



Virgil Hlus

Partner

Capital Markets, Securities, Mergers & Acquisitions
Mining
Technology Transactions

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Profile

The fulcrum of success is strategy. While an innovative product or breakthrough technology can position a company competitively, businesses need a solid strategy and structure from which to grow and succeed. Virgil understands this interdependency and develops creative, tailored and lucrative strategies for companies to thrive in the global market.

Work Highlights

Offshore Cobalt Company

> Reorganization and spinoff of assets to form new cobalt refinery company by way of plan of arrangement by reduction of capital - \$85M

Merchant Banking Company - Barbados

> Spinoff of merchant banking company by way of distribution of preferred shares by way of dividend - \$100M
> Sale of preferred shares for \$127M

Distribution of Austrian depository certificates

> Spinoff of real estate assets held by a Barbados subsidiary and distribution of Austrian depository certificates by way of plan of arrangement and return of capital

C-suite clients trust Virgil as their business advisor and advocate. They count on him to accomplish transactions with speed and accuracy so that they can focus on running their business. He is also a key principal at a strategic planning level, helping clients formulate and execute goals for their overall commercial growth.

Services

- > Listing on the Toronto Stock Exchange, TSX Venture Exchange, CSE, NYSE NASDAQ, OTCQX and OTCQB
- > Mergers and acquisitions , including cross-border transactions
- > Reorganizations
- > Takeovers and reverse takeovers
- > Qualifying transactions
- > Public and private financings, including IPOs, prospectus offerings, shelf offerings, seed financings and venture capital financings
- > Plans of arrangement
- > Tax-driven spin-offs and financings, including cross-border financings, debt offerings and exchangeable preferred share transactions
- > Corporate governance related matters, including general advice, regulatory compliance, preparation of charters and policies
- > Natural resource transactions, including property acquisitions and dispositions, option agreements, joint venture agreements and royalty agreements relating to properties located in Canada, the United States, Columbia, Mexico, Africa and Russia.
- > Canadian and US regulatory compliance and continuous disclosure

Whether a company wants to go public, engage in a reverse takeover, restructure their company, conduct cross-border financings or complete a tax-driven spin-off, Virgil makes it happen with efficiency and precision, putting his powerful solutions and connections to work for our clients.

Dealing with a sheer variety and volume of financially complex companies has given Virgil the technical skills required to maneuver within the regulations in ways perhaps less apparent to those with less experience.

Additionally, Virgil contributes to our clients' bottom line by making strategic introductions that benefit their business. Whether introducing a company to financiers, connecting two businesses that may be synergistic or identifying career opportunities for the C-suite, Virgil positions clients with opportunities, leveraging his relationships and wide network to bring success.

As co-chair of our Capital Markets, Securities, Mergers & Acquisitions practice group, Virgil oversees the strategic direction and operations of the team. Managing the human resources, evaluations, financials and commerce of the group, Virgil understands the challenges that CEOs and top-level management face. He also sits on several corporate advisory boards, widening the breadth of his insight into capitalizing on the opportunities of the market and overcoming the challenges faced by those working within it.

This requires strategic agility, tactical creativity and strong relationships, all of which define

Virgil's service in helping clients structure a foundation on which to grow their business and succeed in the markets they serve.

Credentials

Industry Involvement

- > Prospectors and Developers Association of Canada
- > Gerson Lehrman Group Scholars Program, 2006
- > Adjunct Professor, University of British Columbia
- > Lecturer, University of Victoria Business Law Conference
- > Lecturer, Continuing Legal Education (BC)
- > Lecturer, Alternative Finance Conference (Toronto)
- > Lecturer, Deal Flow Media - Capital Pool Companies (New York)

Community Commitments

- > Chair of Children's Wish Foundation, BC and Yukon Chapter
- > SHAD, past member and volunteer

Education & Call to Bar

- > Call to Bar: British Columbia, 1995; California State: 1999
- > Bachelor of Laws, University of Alberta, 1994
- > Bachelor of Commerce, University of Alberta, 1990

Additional Work Highlights

Cement infrastructure company

- > Reorganization and distribution of cement infrastructure company with concurrent listing on the Vienna Stock Exchange and mineral royalty company listed on NYSE - ADR program - \$45M

Natural resource transactions

- > Sale of royalty interests (certain mining leases) for purchase price of \$60M
- > Purchase and sale of mineral property interests, mines, mills and related assets
- > Joint venture agreements
- > Royalty agreements
- > Tolling agreements
- > Title opinions for mineral claims
- > Review of technical reports and other disclosure for compliance with National Instrument 43-101

Listing of public companies

- > Listings of Canadian and U.S. companies on NYSE, NASDAQ, OTCQX and OTCQB
- > Graduation of TSX Venture Exchange issuers to the Toronto Stock Exchange
- > Inter-listing of public companies

M&A transactions

- > Acquisition of natural resource, technology and product companies by way of plans of arrangement and amalgamations
- > Cross-border acquisition of natural resource and technology companies, including a United States based uranium exploration company by way of a plan of arrangement
- > Numerous U.S. reverse takeovers of technology and product companies
- > Takeover of public companies by way of plan of arrangement, amalgamations and mergers
- > Numerous qualifying transactions, reverse takeovers, acquisitions, dispositions, options and joint ventures involving mineral properties in Argentina, Africa, Columbia, Mexico, Nevada, Arizona, Russia, British Columbia, Ontario, Yukon
- > Cross-border acquisition of software company by way of exchangeable share plan of arrangement and by reorganization and assumption of debt

Financing transactions

- > Completion of complex financing arrangements of uranium company from the Nuclear Authority of Belgium
- > Numerous public and private financings, including cross border shelf offerings, cross border public offerings, U.S. only public offerings and cross border private placements

Financings for start-ups

- > Advised start-ups on structure, founders' investments, employee compensation and friends and family financings
- > Represented start-up companies through seed, angel and series A and series B financings

Corporate governance

- > Counsel to independent committee of board of directors in connection with hostile takeover
- > Advised special committees of various board of directors on significant transactions, fiduciary duties and related party transactions
- > Advised a TSX Venture Exchange listed company on regulatory compliance and securities law matters in the course of their proceedings under the Companies' Creditors Arrangement Act (Canada) (CCAA) and eventual restructuring and exit from CCAA protection