WeirFoulds LLP

Securities & Public Companies

Whether raising money in the capital markets or arranging debt financing, it is essential to be supported by legal advisers who have deep knowledge of all forms of financing methods and their implementation.

WeirFoulds assists public and private corporations, financial institutions and growth-oriented businesses with raising money in the Canadian and U.S. capital markets. We have extensive experience assisting clients with initial public offerings, secondary offerings, private placements, and alternative financing methods. We also assist clients with public debt issuances, shelf prospectus offerings and debt programmes. In addition, we serve as ongoing counsel to numerous clients, providing advice on securities compliance in areas such as trading, registration, disclosure and settlement.

Our securities litigation team has extensive experience in dealing with various securities regulators in both compliance and enforcement proceedings, including the Ontario Securities Commission, the Investment Industry Regulatory Organization of Canada, the Financial Services Commission of Ontario and the Mutual Fund Dealers Association of Canada. Our comprehensive securities litigation practice includes the defense of professional negligence and breach of fiduciary duty actions, class actions, shareholder actions, and other securities-related civil proceedings.

We take a multi-disciplinary approach to our securities files, engaging our corporate, securities, tax, commercial and regulatory experts as necessary to ensure our clients receive excellent advice that is tailored to their needs.

Lawyers and professionals in this area

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Areas of Expertise

- Commercial paper
- Compliance
- Conventional bought deals
- Convertible debt
- Covered bond programs
- CPS and Qualifying Transactions

- CSE requirements
- Debt capital
- NEO requirements
- Overnight market offerings
- Private placements
- Public offerings
- Registration
- Reverse takeovers
- Securitized and asset-backed debt
- Settlement
- Shelf prospectus offerings
- TSX requirements
- TSX-V requirements

Representative Experience

- Acted for Arizona Metals Corp in connection with a $21M bought deal financing led by Stifle GMP and Clarus Securities.
- Acted for Red Cloud Securities Inc. in connection with a $10.5M brokered financing of units by Foremost Clean Energy Ltd.
- Acted for Environmental Waste Internation Inc. in a going private transaction with Hydrotrux Ltd.
- Acted for Majesta Minerals Inc. in connection with a reverse takeover by Verano Holdings Corp. and its listing on the Canadian Securities Exchange.
- Acted for Platform 9 Capital Corp. in connection with a reverse takeover by SOL Cuisine Ltd. and listing on the TSX Venture Exchange.
- Acted for Arizona Metals Corp. in its $27,077,090 bought deal public offering of common shares.
- Acted for Kernaghan & Partners Ltd. as lead agent and sole bookrunner in a brokered private placement offering of flow-through units of Golden Spike Resources Corp.
- Acted for Psyence Group Inc. and Psyence Biomedical Ltd., in a business combination with Newcourt Acquisition Corp. which resulted in Psyence Biomedical Ltd. listing on NASDAQ.
- Acted for Orford Mining Corporation in connection with a plan of arrangement which saw Alamos Gold Inc. acquire all outstanding shares of Orford Mining.
- Acted for Good2Go Corp. in connection with a reverse takeover by NowVertical Group Inc. and its listing on the TSX Venture Exchange.
- Acted for Orford Mining Corporation in connection with a non-brokered private placements of critical minerals flow-through shares, flow through-shares, and common shares.
- Acted for Echelon Wealth Partners in connection with a private placement of VIQ Solutions Inc.
- Acted for Red Cloud Securities Inc. in connection with a $9M brokered financing by Southern Silver Exploration Corp.
- Acted for Majesta Minerals Inc. in connection with a reverse takeover by Verano Holdings Corp. and its listing on the Canadian Securities Exchange.
- Acted for Palamina Corp. in connection with a $5M private placement financing.
- Acted for Platform 9 Capital Corp. in connection with a reverse takeover by SOL Cuisine Ltd. and listing on the TSX Venture Exchange.
- Acted for Arizona Metals Corp in connection with a $21M bought deal financing led by Stifle GMP and Clarus Securities.
- Acted for Red Cloud Securities Inc. in connection with a $9.3M brokered financing by Patagonia Gold Corp.
- Acted for Applied Inventions Management Corp. in connection with a reverse takeover by Acreage Holdings, Inc. and its listing on the Canadian Securities Exchange.
- Acted for GrowForce Holdings Inc. in connection with its brokered and non-brokered equity financings of an aggregate of

approximately $44.5M and debt facility of approximately $96M.

- Acted for Lonestar West Inc. in connection with its acquisition by Clean Harbors, Inc. by way of an amalgamation under the Canada Business Corporations Act in a transaction valued at $43 million.
- Acted for Boulevard Industrial Real Estate Investment Trust in connection with its disposition by way of a plan of arrangement to PRO Real Estate Investment Trust pursuant to which PROREIT acquired 100% of the issued and outstanding trust units and debentures of Boulevard.
- Acted for Soltoro Ltd. in connection with its successful disposition by plan of arrangement to Agnico Eagle Mines Limited pursuant to which Agnico Eagle acquired 100% of the issued and outstanding common shares of Soltoro for total consideration of approximately C$32 million.
- Acted for Harte Gold on the closing of $25 Million Bought Deal Private Placement
- Acted for Honeywell in the acquisition by plan of arrangement of COM DEV International Ltd., a leading satellite and space components provider of switches and multiplexers, February 2016
- Acted for Canadian Solar Inc., a Canadian solar power company operating in China and listed on the NASDAQ, in a US $122 million financing
- Acted for Largo Resources Ltd. (TSX V: LGO) in connection with approximately $315M in equity financing over the past three years.
- Acted for StageZero Life Sciences Ltd. in a $4.6M public offering.
- Acted for Antibe Therapeutics Inc. in a $28.75M public offering.
- Acted for a syndicate of underwriters consisting of GMP Securities L.P. (TSE: GMP), Paradigm Capital Inc., INFOR Financial Inc. and Cormark Securities Inc. in connection with a $30M bought deal private placement of Dealnet Capital Corp. (TSX:DLS).
- Acted for Environmental Waste Internation Inc. in a going private transaction with Hydrotrux Ltd.
- Acted for Majesta Minerals Inc. in connection with a reverse takeover by Verano Holdings Corp. and its listing on the Canadian Securities Exchange.
- Acted for Platform 9 Capital Corp. in connection with a reverse takeover by SOL Cuisine Ltd. and listing on the TSX Venture Exchange.
- Acted for Good2Go Corp. in connection with a reverse takeover by NowVertical Group Inc. and its listing on the TSX Venture Exchange.
- Acted for Arizona Metals Corp in connection with a $21M bought deal financing led by Stifle GMP and Clarus Securities.
- Acted for Red Cloud Securities Inc. in connection with a $10.5M brokered financing of units by Foremost Clean Energy Ltd.

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