Tauna Staniland, K.C.

Managing Partner, St. John's



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Language(s) spoken: English

Bar Admission(s): Newfoundland and Labrador, 2010; Ontario, 2004

Legal Assistant(s): Courtney Kennell

Tauna is a corporate commercial lawyer who provides advice on a range of transactional and day-to-day business matters. Tauna assists her clients in negotiating and closing mergers and acquisitions, dispositions, financings and reorganizations. She provides strategic advice to corporations, directors and shareholders related to corporate governance matters and regularly advises on contract interpretation and compliance matters. She acts for clients who are going public (including via traditional IPOs, CPCs and RTOs of listed entities) and closes broker and non-brokered private placements and public offerings for her clients. In the natural resources space, Tauna’s experience has been principally in the areas of mining and oil and gas (offshore), including transactional and contractual matters and knowledge of all facets of provincial mining legislation. Tauna’s clients include a range of public companies, owner-managed businesses, municipalities, engineering and other professional services firms.

Selected representative engagements, include:

Mergers & acquisitions:

- Acting for a private company in the purchase of a mechanical engineering, design and consulting business and the related bank financing of such purchase.
- Acting for a private company on the acquisition of an outdoor accessories design and distribution company.
- Acting for a private company in the purchase of a metal fabrication business and related bank financing.
- Acting for various vendors in divesting their businesses, including automobile dealerships, restaurants, beauty supply business, engineering services firms, among others.

Corporate governance:

- Negotiating shareholders agreements in closely held family companies, joint venture companies and more widely

held start-up companies.

- Advising boards of directors and management on navigating fiduciary duties and corporate and contractual obligation.
- Advising both widely held private companies and closely held private companies during contested shareholder meetings and contentious board of directors meetings.
- Preparing and advising boards of directors on corporate governance policies.

Securities:

- Acting for a TSX-listed issuer on a significant business acquisition and related short form bought deal prospectus offering of subscription receipts.
- Acting for a capital pool company in the completion of its qualifying transaction and listing of securities on the TSXV.
- Acting for both issuers and dealers in broker private placements and public offerings.

Natural resources:

- Acting for a producing mining company in significant financing and equity investment.
- Acting for bridge finance company in significant loan and follow-on loan to a mining company entering into mine development.
- Acting for various junior mining exploration companies in option, joint venture and royalty agreements and related matters.
- Acting for service providers in the oil and gas industry, including negotiation of drilling contracts, supply contracts and terms and conditions.

Financing:

- Acting for lender clients on financings of commercial enterprises and commercial real property, including taking security over real and personal property in the province of Newfoundland & Labrador.

Practice Areas

Banking & Financing
Commercial Transactions/Agreements
Corporate Formation/Reorganization
Corporate Governance
Environmental & Natural Resources
Mergers & Acquisitions
Securities

Education & Career

Education

Osgoode Hall Law School, Certificate in Mining Law, 2012
Osgoode Hall Law School, York University, LLB, 2003 (top 2% of class)
University of Lethbridge, BMgt, 2000 (gold medalist)

Activities

Managing Partner, 2021 – present
Executive member, Newfoundland and Labrador Chapter of the Institute of Corporate Directors, 2020 – present
Director, The Rooms Corporation, 2021 – present
Chair, Stewart McKelvey Newfoundland and Labrador, Corporate Practice Group, 2015 – 2020
Director, The Tuckamore Festival, Inc., 2013 – 2020
Advisor, Interim Board of Music NL, 2019 – 2021
Resource member/director, Community Centre Alliance, 2010 – 2018
Member, Canadian Bar Association
Member, Rocky Mountain Mineral Law Foundation
Member, Canadian Renewable Energy Association (CanREA), 2023

Accolades

Best Lawyers: Mining Law, 2023
King's Counsel, 2022
Lexpert rating: Mining, 2021 – 2023
Lexpert rating: Corporate Finance & Securities, 2019 – 2023

Thought Leadership

Beneficial ownership, corporate transparency and other updates affecting Newfoundland and Labrador corporations
March 23, 2022

New reporting requirements for beneficial ownership of federal corporations coming this June
May 24, 2019

Publications

"Best Efforts – A Recipe for Dispute" Atlantic Business Counsel, Volume XII, Issue 3, September 2011

"A New Regime for Venture Issuers", Atlantic Business Counsel, September 2011, Volume XII, Issue 3 by Gavin Stuttard and Tauna Staniland

"Guidance on Environmental Disclosure", Atlantic Business Counsel, December 2010

"Public Company Disclosure – Does Your Company Comply?", Atlantic Business Counsel, September 2010

"Proposed Amendments to National Instrument 43-101 Standards of Disclosure for Mineral Projects", Atlantic Business Counsel, July 2010

Presentations

Co-presenter, "What if they Revolt? Managing Difficult Shareholder and Member Meetings", Maritime and Newfoundland and Labrador Chapters of the Institute of Corporate Directors
September 21, 2021

"Issues to Consider in Negotiating and Concluding Mineral Property Option Agreements", presented to the Newfoundland and Labrador Prospectors Association, Mount Pearl, NL
May 04, 2019

"Boilerplate in Commercial Agreements" presented to Canadian Corporate Counsel Association, St. John's NL (webinar in Atlantic Canada)
March 04, 2016

"Risk Management" and "Joint Venture Agreements" sessions presented to Newfoundland and Labrador Construction Association
October 23, 2015

Presented on Panel regarding Joint Ventures and Partnerships for a Meet.Connect.Explore event sponsored by the St. John's Board of Trade, the Department of Innovation Business and Rural Development, and the Newfoundland and Labrador Organization of Women Entrepreneurs. St. John's, NL
November 25, 2013

"Till death (or shotguns) do us part: Ins and Outs of shareholders' agreements" presented at Stewart McKelvey's "Let's Do Business: Open Seminar Series in conjunction with the BDC". St. John's NL
October 24, 2013

"Managing Risk in Contracts" presented by Maureen E. Ryan and Tauna M. Staniland for the corporate counsel section of the Newfoundland and Labrador Canadian Bar Association, St. John's, NL
May 28, 2012

"Rocks and Stocks – Securities and Mining Law Nuggets" by Stewart McKelvey with presentation on Going Public, National Instrument 43-101 and Joint Venture Agreements by Tauna Staniland at the Mineral Resources Review 2011, St. John's, NL
November 02, 2011

"Top Ten Things to Consider if you are Thinking about Taking your Business Public" presented by Tauna Staniland at Stewart McKelvey's Business Boot Camp, St. John's, NL

October 19, 2011

“Share Capital: Rights, Privileges and Restrictions”, presented by Tauna M. Staniland, Institute of Law Clerks of Ontario Conference, Ottawa, ON

May 12, 2011

“Legal Matters Affecting You and Your Municipality” presented by Tauna Staniland (on bidding/tendering, contract drafting and contract management) and Jonathan D. Dale (on municipal taxation) at the 39th Annual Convention of the Professional Municipal Administrators, Gander, NL

November 26, 2010

“Prospectors Short Course on Preparing Option Agreements” presented by Colm St. R. Seviour, Tauna M. Staniland and Steven A. Scruton at the Mineral Resources Review 2010, St. John’s, NL

November 03, 2010