

Capital Markets & Securities — Canada

Offering an integrated Capital Markets & Securities team spanning Canada and the United States, Cozen O'Connor provides clients with a one-stop shop for cross-border transactions. Our Canadian and U.S. teams work seamlessly to provide clients with an integrated North American practice. We can serve both U.S. companies that wish to seek an alternative to traditional U.S. venture capital financing by listing their securities on a Canadian stock exchange and raising public capital from all over the world, as well as larger Canadian companies that seek to list on U.S. stock exchanges to access additional liquidity and exposure for their shareholders.

Our Canadian Capital Markets & Securities team represents a spectrum of businesses — from major Canadian corporations and multinational conglomerates, to small and medium-sized enterprises, to startups in emerging markets — as well as investment banks, venture capitalists, and governmental entities. Our team has a great deal of experience in assisting clients from all over the world and from numerous business sectors, including mining/natural resource, technology, industrial, health and wellness (pharmaceutical/nutraceutical, cannabis, psychedelics), food and beverage (including plant based foods), and safety/security. We assist with initial public offerings, mergers and acquisitions, reverse takeovers, corporate restructurings and reorganizations, and qualifying transactions, as well as capital alterations and the preparation of documentation for related transactions. We also serve as trusted advisers to boards and special committees on issues relating to corporate governance, compliance, and reporting obligations.

We draw on our extensive experience engaging with Canadian securities commissions and stock exchanges to help clients navigate the labyrinthine listing requirements and processes of the Toronto Stock Exchange (TSX), the TSX Venture Exchange (TSX-V), Cboe Canada (CBOE), the Canadian Securities Exchange (CSE), and others. Further, we advise issuers, investors, managers, arrangers, and underwriters in debt capital markets on a broad range of domestic and cross-border public and private debt offerings.

Our Team

Our team includes a former appointee to the board of the Capital Markets Authority Implementation Organization (CMAIO), which was formed to evolve into the Capital Markets Regulatory Authority (CMRA) a single regulator administering the proposed uniform provincial-territorial Capital Markets Act and complementary Capital Markets Stability Act, and a former chairperson of the TSX Venture Exchange's National Advisory Committee. We also bring to the table valuable insight into the policy initiatives of the Canadian Securities Administrators, by virtue of one of our lawyers having worked at the British Columbia Securities Commission before entering private practice.

Our Capital Markets team has the added benefit of being able to draw on the experience of our White Collar Defense and Investigations group to develop best practices in the securities industry. Together we are able to handle complex disputes including private and public company litigation involving directors' and officers' liability and breach of fiduciary duties, hostile take-over bids and proxy fights, shareholder disputes, oppression and derivative proceedings, securities class actions, and contest plans of arrangement.

We work in true partnership with our clients, taking the time to learn their business such that we can craft an effective legal strategy that will advance their business objectives. We offer forward-thinking advice and innovative solutions grounded in practicality and efficiency.

Experience



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Related Practice Areas

- Business
- Canadian Family Practice
- Capital Markets & Securities
- Corporate
- Employee Benefits & Executive Compensation
- Mining – Canada
- Securities Litigation & SEC Enforcement
- Tax
- White Collar Defense & Investigations

Represented Maxim Group LLC, an investment bank, in connection with a registered direct offering for Draganfly, Inc.

Represented American Aires Inc. (CSE: WIFI) (OTCQB: AAIRF) in connection with its non-brokered private placement of units for aggregate gross proceeds of \$4 million.

Represented Promino Nutritional Sciences Inc. (CSE: MUSL) in a private placement of units for aggregate gross proceeds of \$2 million (CAD).

Represented Maxim Group, LLC in connection with the underwritten public offering of units of Draganfly Inc. (DPRO) for gross proceeds of \$3 million (USD).

Represented Bitcoin Well Inc. (TSXV:BTCW) in connection with a brokered private placement of units led by Haywood Securities Inc.

Represented Bravo Mining Corp. (TSXV:BRVO), a Canada- and Brazil-based mineral exploration company, in connection with its shelf prospectus offering of common shares and follow-on private placement of common shares for aggregate gross proceeds of C\$25.5 million.

Acted for Atree Developments Inc., a leading Toronto based real estate development company, in connection with a brokered private placement led by the CIBC World Markets Inc for aggregate gross proceeds of \$27 million.

Represented Haywood Securities Inc. in connection with a brokered private placement offering of units of Earthworks Industries Inc., pursuant to the listed issuer financing exemption.

Represented Canaccord Genuity Corp. (CF.TO), a global investment banking, as the lead agent in connection with the private placement of units of Turnium Technology Group Inc. (TTGI.V), a software networking platform, for aggregate gross proceeds of approximately \$3 million (CAD).

Represented Haywood Securities in connection with a bought deal private placement offering of units of Aluula Composites Inc. (CVE: AUUA), an advanced materials technology firm.

Acted as agent's counsel for Gravitas Securities Inc. in connection with the public offering of common shares of Mednow, Inc. (MNOW.V), a Canadian on-demand virtual pharmacy business.

Acted as issuer's counsel for Parvis Invest Inc., a Vancouver-based, direct-to-investor and technology-driven real estate investing platform, in connection with its reverse takeover and listing on the TSX Venture Exchange.

Represented Bravo Mining Corp. (TSXV:BRVO), a Canada- and Brazil-based mineral exploration company, in connection with its shelf prospectus offering of common shares and follow-on private placement of common shares for aggregate gross proceeds of C\$25.5 million.

Represented E3 Lithium Ltd., a lithium developer and extraction technology innovator, in connection with its C\$5.6 million bought deal shelf prospectus offering of common shares.

Represented Bravo Mining Corp. (TSXV:BRVO), a Canada- and Brazil-based mineral exploration and development company, in its initial public offering of common shares for gross proceeds of \$40 million (CAD) and listing on the TSX Venture Exchange.

Represented Regency Silver Corp., a Canadian resource company exploring for high-grade silver in Mexico, in its initial public offering of common shares valued at C\$3 million. The IPO was oversubscribed.

Represented Element Nutritional Sciences Inc. (CSE:ELMT), a Canadian nutraceutical company specializing in the development of science-based nutritional products, in its short form prospectus offering raising gross proceeds of C\$3.5 million through the issuance of common shares.

Represented Gatling Exploration Inc. (TSXV:GTR), a Canadian mineral exploration company, in the C\$18 million sale of all of its issued and outstanding common shares to MAG Silver Corp. (TSX/NYSE A:MAG), a Canadian exploration and development company, via a Plan of Arrangement under the Business Corporations Act (British Columbia).

Represented Genesis Metals Corp. in its acquisition by Northern Superior Resources Inc.

Represented The Planting Hope Company Inc. (TSXV: MYLK) (FRA: J94), a plant-based food and beverage company, in an \$8 million (CAD) bought deal public offering of subordinate voting shares.
