



Practice Leader

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Related Practices

Corporate Services

Mergers and Acquisitions

SECURITIES AND CORPORATE FINANCE

The Securities and Corporate Finance Group provides cost-effective advice on financing and securities law matters for a diverse spectrum of clients, at all stages and over a broad range of industries. The lawyers collaborate with other dedicated specialists at RBS to provide efficient and tailored advice to private and public companies, working hand in hand with owners, board members and senior management. The firm keeps an eye on practicality by helping clients to meet their financing needs, with a view to keeping financing costs manageable.

The Securities and Corporate Finance Group guides clients through all stages of growth and can advise clients on a wide scope of financing and securities matters including:

Structuring startups

The lawyers at RBS regularly help businesses from early stages to commercialization, providing advice on structuring and financings from seed to EBC financings to series A, B, C to IPO and beyond, all while emphasizing flexibility and addressing short- and long-term goals, including exit strategies. Together with the Technology and Innovation Group, lawyers helped clients to protect and maximize the value of their intellectual property assets. For clients that seek financing or growth, the firm offers “legal fitness” assessments to help clients reach that next stage.

Seed financing and other debt/equity financings

The Securities and Corporate Finance Group has structured and negotiated a wide breadth of debt and equity financings for clients, helping them to achieve their needs while balancing issues of control with the need to attract investment. From the simple to the complex, the firm’s lawyers have helped clients to complete offering memorandum financings and other private placements, venture capital financings, and IPOs, and other public offerings of complex securities.

Government funding programs



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RBS has advised clients on valuable government funding programs, such as SR&ED credits, flow-through financings and Eligible Business Corporation eligibility. Many of these programs require specialized assistance through a myriad of requirements, such as structure, residency, expenditure, and other issues.

Real estate financings

Together with the firm's Real Estate Group, the Securities and Corporate Finance Group helps developers with limited partnership formations and financings through to completion. RBS also assists mortgage investment corporations with structuring, offering memorandum financings and ongoing compliance, as well as lending matters.

Going public

RBS has helped clients through initial public offerings or reverse takeovers of existing public companies and listings on stock exchanges including the Toronto Stock Exchange, TSX Venture Exchange and CSE. The firm also routinely assists clients in negotiations and dealings with brokers, underwriters, securities commissions, and stock exchanges.

Regulatory matters

The Securities and Corporate Finance Group provides ongoing advice and guidance on Canadian securities law matters. For private businesses, lawyers have assisted on compliance and disclosure issues, from securities commission filings to preparing the proper disclosure and disclaimers, to minimize risk and scrutiny. The firm acts for public company clients listed on various Canadian and US stock exchanges, assisting on continuous disclosure, corporate governance and other regulatory matters and keeping up to date with an ever-shifting world of rules and regulations. In addition to financings, the firm's lawyers have acted for clients undertaking spin-out transactions, cross-listings, delistings, reverse takeovers, stock splits and rollbacks, and other complicated transactions.

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



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