

## David Randell

### Partner

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Queen's Marque

600-1741 Lower Water Street

Halifax, N.S.

B3J 0J2

Phone: +1.902.420.3309

Mobile: +1.902.476.8760

Fax: +1.902.420.1417

[drandell@stewartmckelvey.com](mailto:drandell@stewartmckelvey.com)

Language(s) spoken: English

Bar Admission(s): Ontario, 2005; New  
Brunswick, 2014; Nova Scotia, 2017

Legal Assistant(s): [Kaeleigh Leeson](#)

David has extensive experience across various industries including insurance, mining, media, energy, manufacturing and technology. He has acted as lead advisor for a number of noteworthy Canadian and international clients in a number of areas:

- Mergers & Acquisitions: Acquisition and disposition of both public and private entities. Recent experience includes:
  - Acting for NuStar Energy L.P. (NYSE: NS) in the sale of its storage terminal located at Point Tupper on the Strait of Canso, near Port Hawkesbury, Nova Scotia for US\$60 million to EverWind Fuels.
  - Acting for a group of purchasers in their acquisition of a majority stake in a contracting and engineering firm focused on the design, building and managing of petroleum facilities.
  - Acting for the special committee of the board of directors of Clearwater Seafoods Incorporated in the announced acquisition of Clearwater Seafoods Incorporated by Premium Brands Holdings Corporation and a coalition of Mi'kmaq First Nations in a transaction valued at approximately \$1.0 billion, including debt.
  - Acting for the owners of a trucking and transportation company in the sale of the company to another trucking and transportation company.
  - Acting for the majority shareholders of Trihedral Engineering Limited, a SCADA and IIoT software company, in the sale of Trihedral Engineering Limited to Delta Electronics, a global leader in power and thermal management solutions.
  - Acting for Venus Concept Ltd., a privately-held and innovative global aesthetic technology leader in its acquisition of NeoGraft Solutions' hair restoration business.
  - Acting for the owner/operator of a retail property/casualty broker specializing in the transportation and logistics sector in the sale of the broker to a global insurance brokerage, risk management and consulting

- services firm.
- Acting for a privately-held technology company in its sale of cloud-native software and edge connectivity assets to a leading software supplier for optimizing asset performance.
  - Acting for the shareholders of a drilling company in the sale of the company to a large civil contractor.
  - Acting for the shareholders of a marine and heavy civil construction company in the sale of the company to a large civil contractor.
- **Corporate Finance:** Short form public offerings and private placements for both issuers and underwriters including medium term notes, senior and subordinated debt, common and preferred shares and innovative capital structures for financial institutions. David has successfully completed more than 50 corporate finance transactions for private and public entities in a wide range of industries.
  - **Corporate Governance:** Advised and represented clients listed on the Toronto Stock Exchange, the TSX Venture Exchange and the Canadian Stock Exchange on corporate governance and continuous disclosure matters. He has prepared internal disclosure policies, proxy circulars, AIFs, annual reports and other disclosure documentation.
  - **Other:** Regularly provided advice and negotiated complex commercial agreements in a variety of different industries including real estate, transportation and logistics, consumer products and construction and equipment.

## Practice Areas

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Banking & Financing

Cannabis

Commercial Transactions/Agreements

Corporate Formation/Reorganization

Energy

Environmental & Natural Resources

Mergers & Acquisitions

Securities

## Education & Career

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### Education

The Osgoode Certificate in Blockchains, Smart Contracts and the Law, 2018 - 2019

Ivey Business School at Western Ontario, J.D. Irving Leadership Foundations Program, 2014

Ivey Business School at Western Ontario, J.D. Irving Leadership Strategic Communications Program, 2015

University of Toronto, JD, 2003

Mount Allison University, BA, 2000

### Activities

Member, Canadian Bar Association

Governor, The Saint John Jeux Canada Games Foundation, Inc., 2015 - 2017

Director, Touchstone Academy, 2016 – 2017

Mentor, University of Toronto Faculty of Law Membership Mentor Program, 2009 – 2014

## Accolades

Lexpert rating: Mergers & Acquisitions, 2022

## Thought Leadership

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The Winds of Change (Part 4): A Review of Rental and Royalty Regimes for Wind Development on Crown Lands: Options for Newfoundland and Labrador's Economic Wind Policy

August 03, 2022

The winds of change (part 3): Newfoundland and Labrador releases wind energy guidelines

July 27, 2022

The winds of change (part 2): Crown Land

July 21, 2022

Significant Amendments to the *Business Corporations Act* (New Brunswick) Proposed

July 20, 2022

Ensuring your earn-out turns out: A review of the law of earn-out clauses in Canada

February 05, 2020

Client Update: Keeping up with crypto – CSA issues another staff notice; AML regulations proposed to be amended

June 26, 2018

Client Update: The Cannabis Act – Getting into the Weeds

May 09, 2017