



## Bruno Caron

Partner | Montréal

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### Biography

Bruno is the co-chair of the firm's ESG and Carbon Finance Group. He is a commercial lawyer whose practice is focused on capital markets and public and private M&A transactions. He has been recognized in Canada's Best Lawyers list in the category of Mergers and Acquisitions since 2021.

Bruno has a particular interest with all aspects of ESG and with respect to sustainable financing as a mean to mitigate and adapt to climate change and the disclosure rules applicable to the risks associated with climate change. In 2020, Bruno was named on the Canadian Climate Governance Experts Panel of the Canada Climate Law Initiative and as such he is frequently called to present to board or directors and trustees of pension fund on governance issues related to climate change.

Bruno practiced law in New York and in Romania and has a broad international experience. He has represented many clients in matters involving the issuance of debt and equity, initial public offerings, cross-border offerings, as well as private placements under Regulation D, Rule 144A and Regulation S of the U.S. Securities Act of 1933.

Since 2000, Bruno has been registered as Foreign Legal Consultant in the State of New York. He holds a LL.B. degree from Université de Montréal and a bachelor's degree from McGill University in mathematics and computer science. In 2021, Bruno completed Osgoode Hall's Certificate in ESG, Climate Risk and the law.

#### Key services:

**Capital Market, ESG and Sustainable Finance:** Since its inaugural issuance in 2017, Bruno has acted for the Province of Québec in its multiple green bond issuances. He routinely advises sub-sovereign issuers with respect to their debt issuance on domestic and international markets. Bruno is frequently retained as counsel on matters involving business restructuring, statutory arrangements, continuous disclosure requirements and the rules governing shareholders' meetings. He acts as corporate secretary for both public and private corporations.

**Broker Registration and Derivatives:** Bruno's practice involves advising brokerage firms in matters involving registration with securities regulators. He also advises on matters involving derivatives regulations and

### RELATED SERVICES

Capital Markets & Securities  
Corporate  
Corporate Governance  
Mergers & Acquisitions

### RELATED INDUSTRIES

Energy & Natural Resources  
Health  
Life Sciences

### RELATED FOCUS AREAS

ESG and Carbon Finance

derivatives data reporting obligations.

**Renewable Energy:** Bruno help promoters of renewable energy projects in structuring and financing their projects. Bruno is particularly active in the field of renewable natural gas.

**Pharmaceutic Industry:** In addition, Bruno represents several pharmaceutical companies in all aspects of their activities, including negotiation and drafting of product licensing and distribution agreements, co-promotion agreements and Product Listing Agreements with respect to provincial formularies.

## Professional achievements & leadership

- *The Best Lawyers in Canada* – Mergers and Acquisitions Law, 2021, 2024; Securities Law, 2021

## Thought leadership

### Conferences

- Guest speaker at the Symposium on Challenges and Opportunities for Pension Plans 2022 organized by the Institute for Governance of Private and Public Organizations - climate risk and the fiduciary duty of pension committees, May 2022
- Guest speaker to the collective pension fund of the employees of the City of Montreal, Fiduciary obligation and climate risk, November 2021
- Guest speaker, TSX/TSXV, TSX Ignite Event, Montréal, October 2016
- *Regulatory changes dealing with continuous disclosure of public companies*, INFONEX – Legal Update on Financial Disclosure CSA/SEC 2016, The 21st Annual Financial Reporting Course, Toronto, September 2016
- *Survol du financement participatif au Canada et aux États-Unis*, M&A Club, Montréal, May 2015
- *The OTC Derivatives Reform*, Portfolio Management Association of Canada (PMAC) Compliance Forum, Montréal, June 2014
- *Les nouvelles règles obligatoires en matière de contrôle interne et d'attestation des chefs de la direction et chefs des finances*, 3<sup>ième</sup> Forum avancé sur les valeurs mobilières, L'Institut Canadien, Montréal, January 2006
- *Le devoir de dénonciation et le devoir de secret professionnel de l'avocat: comment gérer cette tension?*, Forum sur la régie d'entreprise et la dénonciation, Insight, Montréal, November 2004

### Publications

- "What biodiversity means for Canadian pension funds in 2023 and beyond", *Lexpert*, February 2022
- "Will the new International Sustainability Standards Board succeed in unifying global sustainability and climate-related disclosure rules?", Miller Thomson Securities Practice Notes, September 2022
- "Hey Canadian issuers, your neighbour is up to something: Disclosure of climate-related matters", Miller Thomson Securities Practice Notes, May 2022
- "CSA Propose Standardized and More Comprehensive Climate-Related Disclosure", Securities Law Newsletters, January 2022
- "Venture Issuers Disclosure Revolution or Evolution", *Securities Practice Notes*, Miller Thomson, December 2019
- "Are You Ready for Environmentally Responsible Disclosure?", *Securities Practice Notes*, Miller Thomson, August 2019
- "Changes to NI 45-106 and CP 45-106: Get Ready for your Next

Private Placement”, *Securities Practice Notes*, Miller Thomson, July 2015

- “Le financement participatif des entreprises en démarrage à l’ère du 2.0” (French only), *Securities Practice Notes*, Miller Thomson, May 2015
- “Start-Up Crowdfunding 2.0”, *Securities Practice Notes*, Miller Thomson, May 2015
- “Québec’s Autorité des marchés financiers Amends Regulation 91-507 Dealing with Trade Reporting of Derivatives Transactions”, *Securities Practice Notes*, Miller Thomson, November 2014
- “Le programme de sociétés de capital de démarrage” (French only), *Insights*, Miller Thomson, January 2014
- “Quebec’s Contribution to Canada’s G20 Commitments – New Rules Concerning Derivatives”, *Insights*, Miller Thomson, December 2013
- “Another kick at the can”, *Securities Practice Notes*, Miller Thomson, Fall 2013
- “TSX Adopts “Comply or Explain” Majority-Voting Rules for the Election of Directors (for Now)”, *Heenan Blaikie e-news*, November 2012
- “The Supreme Court of Canada Considers Materiality Standard”, *Heenan Blaikie e-news*, July 2011
- “Cross-Border Corporate Finance”, *2002 Guide to the Leading 500 Lawyers in Canada*, Lexpert / American Lawyer Media, p. 51

## Professional memberships

- American Bar Association
- Canadian Bar Association
- New York State Bar Association
- Private Capital Markets Association of Canada
- Le Cercle finance et placement du Québec

## Languages spoken

- English
- French

## Bar admissions & education

- Quebec, 1995
- Certificat in ESG, Climate Risk & The Law, Osgood Hall Law School, December 2021
- LL.B, Université de Montréal, 1993
- B.A., McGill University, 1990