms Inc.

Acting for Riot Platforms Inc., a Bitcoin mining and digital infrastructure company, in connection with its strategic pursuit of change at Bitfarms Ltd., a Toronto-based bitcoin mining company, including its shareholder meeting requisition and challenge to Bitfarms' poison pill at the Ontario Capital Markets Tribunal.

Mastermind Toys

Acted for Mastermind Toys in its proceedings under the *Companies' Creditors Arrangement Act*, which included liquidating 18 stores and the sale of majority of its locations to Mastermind Toys Inc., a subsidiary of Unity Acquisitions Inc.

Aecon Group Inc.

Acted for Aecon Group Inc. in the C\$150-million strategic preferred equity investment in Aecon Utilities Group Inc. by funds managed by the Power Opportunities strategy of Oaktree Capital Management, L.P.

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Ironbridge Equity Partners

Acted for Ironbridge Equity Partners in its acquisition (and related financing) of the Gesco Group of Companies, a leading specialty distributor of floor covering solutions across Canada, pursuant to a sale proceeding conducted under the *Companies' Creditors Arrangement Act*.

Legion Partners Asset Management

Acted for U.S. activist shareholder Legion Partners Asset Management in connection with its campaign for operational change and board seats on the board of Primo Water Corporation, a TSX-NYSE listed pure-play water solutions provider in North America and Europe. Legion's campaign included the commencement by Legion of an oppression Application in the Superior Court of Ontario concerning the legality of Primo's Advance Notice By-Laws. It culminated in an agreement to appoint two Legion nominees to the Primo board and Primo agreeing to adopt certain corporate governance enhancements, including changes to its advance notice bylaw provisions.

Lithium Royalty Corp

Acted for Lithium Royalty Corp. in its C\$150-million initial public offering of common shares underwritten by a syndicate co-led by Canaccord Genuity Corp and Citigroup Global Markets Canada Inc.

Slate Asset Management

Acted for Slate Asset Management, the manager and a unitholder of Slate Office REIT, in connection with G2S2 Capital's activist campaign for board seats at the 2024 annual meeting of unitholders of Slate Office REIT.

Cornerstone Capital Resources Inc.

Acted for Cornerstone Capital Resources Inc. in its merger with SolGold plc under a court-approved plan of arrangement, consolidating ownership of the Cascabel project in northern Ecuador.

INSIGHTS

In Depth Feature: Shareholder Activism & Engagement 2024, Canada
Jan. 25, 2024

Guide to Shareholder Activism and Proxy Contests in Canada
Nov. 16, 2023

As the Pandemic Abates, Activists Advance: Shareholder Activism Rebounds in Canada
Oct. 20, 2023

Davies Governance Insights 2020, contributor
Oct. 05, 2020

Davies Governance Insights 2019, contributor
Oct. 03, 2019

The (Not So) Long Arm of the OSC: Commission Declines Jurisdiction in Public Interest Dispute
June 07, 2019

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CSA Offers Tips for Token Offerings: Direction or Deterrence?

June 28, 2018

EDUCATION

Osgoode Hall Law School, JD, 2016

York University, BA (Hons) (Magna Cum Laude), 2012

TEACHING ENGAGEMENTS

Ghaith teaches a graduate course in Corporate Remedies for LLM students at Osgoode Hall Law School with an emphasis on shareholder activism, public M&A and take-private transactions.