



Conrad Nest

Partner

Capital Markets, Securities, Mergers & Acquisitions

604 891 7754
cnest@cwilson.com

Profile

Many of today's thriving global corporations were begun by an entrepreneur-someone who identified a need in society, created a solution and was ready to take a risk to ensure the vision was achieved. Over the course of his career, Conrad has had the privilege of working with many entrepreneurs in a variety of industries.

A common theme among the successful founders is to always deliver more than expected-and this is a concept that Conrad applies regularly when working with clients.

Work Highlights

3D Stereoscopic conversion technology company

- > \$28 million reverse take-over, public listing and brokered private placement
- > Joint venture with international film and media company and acquisition of 3D patents
- > \$18 million sale and licensing of 3D conversion technology assets to Prime Focus Limited

NYSE-listed cement plant engineering company

- > Redemption and repurchase of \$128 million of preferred shares

U.S. Public mining company

- > \$100 million acquisition of a slag pile in Arizona and concurrent \$20 million private placement

Additional work highlights below

Having been active in the capital markets for over 15 years, being qualified to practice law in both the US and Canada and having worked at a large international firm, Conrad leverages his cross-border experience and relationships to connect our clients to funding sources and strategic business opportunities and to devise practical, effective and creative routes of action to overcome challenges.

Services

- > Cross-border public and private mergers and acquisitions
- > Continuous disclosure and corporate governance
- > Divestitures/sales
- > Initial public offerings, take-over bids
- > Equity offerings, including seed capital, venture capital financings, PIPES and secondary public offerings
- > Plans of arrangement
- > Tax-driven spin-offs and exchangeable share transactions
- > Reverse mergers, corporate restructurings and other business combinations
- > Commercial agreements
- > Securities regulatory compliance
- > Joint ventures

Conrad assisted with our firm becoming the first Canadian law firm appointed as a Designated Advisor for Disclosure and Principal American Liaison for the OTC Markets Group. He is passionate about the practice of law, having served as an editor of a law journal and as an adjudicator on government tribunals prior to completing his law degree.

Credentials

Industry Involvement

- > American Bar Association
- > Canadian Bar Association
- > ABA Committee on International Business Law
- > University of Victoria Law journal, Former Editor
- > Lecturer, Canadian Tax Foundation, 2016 B.C. Conference
- > Lecturer, Deal Flow Media - Cross Border Transactions

Community Commitments

- > Employment Assistance Appeals Tribunal, Former Vice-Chair
- > Member of Kappa Sigma Fraternity

Education & Call to Bar

- > Calls to Bar: British Columbia (2001), Washington State (2005)

- > Bachelor of Laws, University of Victoria, 2000
- > Bachelor of Arts, University of British Columbia, 1995

External Publications & Presentations

- > Structuring for Start-ups, presentation with George Kondopulos, KPMG at Canadian Tax Foundation 2016 B.C. Tax Conference, September 2016
- > Maintenance and Continuous Disclosure Requirements on the CSE, joint presentation with the Canadian Securities Exchange (CSE), November 2010
- > Overview of CSE Listing Requirements for Cross Listings by US public companies, joint presentation with CSE, September 10, 2009
- > Canada's Surprising Economic Opportunities for Asian Businesses, Asian Counsel, April 2009
- > US public company acquisition structures, Panelist: Reverse Merger Conference 2009 - Deal Flow Media
- > Overview of BC Instrument 51-509: Issuers Quoted in the US Over-the-Counter Markets, September 4, 2008
- > From "ABBA" to Gould: A closer look at the development of personality rights in Canada, Appeal: Review of Current Law and Law Reform law journal, University of Victoria, BC

Additional Work Highlights

Various private BC-based technology companies

- > Series A and Series B preferred shares private placements by a syndicate of venture capital and private equity firms

Syndicate of underwriters

- > \$54,000,000 initial public offering by an industrial issuer

TSX Venture listed film and media company

- > Acquisition of a controlling interest in an online film distribution company

Private B.C. based social gaming company

- > Acquisition of 3D video game technology

Various clean technology companies (including a wind-power company and a solar system manufacturer)

- > Reverse take-overs and IPO's on Canadian and U.S. exchanges

Various Canadian and US public companies

- > Cross-listings on the OTCQX and OTCQB markets
- > Designated Advisor for Disclosure (DAD) and Principal American Liaison (PAL) for OTCQX and OTCQB Listings