



Mauro Palumbo

Partner

Capital Markets, Securities, Mergers & Acquisitions

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Profile

Businesses regularly engage in a myriad of complex corporate, commercial and securities transactions. Mauro leverages over two decades of practice to provide creative, strategic and practical solutions to assist issuers, investors and entrepreneurs navigate the complex legal and regulatory issues on matters of commercial, corporate finance and securities law.

Junior issuers and venture investors often negotiate creative corporate, commercial and securities transactions; transactions which require equally creative structures and solutions. Mauro has cultivated long-term relationships with investors, issuers and other capital market participants, and draws upon his experience and those relationships to structure and execute transactions that will achieve his client's objectives in a timely and cost-effective manner.

- > Represented mineral resource and biocetical issuers in connection with initial public offerings of securities and concurrent applications to list equity securities on the TSX Venture Exchange ("TSXV")
- > Represented capital pool companies in connection with initial public offerings, applications for listing on the TSXV and subsequent Qualifying Transactions

- > Represented the Canadian subsidiary of a U.S. investment bank, as agent's counsel, in connection with sponsorship and corporate finance transactions. Transactions included; debt and equity securities issued by companies operating in the oil and gas, pharmaceutical and hydroelectric power generation sectors

Additional work highlights below

Corporate finance and securities law are highly regulated fields, and completing a successful transaction often involves more than understanding and conveying the strict legal requirements to a client. Transactions undertaken in the capital markets often involve many players, and there is nuance and negotiation at every turn. Understanding what the other participants need to achieve is imperative in order to properly advise and guide a party on any such matter, and to obtain a successful result.

- > Listings on the TSXV and the Canadian Securities Exchange ("CSE")
- > Public and private debt and equity financings, including initial public offerings, secondary offerings and private placements
- > Capital Pool Company Qualifying Transactions on the TSXV
- > Mergers and Acquisitions
- > Reverse Takeovers
- > Asset acquisitions and dispositions of assets
- > Assisting and advising reporting and listed issuers on compliance with applicable securities laws, including continuous disclosure requirements, and the policies of the TSXV and CSE

Mauro gains motivation from seeing investors, entrepreneurs and executives persevere through challenges to ultimately succeed in achieving their objectives, and he enjoys working alongside these individuals and his colleagues in a collaborative environment to contribute to his client's success.

Credentials

Education & Call to Bar

- > Bachelor of Laws, University of Alberta, 1998
- > Bachelor of Arts, University of Manitoba, 1992
- > Call to Bar: British Columbia, 1999

Community Commitments

- > Past Head Coach, River Heights Cardinals, Atom A2 hockey club, 1993

Languages

- > English and Italian

Additional Work Highlights

- > Lead securities and corporate counsel for a multinational investment bank in connection

with an offering of secured convertible debentures issued by a software-as-service medical technology issuer listed on the TSXV

- > Legal counsel for junior mineral resource and oil and gas issuers listed on the TSXV. Advised on the acquisition and disposition of mineral resource and oil and gas assets, private placement offerings of securities, continuous disclosure requirements and compliance with the policies of the TSXV
- > Legal counsel for investors and entrepreneurs with respect to ongoing investment and lending transactions, including, debt and equity investments. Regularly called upon to advise on prospective investments, acquisitions and secured lending arrangements