



SECURITIES  
**WE KNOW**



**EXPERTISE  
FOCUSSED ON RESULTS**

# SECURITIES

## Our Team

PUBLIC COMPANIES OF ANY SIZE CAN COUNT ON THE EXPERIENCE AND EXPERTISE OF BCF'S SECURITIES TEAM TO HELP THEM WITH THEIR EVERYDAY OPERATIONS OR TO HANDLE THE INTRICACIES OF A MAJOR TRANSACTION.

We have wide-ranging expertise in all applicable securities legislation and rules of the Canadian securities authorities, the Toronto Stock Exchange and the TSX Venture Exchange. Our pragmatic and results-oriented approach will guide you through every aspect of the rules governing public companies so that you can concentrate on managing your company's business.

BCF's securities team members work very closely with management. As a result, they are involved with more than strictly legal issues, and often act as business advisors to their clients. The experience and varied academic background of many BCF lawyers has led us to adopt a practical approach to our client's challenges and share their business objectives and timing concerns.

## Our Clients

Every day we advise officers, directors, controlling shareholders, securities brokers, investment funds, private and institutional investors, capital pool companies and other businesses active in all sectors of the economy, with a particular focus on biotech and technology.

# EXPERTISE AND DEDICATION

## Public Financing

Our team's expertise extends to every aspect of public financing. Whether your needs include an initial public offering (IPO), short form prospectus, shelf prospectus, rights offering or distribution by way of offering memorandum, we never lose sight of our prime focus: getting things done on the legal end so you can get on with ensuring the success of your business. We are the liaison between the company's senior management and the other key players in a transaction, including brokers, auditors, regulatory authorities and the stock exchange. Because you need your legal counsel to do more than just draft your prospectus, we offer turnkey project management services so that you can keep the focus on your business throughout the process. We are your partner, ensuring that things go smoothly and efficiently, and sharing your pride in your success.

We are in the business of kick-starting success, because closing a deal doesn't happen by itself.

## Private Financing

Whether it involves a private investment in public equity (PIPE), flow-through shares, debt instruments or convertible securities, we see that your proposed private financing is completed as quickly and simply as possible. Besides drawing up all legal documents, we are your trusted ally in negotiating financing terms, supervising or carrying out due diligence, sometimes seeking funding with you and, through it all, ensuring that everything comes off without a hitch.

We are experts in shepherding complex files to completion, while managing to make them appear simple.

## Mergers and Acquisitions

Every merger or acquisition is unique. Merger and acquisition transactions involving public companies, reverse take-overs and take-over bids, regardless of whether they are concurrent to a financing, are governed by many rules. BCF's lawyers have mastered the ins and outs of these transactions and know how to clear a path to success. You expect your legal counsel to be on the lookout for stumbling blocks and to help you avoid them. This is why we keep every aspect of a transaction in mind, so that we can constantly monitor the progress of your file and let you know where you stand.

Because we are winners, we pick winners as partners. We have teamed up with renowned players who share our style out in the field, in Quebec or around the world. We work on each transaction, whether local or cross-border, in a spirit of cooperation oriented toward one goal: success.

## Everyday Operations

We know that public companies are not involved exclusively in large-scale transactions. Because of the volume and complexity of applicable rules and regulations, they often need help with their everyday or periodic activities. Our expertise also covers these matters. We are proficient in all rules governing annual information forms, proxy circulars and other continuous disclosure requirements. We can also advise you on your stock option or purchase plan and on matters relating to your director and shareholders meetings and other governance issues.

Being there to guide and accompany you on a regular basis allows us to build a broad vision of your company, and play a role involving more than just legal counsel.

## Multidisciplinary Approach

BCF has a unique multidisciplinary approach that enables us to offer clients innovative strategic consulting services as part of every transaction. Our securities team works in close cooperation with the firm's other professionals in cases requiring one or more of the following types of expertise:

- Banking law and financing
- Business and corporate law
- Real estate law
- Trust law
- Domestic and international tax law
- Civil and commercial litigation
- Tax and succession planning
- Intellectual property
- Restructuring and insolvency
- Cross-border transactions

A glance at our many areas of practice illustrates the scope of our expertise. The way in which our experts in these diverse areas work in synergy, however, marks the true essence of our ability to efficiently and effectively manage complex, often sensitive matters entrusted to us.

# EXPERIENCE, EXPERTISE, EXCELLENCE

## Exceptional Service

BCF is committed to providing its clients with exceptional service. We promptly respond to our clients' issues and concerns and strive to anticipate their needs.

Our securities practitioners will ensure that you complete your transactions in an efficient and timely manner, at a reasonable cost and with full confidence that all of your interests have been understood and protected.

As our clients are the cornerstone of our practice, we obviously want to provide them with exceptional services. We have built our reputation on our problem-solving skills and our ability to anticipate our clients' needs.

## Our firm

BCF was founded out of a need for the practice of business law to adapt to the changing world of business. Since the firm's inception, we have helped business people unlock their potential by challenging conventional thinking, finding better solutions and providing exceptional service.

At BCF we have developed a different approach that puts people before business – people such as visionaries and leaders. As our client, you will be surrounded by a multidisciplinary team of professionals which responds to your individual needs and excels through a proactive, efficient and supportive approach.

With offices in Montréal and Québec City, BCF is comprised of more than 120 professionals who specialize in all aspects of business law. Our top-quality service, high ethical standards and creative spirit sets us apart.

We are not only experts in law – we are your right hand, your true partners. It is this approach that has made BCF the go-to firm for business people.

## International alliances

BCF's reputation earned it an invitation to join the ranks of the prestigious international organization *Meritas Law Firms Worldwide*. Membership in this association represents a clear advantage for our clients, whose success extends beyond borders.

It also means that every BCF client can rely on the expertise of more than 200 firms in some 60 countries, all front-line partners dedicated to practising business law according to the most stringent standards. Whether in Canada or around the globe, you're sure to benefit from the services of an international-calibre firm.

To learn more about *Meritas Law Firms Worldwide*, please visit their website at [www.meritas.org](http://www.meritas.org).

# YOU NEED TO KNOW HOW TO CHOOSE YOUR LAW FIRM



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