



## Geoff Clarke

Partner | Toronto

416.597.6056

[gclarke@millerthomson.com](mailto:gclarke@millerthomson.com)

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### Biography

Geoff is the Leader of the Firm's Mining Law practice. Geoff has a comprehensive corporate and securities practice, regularly advising leading companies, global businesses, institutional investors and investment banks in securities offerings, mergers and acquisitions, corporate governance, shareholder activism, exchange sponsorships, fairness opinions, continuous disclosure, securities enforcement investigations, securities regulatory compliance and securities registration matters. He also advises special committees involved in takeover transactions, reorganizations and searching for and prioritizing strategic alternatives. Geoff's advice is sought for his business acumen and practical solutions. Geoff has particular industry expertise in the mining and financial services sectors.

Prior to joining Miller Thomson, Geoff practiced law in the corporate finance, securities and mining departments of a large international law firm from 2002 to 2010. From 2010 to 2013, Geoff was the president and a director of a full-service institutional investment dealer with several Canadian offices, where he provided financial and strategic advice to mining industry companies and investors regarding off-take agreements, joint-ventures, strategic partnerships and raising capital. In 2013, Geoff returned to private practice. Geoff is currently a director of a publicly listed mining and technology company and he is the chair of its audit committee. Geoff previously served on IIROC's Ontario District Council and the OSC's Registrant Advisory Committee. Geoff is currently the Lead Instructor for the Corporate Finance course at the University of Windsor Law School, which is a course he has taught since September 2007.

### Professional achievements & leadership

- *The Best Lawyers in Canada* - Mining Law, 2021-2024
- *Canadian Legal Expert Directory*, Corporate Finance & Securities, 2018, 2022, 2024

### Thought leadership

- Adjunct Professor, "Corporate Finance," University of Windsor, Faculty of Law, 2007 - present
- Adjunct Professor, "Canadian Business Law," York University, 2006 -

### RELATED SERVICES

Capital Markets & Securities  
Corporate  
Mergers & Acquisitions

### RELATED INDUSTRIES

Mining

2007

- Member, Ontario District Council, Investment Industry Regulatory Organization of Canada (IIROC), 2012 - 2013
- Member, OSC Registrant Advisory Committee, 2016 - 2018
- Guest Lecturer, "Financial Services Compliance," Seneca College, 2016

#### **Presentations**

- "Corporate Finance Scandals and the Resulting Evolution of Securities Regulations", presentation for an IIROC Dealer Member, March 26, 2021
- "Insider Trading, Tipping & Chinese/Ethical Walls / Premarketing Do's and Don'ts", presentation for an IIROC Dealer Member, February 26, 2021
- "Investment Banking Project, File & Practice Management", presentation for an IIROC Dealer Member, February 19, 2021
- "Deal Structure Fundamentals for Brokered Securities Offerings", presentation for an IIROC Dealer Member, February 12, 2021
- "Securities Offerings - Pre-Marketing Do's and Don'ts", presentation for an IIROC Dealer Member, January 29, 2021
- "Use of Special Committees in M&A Transactions/Pros & Cons of M&A Deal Structures", presentation for an IIROC Dealer Member, December 9, 2020
- "What's Wrong With Dragon's Den", 3-hour presentation to U. of Windsor Law School's Corporate Finance class, December 4, 2020
- "Interaction Between Sales, Trading, Research and Investment Banking Departments at an Investment Dealer", presentation for an IIROC Dealer Member, November 13, 2020
- "Understanding Mining Royalties", presentation for the Brazilian Institute of Mining Law, October 14, 2020
- "Types of Brokered Securities Offerings from a Securities Dealer's Perspective / Understanding Financial Derivatives", 3-hour presentation to U. of Windsor Law School's Corporate Finance class, October 9, 2020
- "Corporate Finance Scandals and Their Impacts on the Law", 3-hour presentation to U. of Windsor Law School's Corporate Finance class, October 2, 2020
- "Understanding Financial Statements / Introduction to Financial Theory", - 3-hour presentation to U. of Windsor Law School's Corporate Finance class, September 11, 2020
- "Insider Trading and Tipping", Miller Thomson's Internal Securities & Capital Markets Training Series, July 28, 2020
- "Insider Trading, Tipping & Chinese/Ethical Walls", presentation for an IIROC Dealer Member, July 23, 2020
- "The Fiduciary Duty of Board of Directors and the Use of Fairness Opinions and Valuations in Corporate Control Transactions: Concerns and Best Practices", Miller Thomson's Internal Securities & Capital Markets Training Series, July 14, 2020
- "Rights Offerings", Miller Thomson's Internal Securities & Capital Markets Training Series, June 30, 2020
- "The Fiduciary Duty of Boards of Directors and the Use of Fairness Opinions and Valuations in Corporate Control Transactions: Concerns and Best Practice Recommendations", presentation for an IIROC Dealer Member, June 19, 2020
- "Due Diligence in Brokered Securities Offerings", Miller Thomson's Internal Securities & Capital Markets Training Series, June 16, 2020
- "Deal Structure Fundamentals for Brokered Securities Offerings", Miller Thomson's Internal Securities & Capital Markets Training Series, June 2, 2020

- "Due Diligence in Brokered Securities Offering", presentation for an IIROC Dealer Member, May 29, 2020
- "Understanding the Critical Materials Sector (REEs, lithium, cobalt, electric vehicles); The Price of Gold and the Gold Sector Generally; and Product and Service Offerings by an Exempt Market Securities Dealer in Ontario", presentation for an Exempt Market Securities Dealer, May 26, 2020
- "Rights Offerings", presentation for an IIROC Dealer Member, March 27, 2020
- "Panel Host - Overcoming Roadblocks to the Accessibility of Critical Materials and Rare Earth Elements", Miller Thomson 's PDAC Off-Site Seminar, March 3, 2020
- "Opening Address - Understanding Rare Earth Elements & Critical Materials Supply Chains", Miller Thomson's PDAC Off-Site Seminar, March 3, 2020
- "Panel Host - Brazil – What to Expect Politically & Economically in 2020/21 and a Discussion about Investment Opportunities", Miller Thomson 's PDAC Off-Site Seminar, March 3, 2020
- "Panel Host - How Are Automobile Manufacturers Adapting to the Electric Vehicle (EV) Revolution?", Miller Thomson 's PDAC Off-Site Seminar, March 2, 2020
- "Opening Address - Understanding Lithium-ion & Battery Materials & Electric-Vehicle Supply Chains", Miller Thomson's PDAC Off-Site Seminar, March 2, 2020
- "Deal Structure Fundamentals for Brokered Securities Offerings", presentation for an IIROC Dealer Member, February 28, 2020

## **Corporate directorships**

- Director, Ucore Rare Metals Inc. (TSXV - UCU), 2013 - present

## **Professional memberships**

- Canadian Bar Association

## **Bar admissions & education**

- Ontario, 2002
- LL.M. (Business Law), Osgoode Hall Law School, York University, 2005
- LL.B., Queen's University, 2001
- MBA, McGill University, 1996
- B.Comm. (Hons), McMaster University, 1994