



Capital Markets, Securities, Mergers & Acquisitions

Profile

The economy is powered by entrepreneurs who create the innovations, products and services that we use every day. Our clients are these serial entrepreneurs, forging and fostering the global marketplace. We take pride in bringing to our practice the same creativity and ambition inherent to their entrepreneurialism.

We help clients on all manner of transactions and regulatory compliance. Our priority is to add value to their businesses by providing creative and practical solutions and strategic advice that results in commercial growth and success.

Work Highlights

Pure Multi-Family REIT LP

- > \$57.5 million Initial Public Offering
- > Over \$457 million in follow on equity raise

Pure Industrial Real Estate Trust

- > \$19 million Initial Public Offering
- > Over \$1.5 billion in follow on equity raise

YDreams Global Interactive Technologies Inc.

- > Emerging market issuer listing: Counsel to issuer on reverse takeover transaction and concurrent financing, and navigating Emerging Market Issuer policies of the TSX Venture Exchange for an award winning post digital target company that combines augmented

Whether crafting complex financial transactions, raising capital or structuring tax-efficient transactions, we work closely with our clients to develop innovative solutions that meet their unique requirements and goals.

New regulations, expanded shareholder activism and the impact of social media are just some of the factors forcing boards to evolve. With proactive and expert advice, our lawyers provide senior management, boards of directors and special committees of public companies guidance on best practices for governance and securities compliance and how best to leverage them for growth and success.

Services

- > Financings, including public offerings, shelf offerings, cross-border offerings and private placements
- > Private equity and debt financings
- > Stock exchange listings and compliance for all Canadian and United States stock exchanges and quotation systems
- > Corporate reorganizations, reverse mergers, qualifying transactions, plans of arrangement, mergers, amalgamations, acquisitions and divestitures
- > Sale of shares or assets of private and public companies
- > National, cross-border and other multi-jurisdictional offerings and transactions
- > Ongoing regulatory compliance and maintenance
- > Corporate governance, including general advice and preparation of policies and charters
- > Venture capital and start-up advice, structuring and financings
- > Contested transactions, issuer bids, takeover bids, proxy contests
- > Agency and underwriter representation
- > Conduct of shareholder meetings
- > Shareholder meetings, including contented meetings

With several lawyers qualified to practice law in various jurisdictions throughout the United States, we also help companies from all over the world accomplish stock exchange listings, securities issuances and business transactions in the US and Canada. We simplify the process of cross-border transactions by eliminating the cost of having to engage separate lawyers in the US. Our team is particularly experienced with national, cross-border and other multi-jurisdictional securities offerings and transactions.

In addition to business solutions, we offer strategic connections to our clients, bringing together key decision-makers to forge collaborations and build networks that bring success. Our priority is to create workable strategies so that our clients can grow their overall business and compete in the global market.

Co-Chairs

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Additional Work Highlights

Powertech Uranium Corp.

- > Completion of acquisition of uranium assets, listing on TSX and follow on equity raises of \$25 million from Belgium Nuclear Authority

CounterPath Corporation

- > Acquisition of private company by US public company, listing on TSX and NASDAQ and several public and private equity raises, acquisition of other private companies in cross-border transaction by way of an exchangeable share plan of arrangement

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

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

Canadian Mining Company

- > Sale of royalty interests (certain mining leases) for purchase price of \$60M

Listing of Public Companies

- > Listings of Canadian and U.S. companies on NYSE, NASDAQ, OTCQX and OTCQB

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

Corporate governance

- > Counsel to independent committee of board of directors in connection with hostile takeover
- > Special counsel for contested shareholder meetings

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

Huntingdon Real Estate Investment Trust

- > \$48 million debenture offering and new listing

IAT Air Cargo Facilities Income Fund

- > Combination of IAT Air Cargo Facilities Income Fund and Huntingdon Real Estate Investment Trust, with the combined entity having an enterprise value of approximately \$370 million based on then current trading prices

REALnorth Opportunity Fund

- > \$12.9 million Initial Public Offering