





KATHLEEN M. RITCHIE

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Kathleen M. Ritchie

Kathleen Ritchie is a partner in Gowling WLG's Toronto office. She serves as head of Toronto's Business Law Department and is the past leader of the firm's Corporate Finance, M&A and Private Equity Group (2010-2013). She practises securities and corporate law, and has over 20 years of experience advising on public and private M&A and corporate finance transactions, as well as securities regulatory and corporate governance matters.

Kathleen is known by her clients and colleagues for approaching her work with a great deal of intensity, integrity and loyalty. She is a strategic and innovative thinker, and thrives on solving problems and "getting the deal done."

Kathleen is a past member of the Ontario Securities Commission's 12-member Securities Advisory Committee and has acted as lead counsel to the Canadian Securities Transition Office on the transactional aspects of the transition from the current system of provincial and territorial securities regulators to a cooperative capital markets regulator within Canada.

Kathleen's M&A practice involves providing advice on mergers, acquisitions and divestitures, including takeover and issuer bids, plans of arrangement and asset sales, for both public and private companies. Kathleen has been involved in several MI 61-101/related-party transactions, including as counsel to special committees. She is ranked in The Best Lawyers in Canada in the area of M&A.

Kathleen's corporate finance practice includes acting on behalf of public companies in public offerings and private placements of both equity and debt securities, including bought deal financings and shelf prospectuses. She has extensive experience relating to the creation and acquisition of royalties and streams within the mining industry, having acted for a leading gold royalty and streaming company, as well as mining issuers. She is (or has been) ranked in Who's Who Legal: Mining, Who's Who Legal 100 - Energy & Natural Resources, Lexpert Leading Canadian Lawyers in Global Mining, the Canadian Legal Lexpert Directory and in The Best Lawyers in Canada in the area of Mining.

Kathleen also advises public companies on securities regulatory requirements, including disclosure requirements, stock exchange and related requirements (in particular equity compensation plans and dividend reinvestment plans), regulatory reviews and investigations of disclosure/trading and matters relating to shareholder meetings, including proxy contests. She is ranked in The Best Lawyers in Canada in the area of Securities.

Kathleen's corporate governance experience includes advising boards of directors and management, including for not-for-profit organizations, on corporate governance structures, policies, best practices, as well as external rankings, executive and board compensation, stakeholder activism, shareholder rights plans, and officer and director liability. She is a long-standing member of the Institute of Corporate Directors.

Expertise

Ressources naturelles

Marchés financiers

Droit des sociétés et droit commercial - Services généraux

Rémunération des dirigeants

Fusions et acquisitions

Capital d'investissement

Litige en valeurs mobilières

Smart Raise^{MC} - Placements privés simplifiés

Technologie blockchain et contrats intelligents

Technologie financière

États-Unis

Associations professionnelles

- American Bar Association
- Canadian Bar Association
- Institute of Corporate Directors
- International Bar Association
- Ontario Bar Association

Representative Work

Highlights of Kathleen's M&A transactional work over the past five years include:

- Acting as lead counsel to the Canadian Securities Regulation Regime Transition Office on the transactional aspects of the transition from the current system of provincial and territorial securities regulators to a cooperative capital markets regulator within Canada
- Acting as lead counsel to Franco-Nevada Corp. in connection with its \$1-billion stream financing of Inmet Mining's Cobre Panama project
- Acting as lead counsel to Franco-Nevada Corp. in connection with its \$1-billion acquisition of Gold Wheaton Gold Corp.
- Acting as lead counsel to the special committee of the board of directors of Gerdau Ameristeel Corp. in connection with its \$1.6-billion acquisition by Gerdau S.A.