



**RICHARDS
BUELL
SUTTON LLP**
Established in 1871



Practice Leader

Silvana M. Facchin

Direct: 604.661.9268

Fax: 604.688.3830

sfacchin@rbs.ca

Lawyers

Brendan Bachewich

Joe C. Chan

Douglas G. Cottier

Silvana M. Facchin

Winsome B. Glover

David W. Harvey

Tamara Huculak

Michael A. Kale

Michael P. Leroux

Steven Mangat

Sharon E. White, K.C.

Sze-Mei Yeung

Related Practices

Business Reorganizations

Commercial Real Estate
Acquisitions and Sales

Securities and Corporate Finance

MERGERS AND ACQUISITIONS

RBS has extensive experience in private and public company merger and acquisition transactions, and has acted for buyers and sellers. The firm has the experience and reputation to provide practical legal advice and solutions in a wide variety of industries, both locally and across borders.

The Mergers and Acquisitions team of lawyers are strategic advisors to buyers, sellers, and target companies in share and asset transactions, mergers, restructurings, amalgamations and plans of arrangement. They are experienced in all aspects of public and private company transactions, from conducting early stage, pre-sale legal audits and due diligence to negotiating and drafting the letter of intent and purchase agreements, and ultimately closing the deal and advising on post-closing matters.

The Mergers and Acquisitions team has acted as counsel on deals of all sizes, such as the sale of a startup company or a complex sale and restructuring of a group of companies valued in excess of \$500 million. Clients come from a wide variety of industries, including real estate, construction, clean technology, information technology, fisheries and aquaculture, food and grocery, healthcare, private and public education, transportation and trucking, mining, heavy equipment, land clearing and road building, manufacturing, professional services (e.g., accounting, insurance, healthcare providers), and retail services. Our lawyers can assist with:

Preparing for sale or purchase

- Conducting pre-sale legal audits for vendors and assisting them with enhancing the value of their business
- Advising on the structure of the transaction, including share purchases, asset purchases, debt or equity financings, reverse takeovers, take-over bids, plans of arrangement, restructuring, mergers, and spin-out transactions
- Carrying out pre-closing reorganizations and tax restructurings
- Conducting due diligence reviews on target companies and preparing vendors for sale



VANCOUVER OFFICE:

700 - 401 W GEORGIA STREET
VANCOUVER, BC CANADA V6B 5A1
TEL: 604.682.3664 FAX: 604.688.3830

SURREY OFFICE:

200 - 10233 153 STREET
SURREY, BC CANADA V3R 0Z7
TEL: 604.582.7743 FAX: 604.582.7753

RBS.CA

Implementing a purchase and sale

- Negotiating and drafting non-disclosure agreements, letters of intent, offers to purchase, share and asset purchase agreements, escrow agreements, non-competition and non-solicitation agreements, loan agreements, vendor take-back agreements, shareholders agreements, employment and consulting agreements, and other transaction documents
- Advising employers on the transition of employees
- Requesting consents and assignments from landlords, customers, and suppliers
- Obtaining consents from lenders and making arrangements for the repayment and discharge of debts
- Obtaining consents and licenses from regulatory and government agencies, including the Liquor Control and Licensing Branch, the Ministry of Transportation, and the Competition Bureau, as applicable
- Organizing and preparing for any necessary director and shareholder meetings, and preparing all necessary disclosure materials
- Representing clients in proxy fights and contested shareholder meetings
- Attending to all court-related matters for plans of arrangements
- Seeking approvals from provincial securities regulators and stock exchanges
- Attending to post-closing matters, including updating corporate filings, amalgamations, and handling holdbacks and purchase price adjustments

CLIENT TESTIMONIALS

"Early phone conversations were very productive and laid the groundwork for a good understanding of my situation. The overall knowledge and understanding of business law and business relationships as they pertained to my situation were crucial in obtaining a favourable outcome. David Harvey and other associates at RBS were very attentive and responsive to my needs. Timely responses and great guidance were provided. I was completely satisfied with the level of service and favourable outcome. Thank you RBS."

Randy Brown,
Apex Scaffold Ltd.

"I have been working with Jeff Lowe and RBS for approximately 15 years. I have always found the firm to be responsive, knowledgeable and expedient. For this particular transaction, Silvana was outstanding at getting the deal done. She was



very reliable, and cared deeply about the results. Keep up the great work gang! If I ever need to sell another company, I would not hesitate to call on RBS."

Erle Dardick
Monkey Media

"I was extremely impressed with the work done by Sze-Mei. She is not only fast, but she also has a way of finding the right information and important points that need attention, and foresees any potential issues ahead of time."

Joel Sacks
Freestyle Networks Inc.
British Columbia

"RBS will go the extra mile to ensure its clients are taken care of. I highly recommend them, especially if you are in the dental industry."

Dr. Jessey Minhas
Family Dental Care Group of Clinics
British Columbia

"Joe Chan was instrumental to the success of Plata's completion of the transaction with Fresnillo pl in Mexico. His experience and expert knowledge of the TSXV approval requirements provided us very effective guidance in the application of the proposed transaction. Joe's advice was always prompt and of excellent quality, from providing valuable comments on the translated Mexican agreement, to helping us with news releases, shareholder memorandums, etc. His guidance was so clear and effective that we "passed" all of TSXV's requirements promptly. Joe is a great professional who cares about his clients! We greatly appreciate having had the opportunity to avail ourselves of his services."

Mike Clarke & Patricia Fong
Plata Latina Minerals Corporation



VANCOUVER OFFICE:
700 - 401 W GEORGIA STREET
VANCOUVER, BC CANADA V6B 5A1
TEL: 604.682.3664 FAX: 604.688.3830

SURREY OFFICE:
200 - 10233 153 STREET
SURREY, BC CANADA V3R 0Z7
TEL: 604.582.7743 FAX: 604.582.7753

RBS.CA