



**Catherine Kay**

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Catherine Kay is a senior associate and practices primarily in the area of securities and corporate finance.

Catherine has extensive experience in representing companies on a broad range of corporate finance, securities and M&A transactions, including private and public financings, due diligence, shareholder meetings, proxy disputes, reorganizations, corporate governance practices, continuous disclosure compliance and other financing transactions.

Catherine acts for a broad range of private and public companies, listed on the TSX and TSX-V, in a wide range of industries including oil and gas exploration and production, energy services, mining, technology and construction.

- Corporate
- Corporate Services
- Securities and Corporate Finance
- Capital Markets
- Proxy Disputes
- Mergers and Acquisitions

English

**LANGUAGES SPOKEN**

- English

- Acted for Trulieve Cannabis Corp. in connection with a USD \$350 million private placement offering of 8% secured notes.
- Acted for Trulieve Cannabis Corp. in connection with a further USD \$75 million private placement offering of 8% senior secured notes due 2026.
- Acted for Trulieve Cannabis Corp. in connection with a public offering of subordinate voting shares in the United States and Canada for gross proceeds of \$287.5 million.
- Acted for a syndicate of underwriters co-led by Canaccord Genuity Corp. and Echelon Wealth Partners Inc. in the \$86.4 million bought deal public offering of common shares of Converge Technology Solutions Corp. (TSXV: CTS) (FSE: 0ZB) (OTCQX: CTSD).
- Acted for a syndicate of underwriters led by Canaccord Genuity Corp. in the \$316.9 million bought deal public offering of subordinate voting shares of Curaleaf Holdings, Inc. (CSE: CURA) (OTCQX: CURLF).
- Acted for the agents in connection with a public offering of common shares of Exro Technologies Inc. (TSXV: EXRO) for gross

proceeds of \$42 million.

- Acted for the underwriters in connection with a bought deal public offering of common shares of Converge Technology Solutions Corp. (TSX-V: CTS) for gross proceeds of \$46.2 million.
- Acted for Canaccord Genuity in the \$40.8 offering of subordinate voting shares of Jushi Holdings Inc. (CSE: JUSH) (OTCMKTS: JUSHF).
- Acted for the underwriters in connection with a bought deal public offering of common shares of Converge Technology Solutions Corp. (TSX-V: CTS) for gross proceeds of \$34,537,375.
- Acted for Trulieve (CSE: TRUL) (OTCQX: TCNNF) in connection with a public offering of subordinate voting shares of the Company for gross proceeds of \$115.5 million.
- Acted as legal advisors to Canaccord Genuity Corp. and Desjardins Capital Markets, as lead underwriters on behalf of a syndicate of underwriters, in connection with a \$21 million "bought deal" public offering for Converge Technology Solutions Corp. (TSXV: CTS) (FSE: 0ZB) (OTCQX: CTSDF).
- Acted for Trulieve Cannabis Corp. (CSE: TRUL) in connection with a public offering of units of the Company comprised of an aggregate principal amount of US \$60 million of 9.75% senior secured notes maturing in 2024 and an aggregate amount of 1,560,000 subordinate voting share warrants.
- Acted for Trulieve Cannabis Corp. (CSE:TRUL) in connection with a \$65 million private placement of subscription receipts, reverse take-over of Schyan Exploration Inc. and CSE listing.
- Acted for the owners of the Gray Monk winery in respect of the sale of the winery and related assets to Andrew Peller Limited.
- Acted for Iberian Minerals Ltd. in its plan of arrangement and spinout of Enviroleach Technologies Inc. ("ETI") and listing of ETI shares on the CSE.
- Acted for StorageVault Canada Inc. in its \$275 million acquisition of Real Storage with 38 stores across Canada in British Columbia, Alberta, Manitoba and Ontario.
- Acted for StorageVault Canada Inc. for an aggregate of approximately \$160 million of asset purchase transactions in 2018, in 10 distinct acquisitions, for 19 stores, including a \$66.5 million acquisition from a private vendor of 2 stores located in the Greater Toronto Area.
- Acted for StorageVault Canada Inc. in its \$34 million acquisition from Access Self Storage Inc. of one store in Toronto, Ontario, two stores in Quebec and three stores in Nova Scotia.
- Acted for StorageVault Canada Inc. in its \$396 million acquisition of Sentinel Storage with 24 stores across Canada in British Columbia, Alberta, Manitoba, Ontario, Quebec and Nova Scotia.
- Acted for StorageVault Canada Inc. in its \$135 million bought deal short form prospectus common share financing which included a secondary offering.
- Acted for StorageVault Canada Inc. in its \$66 Million acquisition from Access Self Storage Inc. of three stores in Montreal, Quebec and two stores in Toronto, Ontario.
- Acted for StorageVault Canada Inc. in its \$57.5 Million bought deal short form prospectus common share financing.
- Acted for StorageVault Canada Inc. in its \$15 Million acquisition of one self storage location in Alberta from a private company vendor.
- Acted for StorageVault Canada Inc. in its \$48 Million acquisition from Access Self Storage Inc. of three self storage locations in Montreal, Quebec and one self storage location in Toronto, Ontario.
- Acted for StorageVault Canada Inc. in its \$22 Million acquisition of one self storage location in Alberta from a private company vendor.
- Acted for StorageVault Canada Inc. in the \$51 Million acquisition of eight self storage locations from Access Self Storage Inc. and Cubeit Portable Storage Canada Inc.
- Acted for StorageVault Canada Inc. in the \$52 Million acquisition of four self storage locations from Storage For Your Life Solutions Inc.
- Acted for public companies, listed on the TSX, TSX-V and CSE, and private companies in connection with private placement offerings.
- Acted for issuers in connection with restructuring and reorganizing transactions, including acquisitions, arrangements, mergers and other reorganizations.

- Represented brokerages on public and private financings.
- Acted for TSX issuer in connection with dissident proxy campaign.

## CREDENTIALS

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### Admissions

- Alberta, 2005
- Saskatchewan, 2004

### Education

- LL.B. (with Distinction), University of Saskatchewan, 2003
- B.Sc. (Cellular, Molecular and Microbial Biology), University of Calgary, 2000

### Memberships

- Member, Canadian Bar Association
- Member, Law Society of Saskatchewan
- Member, Law Society of Alberta

## INSIGHTS

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### Publications

#### Directors residency requirements removed in Alberta

30 March 2021

As described in our July 30, 2020 alert, “Alberta to remove directors residency requirements”, the amendments to the *Business Corporations Act* (Alberta) (the ABCA) and the *Companies Act* (Alberta) to remove Canadian residency requirements for directors of corporations governed under those statutes have been proclaimed into force, effective March 29, 2021.

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#### Capital pool companies

15 December 2020

The Capital Pool Company (“CPC”) program is a unique listing vehicle offered exclusively by the TSX Venture Exchange (the “TSXV”). Providing an alternative to the traditional initial public offering (“IPO”), the CPC program introduces investors with financial market experience to entrepreneurs whose growth and development-stage companies require capital and public company management experience.

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## **TSX Venture Exchange rewrites Capital Pool Company program**

3 December 2020

On December 1, 2020, the TSX Venture Exchange announced significant changes to its Capital Pool Company program, which we expect to be well-received by participants in the CPC program. Subject to the receipt of all requisite regulatory approvals, the amendments to the TSXV's Corporate Finance Manual will become effective on January 1, 2021. This article provides an overview of the amendments, with a focus on certain of the key changes in the Amended CPC Policies.

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## **TSXV extends temporary relief of \$0.05 minimum pricing requirements**

21 September 2020

The TSX Venture Exchange has extended the temporary relief from the \$0.05 minimum pricing requirements, such that it will apply to shares that are issued on or before December 31, 2020.

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## **Expiry of temporary suspension of shareholder meeting deadlines in Alberta**

28 AUG 2020

The temporary suspension of the deadline to hold an in-person annual shareholder meeting expired on August 14, 2020. Alberta incorporated corporations are once again required to hold annual shareholder meetings that were suspended.

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## **Alberta to remove directors residency requirements**

30 JUL 2020

A new omnibus Bill in Alberta (Bill 22) provides for changes to the *Business Corporations Act* (Alberta) (the ABCA) and the *Companies Act* (Alberta) to remove Canadian residency requirements for directors of corporations governed under those statutes.

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## **NEWS**

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### **DLA Piper Canada advises startups across key sectors in their continued growth**

24 January 2022

DLA Piper Canada's Startups, Emerging Companies and Technology group has advised a number of up-and-coming companies on transactions intended to assist with their continued growth.

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### **DLA Piper Canada advised eBook reading platform Legible Inc. on reverse takeover of Twenty20 Investments Inc. and listing on the CSE**

13 December 2021

DLA Piper Canada has advised Legible Inc. on its reverse takeover of Twenty20 Investments Inc. and listing on the Canadian Securities Exchange.

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### **DLA Piper Canada acted for Trulieve Cannabis on USD \$350 million private placement of 8% senior secured notes**

12 October 2021

On October 6, 2021, Trulieve Cannabis Corp. announced the closing of a private placement of 8% senior secured notes for aggregate gross proceeds of USD\$350 million. DLA Piper Canada acted for Trulieve in connection with this offering, which is believed to be the largest debt financing to date of any public multi-state operator.

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### **DLA Piper Canada acted for underwriters in \$260 million "bought deal" public offering**

9 September 2021

On September 1, 2021, Converge Technology Solutions Corp. (TSX: CTS), a software-enabled, IT and cloud solutions provider, announced the closing of a \$260 million "bought deal" public offering.

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### **DLA Piper Canada's Capital Markets group has fast-paced start to 2021**

3 March 2021

Assisting on close to \$1 billion in deals in key growth sectors since the beginning of the year, our Capital Markets team has had a fast-paced start to 2021.

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### **DLA Piper Canada represented the underwriters in offering of common shares for Converge Technology Solutions**

21 January 2021

On January 15, 2021, Converge Technology Solutions Corp. announced the closing of an offering of common shares for \$86.4 million. DLA Piper Canada acted as Canadian counsel to the underwriters in connection with the offering.

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### **DLA Piper Canada advised underwriters in \$316.9 million offering of Curaleaf Holdings shares**

18 January 2021

On January 12, 2021, Curaleaf Holdings, Inc., announced the closing of an overnight marketed offering of subordinate voting shares. DLA Piper (Canada) LLP acted as Canadian counsel to the underwriters on this transaction.

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### **DLA Piper (Canada) LLP advised underwriters in Converge Technology public offering**

7 AUG 2020

On August 7, 2020 Converge Technology Solutions Corp. (TSXV: CTS) (FSE: 0ZB) (OTCQX: CTSD) announced the closing of the exercise of the underwriters' over-allotment option in connection with a \$21.1 million "bought deal" public offering. DLA Piper Canada acted as legal advisors to Canaccord Genuity Corp. and Desjardins Capital Markets, who led the syndicate of underwriters for the Offering.

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