

# Geoff Clarke

## Partner

### Toronto

#### OFFICE

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## Industries & Expertise

### INDUSTRIES

Banking and Financial Services | Mining

### EXPERTISE

Capital Markets & Securities | Corporate Law |  
Corporate Governance | Mergers & Acquisitions

## Biography

### BAR ADMISSION

Ontario, 2002

### EDUCATION

- 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

Geoff Clarke leads the Mining Law practice at the firm, focusing on corporate, securities and capital markets matters. He offers practical solutions to leading companies, global businesses, institutional investors and investment banks, focusing on securities offerings, mergers and acquisitions, corporate governance, shareholder activism, fairness opinions and continuous disclosure. With experience in mining and financial

services, Geoff's advice is valued for its business acumen.

Geoff's dedication to educating and advising shines through in his extensive list of presentations and colorful lectures on various legal and financial topics. Geoff has a reputation for being an entertaining and enlightening public speaker.

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 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.

## Industry involvement

### Recognition

- *The Best Lawyers in Canada* – Mining Law, 2021-2025
- *Canadian Legal Expert Directory*, Corporate Finance & Securities, 2018, 2022, 2024; Mergers & Acquisitions, 2025

### Thought leadership

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

- "A Quick Refresher on Ethical Walls, the Grey List, the Restricted List and the Insider Trading/Tipping/Recommending Prohibitions" presentation for a CIRO Investment Dealer Member, Vancouver, BC, April 5, 2025
- "Premarketing Do's and Don'ts" presentation for a CIRO Investment Dealer Member, Vancouver, BC, April 5, 2025
- "Investment Banking – Business Opportunities in Uncertain Times" presentation for a CIRO Investment Dealer Member, Vancouver, BC, April 4, 2025

- “Raising Capital for Nordic Mining Projects” at the Mining in the Nordics: Latest Legal Trends and Developments session during PDAC 2025, Toronto, ON, March 3, 2025
- “Understanding the Re Stifel Nicolaus Canada 2024 CIRO 68 Case” presentation for a CIRO Investment Dealer Member, Toronto, ON, February 19, 2025
- “Understanding Flow-Through Shares” Internal Presentation for Miller Thomson’s Securities & Capital Markets Group, February 12, 2025
- “Top Things Every U.S. Lawyer Should Know about Canadian M&A and Capital Markets” at the 52nd Annual Securities Regulation Institute’s Conference, San Diego, CA, USA, January 29, 2025
- “What’s Wrong With Dragon’s Den”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, November 28, 2024
- “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 10, 2024
- “Corporate Finance Scandals and Their Impacts on the Law”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, September 26, 2024
- “Understanding Financial Statements / Introduction to Financial Theory”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, September 5, 2024
- “Understanding Mining, in one hour or so” Internal Presentation for Miller Thomson’s Securities & Capital Markets Group, June 19, 2024
- “Opening Remarks” and “Closing Remarks” at Brazil-Canada Chamber of Commerce (BCCC) and Miller Thomson’s “Infrastructure and Investment” conference, Toronto, ON, May 10, 2024
- “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 a Canadian securities dealer and M&A advisor, Toronto, May 1, 2024
- “What’s Wrong With Dragon’s Den”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, April 5, 2024
- “Understanding the Anatomy of an Investment Dealer”, Internal Presentation for Miller Thomson’s Securities & Capital Markets Group, April 3, 2024
- “Understanding Over-Allotment Options” Internal Presentation for Miller Thomson’s Securities & Capital Markets Group, April 3, 2024
- “The Critical Materials Framework: How to Succeed Up and Down the Supply Chain” at the Brazil-Canada Chamber of Commerce’s Critical Minerals Luncheon, Toronto, ON, March 4, 2024
- “Recognizing & Overcoming Roadblocks and Supply-Chain Challenges for Critical Minerals including Nickel, Lithium and Rare Earths” at the Brazil-Canada Chamber of Commerce’s Critical Minerals Luncheon, Toronto, ON, March 4, 2024
- “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, February 16, 2024

- “Insider Trading and Tipping Laws”, 3-hour presentation to U. of Windsor Law School’s Securities Regulation class, February 12, 2024
- “Corporate Finance Scandals and Their Impacts on the Law”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, February 2, 2024
- “Understanding Financial Statements / Introduction to Financial Theory”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, January 12, 2024
- “Insider Trading and Tipping Laws: Cases of interest and certain considerations applicable to Investment Dealers” presentation to a CIRO Investment Dealer Member, Toronto, ON, October 18, 2023
- “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 to a CIRO Investment Dealer Member, Toronto, ON, September 26, 2023
- “Premarketing Do’s and Don’ts: Prospectus Offerings and Private Placements” presentation for a CIRO Investment Dealer Member, Toronto, ON, June 22, 2023
- “Due Diligence in Brokered Securities Offerings” presentation to an IIROC Investment Dealer Member, Toronto, ON, April 17, 2023
- “What’s Wrong With Dragon’s Den”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, December 2, 2022
- “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 14, 2022
- “Corporate Finance Scandals and Their Impacts on the Law”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, September 30, 2022
- “Understanding Financial Statements / Introduction to Financial Theory”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, September 9, 2022
- “Premarketing Do’s and Don’ts: Prospectus Offerings and Private Placements” presentation for an IIROC Investment Dealer Member, Toronto, ON, September 8, 2022
- “Rights Offerings in Canada” presentation to a US-based hedge fund, June 20, 2022
- “Deal Structure Fundamentals for Brokered Securities Offerings” presentation to an IIROC Investment Dealer Member, Toronto, ON, June 9, 2022
- “Deal Structure Fundamentals for Brokered Securities Offerings” presentation to an IIROC Investment Dealer Member, Toronto, ON, June 8, 2022
- “Premarketing Do’s and Don’ts: Prospectus Offerings and Private Placements” presentation for an IIROC Investment Dealer Member, Toronto, ON, March 17, 2022
- “Rights Offerings – A Brief Backgrounder” Internal Presentation for Miller Thomson’s Securities & Capital Markets Group, February 17, 2022
- “Premarketing Do’s and Don’ts: Prospectus Offerings and Private Placements” presentation for an IIROC Investment Dealer Member, Toronto, ON, December 8, 2021

- “What’s Wrong With Dragon’s Den”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, December 3, 2021
- “Premarketing Do’s and Don’ts: Prospectus Offerings and Private Placements” presentation for an IIROC Investment Dealer Member, Toronto, ON, December 2, 2021
- “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 8, 2021
- “Corporate Finance Scandals and Their Impacts on the Law”, 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, October 1, 2021
- “Understanding Financial Statements / Introduction to Financial Theory” 3-hour presentation to U. of Windsor Law School’s Corporate Finance class, September 10, 2021
- “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

## **Memberships & affiliations**

- Canadian Bar Association