

Irwin Greenblatt

Partner

EMAIL igreenblatt@foglers.com

PHONE 416.941.8816



Irwin practices in both the Business Law and the Securities Law Groups at the firm, and has extensive experience in a broad range of transactions in the corporate/commercial and securities law areas.

His practice focuses on mergers, acquisitions and dispositions for both private as well as publicly traded issuers, shareholder and joint venture arrangements, and lending and other sophisticated commercial transactions.

Irwin acts on behalf of issuers as well as investment dealers in connection with equity and debt capital market activities, including offerings by way of private placement and prospectus.

His clients have included emerging as well as established private and public companies, and he has advised on a number of cross-border transactions.

Irwin provides corporate and securities law advice related to directors' duties, related party and other significant transactions, to both issuers as well as market intermediaries.

Irwin's deep and varied experience in working as a team member with clients in growing their businesses has given him a broad perspective greatly appreciated by his clients. Many of his client relationships are of a very long-standing nature, which is a testament to his professionalism, commitment and client satisfaction focus.

PRACTICE AREAS

Capital Markets and Securities

Corporate Commercial

Corporate Governance

Corporate Reorganizations and Transactions

Business Succession Planning

Equity and Debt Finance

Mergers and Acquisitions

Public Company Maintenance and Compliance

Education & Memberships

EDUCATION

Called to the Ontario Bar, 1981

McGill University, LL.B., 1979

McGill University, D.C.S., 1974

Professional & Community Involvement

Shaarei Chaim Synagogue, past Director

Royal Aerospace Corp., past Director

New Way Services for the Brain Injured Inc., past member and Director

Stock Exchange Listing

Private Equity

INDUSTRY GROUPS

Mining and Minerals

Representative Work

\$90.85 Million Secondary “Bought Deal”

Represented the issuer, Neo Performance Materials Inc., in a public offering of its common shares effected by way of a “bought deal” secondary offering by one of its shareholders, pursuant to a short form prospectus filed with the securities regulatory authorities in Canada.

\$81 Million Secondary “Bought Deal”

Represented the issuer, Neo Performance Materials Inc., in a public offering of its common shares effected by way of a “bought deal” secondary offering by two of its shareholders, pursuant to a short form prospectus filed with the securities regulatory authorities in Canada.

\$47.6 Million Secondary “Bought Deal”

Represented the issuer, Neo Performance Materials Inc., in a public offering of common shares effected by way of a “bought deal” secondary offering by two of its shareholders, pursuant to a short form prospectus filed with the securities regulatory authorities in Canada.

Private Equity Investment

Represented a private healthcare technology company in a strategic investment made by a private equity fund made in the equity securities of the company.

Sale of Services Business

Represented the vendor in the negotiation of the sale of a majority interest in a cleaning and maintenance services business to a private equity fund.

\$22.3 Million Bought Deal Prospectus Financing

Represented a syndicate of underwriters led by Sprott Capital Partners LP in a \$23.3 million “bought deal” prospectus offering of units of Euro Sun Mining Inc., each unit comprised of one common share and one half of a two- year common share purchase warrant.

\$200 Million Initial Public Offering

Represented the issuer, Neo Performance Materials Inc., in its initial public offering of common shares made by way of a secondary offering by its majority shareholder, effected pursuant to a long form prospectus filed with the securities regulatory authorities in each of the provinces and territories of Canada.

\$1.3 Billion Sale of Public Rare Earths Technology Company

Represented Neo Material Technologies Inc. in the negotiation and completion of its \$1.3 billion sale to Molycorp, Inc. effected by way of Plan of Arrangement under the Canada Business Corporations Act. Pursuant to the Arrangement, Neo Material's shareholders received, in the aggregate: (i) cash consideration of approximately \$927.2 million; (ii) 13,545,426 common shares of Molycorp; and (iii) 507,203 exchangeable shares of a Molycorp affiliate that are exchangeable into shares of Molycorp. The transaction created one of the most technologically advanced, vertically integrated rare earth companies in the world.

\$60 Million Sale of Public Video Surveillance Products Design and Distribution Company

Represented LOREX Technology Inc. in the negotiation and completion of its \$60 million cash sale to FLIR Systems, Inc. effected by way of Plan of Arrangement under the Ontario Business Corporations Act.

Privatization by way of Share Consolidation

Represented Norwall Group Inc. in its "going private" transaction effected by way of a share consolidation.

Represented the majority shareholder in the privatization of Kewl Corporation, effected by way of a share consolidation.

Acquisition of Controlling Interest in Private German Metals Recycling Company

Represented Neo Material Technologies Inc. in negotiating and completing its acquisition of a controlling interest in Buss & Buss Spezialmetalle GmbH, a German company specializing in the recycling and recovery of rhenium and other rare metals.

Acquisition of Concrete Products Manufacturer From Receiver

Represented Brampton Brick Limited, a public company, in negotiating and completing its acquisition of substantially all of the assets of Atlas Block, including its state-of-the-art manufacturing facility, from the Court-appointed receiver of Atlas Block, for a purchase price of \$13.4 million.

Joint Venture In Chilled Beverage Industry

Represented a chilled beverage co-packer in negotiating with a leading non-dairy beverage company, to form a joint venture company to manufacture and package chilled beverage products.

Business Combination of Investment Dealers

Represented Research Capital Holdings Corporation in the negotiation and completion of its business combination with J.F. Mackie & Company Limited, which created one of Canada's largest independent fully integrated investment dealers.

Acquisition of Private International Niche Metals Recycling Company

Represented Neo Material Technologies Inc. in negotiating and completing its acquisition of Recapture Metals Limited, a company specializing in the production, reclaiming and refining gallium and indium and other metals, and their compounds, with operations in Canada, the United States and Germany.

Real Estate Investment Trust

Represented the promoter/developer in the structuring and creation of a private real estate investment trust.

Sale of Private Medical Waste Business

Represented Brampton Brick Limited in the negotiation and sale by its 65% owned subsidiary, Medical Waste Management Inc., of its medical waste business operations and assets in Ontario and Nova Scotia to Stericycle, Inc.

Reverse Takeover Accompanied By Concurrent Debt Financing and Equity Recapitalization

Represented AMR Technologies Inc. in negotiating its combination with Magnequench, Inc. The transaction created a world leader in the design and production of neodymium-iron-boron powders, which are used in the production of high performance, bonded neo permanent magnets, and advanced rare earths and zirconium-derived specialty materials, all of which are essential inputs for virtually all electronic devices. The transaction was conditional upon the completion of three separate financing transactions: (i) a Cdn\$70.9 million subscription receipts public offering by AMR; (ii) a private placement financing by AMR of US\$50 million of convertible secured debentures; and (iii) a senior debt financing by MQI for US\$57.5 million which included a US\$7.5 million revolving credit facility with a U.S. based banking syndicate.

Sale of Controlling Interest in Direct Communications Company

Represented the senior management group of a leading provider of direct marketing and other services, in connection with the negotiation and sale of an 80% equity interest to a public issuer.

Recapitalization of Distributor of Branded Nutritional and Homeopathic Medicines

Represented the founder/manager of a leading marketer and distributor of branded nutritional supplements and homeopathic medicines to healthcare professionals in Canada and the U.S., in a recapitalization transaction originated by a leading U.S. based private equity firm. The transaction was conditional upon the completion of a syndicated facility led by a leading U.S. based private equity firm that included a senior term loan and senior subordinated debt, as well as preferred and common equity.

Acquisition of Secure Satellite Communications Business

Represented the senior management group in negotiating the acquisition of a secure satellite communications business, with assets located in Canada and the U.S., that provided, on a North America-wide basis, secure satellite based inter-active distance learning for large corporations in various sectors. Represented the senior management group in negotiating with a leading Canadian merchant bank and with a Canadian chartered bank, which provided financing.

Acquisition of U.S. and Canadian Building Materials Business

Represented Brampton Brick Limited, a public company, in negotiating the \$60 million acquisition, in conjunction with a consortium of other investors, of the concrete paving stone and retaining wall businesses of Lafarge North America Inc. operated in both Canada and the U.S.

Sale of Largest Independent Investment Dealer in Canada

Represented First Marathon Inc., the then largest independent investment dealer in Canada, in the negotiation and completion of the sale of its discount brokerage business to a Canadian chartered bank.

Recent Insights

CAPITAL MARKETS AND SECURITIES

COVID-19 and Shareholder Meetings: Now What?

Article, COVID-19 Resource

CAPITAL MARKETS AND SECURITIES

The CSA to Grant Temporary (45-Day) Relief for some Regulatory Filings Due to COVID-19

COVID-19 Resource

CAPITAL MARKETS AND SECURITIES

Hot Off The Press: The CSA Issues Guidance on Climate Change-Related Risks

Article

CAPITAL MARKETS AND SECURITIES

Declaring a Cash Dividend: Remember the Solvency Tests!

Article

CORPORATE COMMERCIAL

Proposed Changes to the Canada Business Corporations Act

Article

CORPORATE COMMERCIAL

The New Forfeited Corporate Property Act and Amendments to the OBCA - What You Need to Know

Article
