



# Max Portner

Partner

Capital Markets, Securities, Mergers & Acquisitions

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## Profile

It takes dedication and drive for companies to thrive. As the consummate team player, Max does what it takes for our clients to succeed, mirroring their entrepreneurial spirit and resolving their complex issues from a true business perspective.

## Work Highlights

### Brokered Private Placement

- > Issuer's counsel on brokered private placement of convertible debenture units by clean technology company listed on the TSXV for gross proceeds of over \$3.6 million (2024)

### WKSJ Base Shelf Prospectus

- > Issuer's counsel on well-known seasoned issuer short form base shelf prospectus by an omni-channel digital health company listed on the TSX (2024)

### Special Meeting - Distressed Asset Sale

- > Issuer's counsel on special meeting and divestiture of assets for technology company listed on the TSXV (2023)

*[Additional work highlights below](#)*

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With a knack for getting the deal done in a timely manner, Max powers through roadblocks and overcomes challenges to find workable solutions that close transactions.

### **Services**

- > Initial public offerings
- > Private placements
- > Reverse takeovers
- > Asset and share purchases
- > Corporate reorganizations
- > Mergers & acquisitions
- > Spin-offs
- > Qualifying transactions for capital pool companies and cross border transactions
- > Regulatory compliance
- > Corporate governance
- > Insider reporting obligations
- > Continuous disclosure requirements
- > Technology company private equity financings

Whether it is guiding clients through tough negotiations or helping them meet stringent regulations, Max's intuition, accuracy, and attention to detail ensure that clients get a commercially sound result.

With strong critical-thinking underpinnings, honed while obtaining a double major undergraduate degree in political science and sociology, Max is able to recognize nuance, translating complex legal language into strong business solutions for our clients.

Max understands that clients have businesses to run and goals to meet, so he serves them with the same dedication that they bring to running their business, addressing the details on their behalf so that they can focus on operational demands.

Prior to joining Clark Wilson, Max practiced at a national boutique corporate law firm and completed his articles at an international law firm, both in Vancouver, BC.

## **Credentials**

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### **Industry Involvement**

- > Vancouver Bar Association
- > Canadian Bar Association

### **Community Commitments**

- > Past intern, Pivot Legal Society
- > Past volunteer, Access Pro Bono
- > Past caseworker, Queen's Legal Aid
- > Past coach and instructor, Real Basketball League

### **Education & Call to Bar**

- > Call to Bar: British Columbia, 2015
- > Juris Doctor, Queen's University, 2014
- > Bachelor of Arts with Distinction, University of Victoria, 2008

## **Additional Work Highlights**

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### **Short Form Base Shelf Prospectus**

- > Issuer's counsel on short form base shelf prospectus by biotechnology company (2023)

### **Canadian Securities Exchange Listing and Subscription Receipt Offering**

- > Issuer's counsel on Canadian Securities Exchange listing by biotechnology company by way of long form prospectus and concurrent subscription receipt financing (2023)

### **Initial Public Offering and TSX Venture Exchange Listing**

- > Issuer's counsel on initial public offering and TSX Venture Exchange listing by tier 2 mining issuer by way of long-form prospectus (2022)

### **Reverse Takeover Canadian Securities Exchange Listing**

- > Issuer's counsel on reverse takeover and Canadian Securities Exchange listing of subordinate voting shares by health and wellness issuer (2021)

### **TSX Venture Exchange Qualifying Transaction**

- > Underwriter's counsel on TSX Venture Exchange Qualifying Transaction and concurrent subscription receipt financing for telehealth and healthcare issuer (2020)

### **\$6.4 Million Underwritten Overnight Marketed Offering**

- > Issuer's counsel on \$6.4 million underwritten overnight marketed offering of flow-through and non-flow-through units by way of short-form prospectus for TSXV tier 2 mining issuer (2021)

### **Reverse Takeover and Canadian Securities Exchange Listing**

- > Issuer's counsel on reverse takeover and Canadian Securities Exchange listing by agricultural technology issuer by way of non-offering prospectus and concurrent special warrant financing (2021)

### **Omnichannel Digital Health Company**

- > Assisting an omnichannel digital health company listed on the TSX with underwritten offerings of common shares by way of a short-form prospectus (2020)

### **Canadian Securities Exchange Issuer - Acquisitions**

- > Issuer's counsel for health and wellness company listed on the Canadian Securities Exchange in 4 acquisitions (2020)

### **\$11.5M prospectus offering**

- > Issuer's counsel on US\$11,500,000 prospectus offering of common shares of TSX

Venture Exchange company by means of Canadian MJDS base shelf prospectus and U.S. shelf registration statement on Form S-3 (2019)

### **Non-offering listing on Canadian Securities Exchange**

- > Non-offering listing of Canadian Securities Exchange beverage company (2019)

### **Initial public offering for technology company**

- > Issuer's counsel on initial public offering of Canadian Securities Exchange technology company (2019)

### **Non-offering listing on TSX Venture Exchange**

- > Non-offering listing of TSX Venture Exchange beverage company (2018)

### **Non-offering listing for oil & gas reserves company**

- > Non-offering listing of TSX Venture Exchange tier 2 oil and gas reserves company (2018)

### **Canadian Securities Exchange listing re-qualification**

- > Issuer's counsel on re-qualification for Canadian Securities Exchange listing by beverage company following reverse takeover and fundamental change and concurrent non-brokered private placement of subscription receipts (2018)

### **Qualifying transaction for technology company**

- > Issuer's counsel on Qualifying Transaction of TSX Venture Exchange technology company and concurrent \$10.5 million non-brokered private placement of subscription receipts (2018)

### **Initial public offering for health technology company**

- > Issuer's counsel on initial public offering of Canadian Securities Exchange health technology company (2018)

### **Qualifying transaction for health technology company**

- > Issuer's counsel on Qualifying Transaction of TSX Venture Exchange health technology company and concurrent non-brokered private placement financing of units (2017)

### **Qualifying transaction of TSX Venture Exchange company**

- > Issuer's counsel on Qualifying Transaction of TSX Venture Exchange company and concurrent \$11.8 million brokered private placement of subscription receipts and \$15 million concurrent non-brokered private placement of secured convertible debentures (2017)

### **Private Canadian technology company in its Series A financing**

- > Managed due diligence effort and assisted senior counsel in all stages of transaction valued at over \$27 million

### **Private Canadian technology company in its sale to private overseas company**

- > Ran closing of transaction as sole counsel for vendor and worked with overseas counsel

of purchaser to close transaction whereby two co-founders exited with proceeds of over \$2 million

**Private Canadian technology company in its sale to TSX-listed technology company**

- > Assisted senior counsel in all steps of transaction, working with the purchaser's in-house counsel to achieve closing on time

**Private Canadian technology company in its Series D financing**

- > Assisted senior counsel in all steps of transaction valued at over \$17 million

**Private Canadian technology company in its Series B financing**

- > Assisted senior counsel in all steps of transaction valued at over \$2 million

**Overseas venture capital firm in their \$5 million investment in private Vancouver-based technology company**

- > Assisted senior counsel by managing due diligence effort and coordinating closing of transaction with company counsel

**Canadian venture capital firm in their \$2 million investment in private BC-based technology company**

- > Assisted senior counsel by managing due diligence effort and coordinating closing of transaction with company counsel

**Over ten private Canadian technology companies in Seed financing rounds**

- > Acted as counsel on seed financings valued in the aggregate at over \$10 million

**Over fifteen private Canadian technology companies in early-stage financing rounds**

- > Acted as lead counsel on convertible debt, SAFE, and angel investor financings valued in the aggregate at over \$5 million