

Eugene Chen

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PRACTICE AREAS

Business Law

Cryptocurrency & Blockchain

Securities & Capital Markets

My role is to provide practical strategic legal advice to my clients that allows them to accomplish their business objectives.

Eugene is a trusted advisor to a number of public and private companies. His practice focuses on the areas of securities, corporate finance, and mergers and acquisitions.

As head of McLeod Law's Securities & Capital Markets group, Eugene has extensive experience advising companies on initial public offerings, private placement financings, corporate governance matters, securities reporting, and general regulatory compliance issues, private equity funds, purchase and sale transactions, limited partnership offerings, corporate restructuring and reorganizations.

He has provided advice in a wide variety of business sectors, including technology, oil & gas, oilfield services, real estate, mineral exploration, alternative energy, financial services, manufacturing, biotechnology and life sciences, pharmaceutical, health care and cannabis.

Eugene is also a director and officer of a number of private and public companies.

Education

1993 University of British Columbia, LLB

1990 University of Alberta, BS

Admissions

1995 Alberta

Experience

Capital Markets & Corporate Finance – Technology, Diversified Industries, Real Estate, Fintech/Cryptocurrency, and Cannabis

- Advised The Very Good Foods Company Inc. in its closing of USD \$6.5 Million Private Placement.
- Advised Marvel Biotechnology Inc., a biotechnology and life sciences company whose primary focus is discovery and development of pharmaceutical products, in its financing for gross proceeds of approximately \$2.65 Million concurrently with a listing on the TSX Venture Exchange.
- Advised on the formation of Rocky Mountain Marijuana Inc, a late-stage ACMPR applicant.
- Advised Rocky Mountain Marijuana Inc. in its initial seed funding round for approximately \$1.6 million.
- Acted for Rocky Mountain Marijuana Inc. in its private placement of common shares for approximately \$2.5 million.
- Acted for RMMI Corp. (parent company of Rocky Mountain Marijuana Inc.) on its initial public offering of \$4.4 million and listing on the CSE.
- Acted for Bertram Capital Finance Inc, a Colorado-based company that provides financing to companies in the cannabis industry, in its private placement of approximately \$1.1 million.
- Acted for CannaTest Photonics Ltd. a technology company with new spectroscopy - based technology for the cannabis and hemp industries in its initial private placement of common shares for proceeds of approximately \$2 million.
- Acted for CannaTest Photonics Ltd. on its brokered and non-brokered financing lead by PI Financial Inc. totaling approximately \$9.1 million.
- Acted for a syndicate of debenture holders in a \$15 million USD private placement of notes into ACC Enterprises LLC, a Nevada based cannabis cultivator.
- Counsel to Optimus U.S. Real Estate Fund, on \$24 million in private placement financings.
- Counsel to Optimus U.S. Real Estate Fund on a \$10 million private placement with a private equity firm.
- Counsel to an Optimus U.S. Real Fund on its \$30 million private placement financing with two institutional pension funds.
- Acted for Genesis Land Development Corp., one of Alberta's largest land developers, in its \$56.7 million limited partnership financing.
- Acted for Genesis Land Development Corp. in a \$25 million limited partnership financing.
- Acted for Genesis Land Development Corp. in a \$9 million limited partnership financing.
- Counsel to Canada Monetary Corp, an investment company, on its \$3 million brokered private placement of convertible debentures.

Capital Markets & Corporate Finance – Energy and Natural Resources

- Advised Criterium Energy Ltd. on its \$6.7 million underwritten prospectus offering with Research Capital

Corporation.

- Advised Fathom Nickel Inc, a junior resource exploration and development company targeting high-grade nickel sulphide, listed on the Canadian Securities Exchange, in the completion of their marketed short form prospectus offering of flow-through shares with Echelon Wealth Partners Inc. as Lead Agent and sole bookrunner for a syndicate that also included Sprott Capital Partners LP and Research Capital Corporation, for gross proceeds of \$4,000,000.
- Advised 2311548 Alberta Ltd. in its subscription receipt financing for gross proceeds of approximately \$4.1 Million concurrently with a listing on the TSX Venture Exchange as Atacama Copper Corporation, an emerging Chilean focused junior copper company.
- Advised Fathom Nickel Inc., a junior resource exploration and development company targeting high-grade nickel sulphide, in its direct listing on the Canadian Securities Exchange.
- Advised Fathom Nickel Inc, a junior resource exploration and development company targeting high-grade nickel sulphide, in its marketed offering of special warrants convertible into common and flow-through shares with Echelon Wealth Partners Inc. as lead agent with a syndicate that also included Sprott Capital Partners LP, for gross proceeds of approximately \$11.15 Million.
- Counsel to Petrodorado Energy Ltd. on its \$75 million brokered equity financing lead by Canaccord Capital together with Genuity Capital Markets, Macquarie Capital Markets Inc. and Raymond James Ltd.
- Counsel to C-Free Power Corp, a junior renewable energy company, in its \$4.2 million equity financing with a large European private equity fund.
- Advised MBase Commerce Inc. on its \$9.6 million brokered financing with Paradigm Capital Inc.
- Counsel to Alloy Capital Corp. on its non-brokered and brokered financing co-lead by Haywood Securities Inc. and Byron Securities Limited totaling \$7.7 million.
- Advised Northern Star Mining Corp. in its \$7 million brokered equity financing.
- Counsel to a syndicate of investment dealers lead by Haywood Securities Inc. on a \$9 million international oil & gas equity financing for Prospero Hydrocarbons Inc.
- Acted for an oilfield service company on its initial \$3.25 million seed private placement financing.
- Acted for an oilfield service company on a \$22 million private placement financing.
- Acted for an oilfield service company on a \$5 million private placement financing.
- Acted for an oilfield service company on a \$40 million private placement of convertible notes with a large institutional hedge fund.
- Counsel to a syndicate of investment dealers lead by Clarus Securities Inc. and including Industrial Alliance Securities Inc. on a \$10 million bought deal equity private placement for oilfield services company Lonestar West Inc.

Mergers & Acquisitions –Technology, Natural Resources, Diversified Industries, Cannabis and Fintech/Cryptocurrency

- *Advised a Canadian SAAS software technology company on its sale for proceeds of approximately \$6.5 million.*
- *Advised IMBiotechnologies Corp. on its merger with IMBiotechnologies Ltd. The resulting issuer, IMBiotechnologies Ltd. is a privately held Canadian medical device company with a head office in Edmonton, Alberta whose focus is to create and commercialize innovative products to treat human diseases while improving the quality of life of individuals.*
- *Advised Quorum Information Technologies Inc. in its acquisition of Vinn Automotive Technologies Limited.*
- Advised 1287390 B.C. Ltd. on its three cornered amalgamation with NiCAN Limited for total consideration of

\$20.7 Million, its concurrent common share and subscription receipt financing for total gross proceeds of approximately \$6.1 Million and the subsequent listing of the common shares of the resulting issuer on the TSX Venture Exchange. The resulting issuer, renamed NiCAN Limited, is a mineral exploration company focused on high quality nickel-copper opportunities.

- Advised Algonaut Capital Corporation on its purchase of Algodev, Inc., a software development company which owns the Algodex marketplace. Algodex is a unique software that involves a decentralized approach, using limit orders, to allow parties to connect peer to peer with the evolving adaptation of blockchain worldwide.
- Advised Clean Go Green Go Inc., a FDA and Health Canada approved manufacturer of a suite of green, non-toxic and biodegradable cleaning products, in its plan of arrangement with Softlab9 Technologies Inc. for total consideration of \$9.6M, concurrent financing of \$1.0M and the subsequent listing of the common shares of the resulting issuer, CleanGo Innovations Inc. on the Canadian Securities Exchange.
- Advised 2311548 Alberta Ltd. on its three cornered amalgamation with 1246773 B.C. Ltd. for total consideration of \$5.0M, its concurrent subscription receipt financing for gross proceeds of approximately \$4.1 Million and the subsequent listing of the common shares of the resulting issuer on the TSX Venture Exchange. The resulting issuer, renamed Atacama Copper Corporation, is an emerging Chilean focused junior copper company.
- Advised Marvel Biotechnology Inc., on its three cornered amalgamation business combination with Alphanco Venture Corp., a capital pool company, for total consideration of approximately \$8.25M and concurrent financing of \$2.6M, to form the resulting issuer Marvel Biosciences Corp. and its subsequently listing on the TSX Venture Exchange. Marvel Biosciences Corp. is a biotechnology and life sciences company whose primary focus is discovery and development of pharmaceutical products.
- Advised on the sale of a commercial trailer business and associated real estate for \$11.6 million.
- Advised Quorum Information Technologies on its \$14 million acquisition of automotive software company DealerMine Inc. and its affiliated subsidiaries.
- Advised Bertram Capital Finance, Inc. on its \$11 million merger with Metropolitan Energy Resources Ltd. to form Cannabis One Holdings Inc., and subsequent listing on the CSE.
- Advised CannaTest Photonics Ltd., a technology company with new spectroscopy-based technology for the cannabis and hemp industries, on its \$41 million merger with Snow Eagle Resources Ltd. to form FluroTech Ltd. and subsequent listing on the TSX Venture Exchange Inc.
- Advised Infusion Bioscience Inc., a company with leading edge cannabis extraction technology, in the \$45 million sale of its wholly owned subsidiary, Infusion Bioscience Canada Inc. to Sproutly Inc., licensed cannabis cultivator listed on the Canadian Securities Exchange.
- Advised Quorum Information Technologies on its acquisition of software company Autovance Technologies Inc.
- Acted for CannaTest Photonics Ltd. in its acquisition of spectroscopy-based technology in the cannabis & hemp industries for \$3.5 million.
- Counsel to Petrodorado Energy Ltd. on its \$25 million merger and reverse take-over of Cap-Link Ventures Ltd.
- Advised mBase Commerce Inc. on its \$25 million merger with Gwelan Supply Ltd. to form Bri-Chem Corp.
- Counsel to Sydco Energy Ltd. on its \$8.5 million acquisition of oil & gas assets, mid-stream processing plant and concurrent credit facility.
- Counsel to Alloy Capital Corp. on its \$9.9 million reverse take-over by Lancaster Exploration Limited.
- Acted for Z28 Capital Corp. on its \$15.7 million merger with online media technology company illumiCell Corp.
- Acted for an oilfield service company on its \$28.5 million acquisition of service rig assets.
- Acted for an oilfield service company on its \$59.5 million acquisition of drilling rig assets.

Recognition

HONOURS AND AWARDS

- Eugene is recognized by *The Best Lawyers in Canada* for work in Securities Law with a special focus in Mergers & Acquisitions (2022-2024).
- Eugene is recognized by *The Canadian Legal Lexpert Directory* for Corporate Mid-Market.
- International Advisory Experts 2019 Award Winner, Mergers & Acquisitions - Canada

- Canadian Securities Institute
 - Securities Law & Regulation Certificate
- Mount Royal University, Faculty of Continuing Education
 - Introduction to the Petroleum Industry
 - Oil & Gas Agreements II
- University of Calgary, Faculty of Continuing Education
 - Evaluation of Canadian Oil & Gas Properties

Memberships

- Law Society of Alberta
- Association of Corporate Growth, Calgary Chapter
- Petroleum Acquisition and Divestiture Association
- Private Capital Markets Association of Canada
- Valhalla Private Capital

Community

- Calgary Achievement Centre for Youth, 2008-2016
Director
- Brenda Strafford Society for the Prevention of Domestic Violence, 2003-2013
Director

Teaching Roles & Speaking Engagements

TEACHING ROLES

PRESENTER

MANAGING A PUBLIC COMPANY
TSX Venture Exchange, November 2012

PRESENTER

RULES AND TOOLS WORKSHOP
TSX Venture Exchange, October 2010

SPEAKING ENGAGEMENTS

PANELIST

TIPS AND PITFALLS OF GOING PUBLIC
Canadian Blockchain Consortium Webinar, March 2022

PRESENTER

EQUITY COMPENSATION WEBINAR
Canadian Securities Exchange, April 2020

MODERATOR

PRIVATE EQUITY - A VEHICLE FOR ENERGY SERVICE COMPANY GROWTH
International Energy Capital Forum, Global Petroleum Show, June 2014

PRESENTER

LISTING ON THE TSX - BENEFITS AND PROCESS
Excellence in Oil and Gas Investment Event, Sydney, Australia, March 2012

PANELIST

CANADA'S CAPITAL POOL COMPANY: RAISING MONEY NORTH OF THE BORDER
The Reverse Merger Conference, Los Angeles, California, June 2011