



## firm profile

McMillan is a modern and ambitious business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, Montréal and Hong Kong. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan's commitment to serve our clients, our local communities and the legal profession. For more information, please visit our website at [www.mcmillan.ca](http://www.mcmillan.ca).

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## US securities

### overview

While Canada's stock markets are excellent sources of capital and liquidity, U.S. markets continue to be the top choices for companies with global ambitions. For Canadian companies, tapping the U.S. capital markets is a powerful way to raise capital and profile south of the border.

McMillan's Capital Markets Group is a leader in enabling clients to access U.S. capital markets. Our team includes lawyers qualified in the United States who can advise on a complete range of U.S. securities matters, including public and private securities offerings, listings on U.S. national securities exchanges (including the New York Stock Exchange (NYSE), NYSE Amex Equities (NYSE MKT) and NASDAQ) and Securities and Exchange Commission (SEC) regulatory compliance. And when required, we assemble teams made up of lawyers who understand cross-border issues including corporate finance, tax, mergers and acquisitions, corporate governance, and other day-to-day business issues.

Engaging McMillan provides our clients with the advantage of working with one firm—a firm with a singular culture that promotes excellence, collaboration and cross-practice integration. A one-firm approach, versus working with separate firms in each country, can help to improve timeliness and reduce costs.

McMillan professionals help clients lead by:

- Assisting Canadian and U.S. issuers with registered public offerings and private placement transactions
- Listing and obtaining quotations for both Canadian and U.S. issuers on U.S. markets including the NYSE, NYSE MKT, NASDAQ, OTC Bulletin Board and OTCQX
- Assisting clients with the completion of mergers and other business combination transactions in the United States or where U.S. securities laws are otherwise implicated
- Completion of public offerings under the multi-jurisdictional disclosure system including "north-south" offerings registered with the SEC
- Advising clients on compliance with SEC continuous disclosure requirements
- Advising boards of directors and senior management on corporate governance matters and Sarbanes-Oxley compliance
- Acting as U.S. counsel for clients of other Canadian law firms

### representative transactions



## US securities

We have participated as lead U.S. counsel for our clients in respect of the following transactions:

- C\$185 million bought deal prospectus offering completed by Keegan Resources in February 2011
  - Shares offered in the United States on a private placement basis under Rule 506
- C\$306 million bought deal prospectus offering completed by Tahoe Resources in December 2010
  - Shares offered in the United States on a private placement basis under Rule 144A and Rule 506
- C\$302 million bought deal prospectus offering completed by Eastern Platinum in December 2010
  - Shares offered in the United States on a private placement basis under Rule 144A and Rule 506
- US\$500 million private placement of 5.50% senior unsecured convertible notes completed by Detour Gold in December 2010
  - Senior unsecured convertible notes offered in the United States on a private placement basis under Rule 506
- US\$27 million "PIPE" private placement completed by Uranium Energy Corp., an NYSE Amex company, in October 2010
  - Private placement to U.S. investors under Rule 506 with subsequent Form S-3 registration statement
- C\$70 million bought deal prospectus offering completed by Terrane Metals Corp. in April 2010
  - Units offered in the United States on a private placement basis under Rule 144A and Rule 506
- C\$290 million bought deal prospectus offering completed by Detour Gold in July 2010
  - Shares offered in the United States on a private placement basis under Rule 144A and Rule 506
- C\$126.5 million bought deal public offering of convertible debentures by Great Basin Gold in October 2009
  - Convertible debentures offered into United States on a private placement basis, with conversion shares qualified by Form F-10 registration statement filed with SEC
- US\$23 million "PIPE" private placement completed by Vitran Corporation, a Nasdaq Global company, in September 2009
  - Private placement to U.S. investors under Rule 506 with subsequent Form S-3 registration statement



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- C\$130 million cross-border (MJDS) public offering of units by Great Basin Gold in March 2009
  - Offering qualified by Form F-10 registration statement filed with SEC
- US\$22 million "PIPE" private placement completed by Uranium Energy Corp., an NYSE Amex company, in June 2009
  - Private placement to U.S. investors under Rule 506 with subsequent Form S-3 registration statement
- Acquisition of Global Copper Corp. by Teck Resources in August 2008
- Listing of Uranium Energy on the NYSE Amex in September 2007
- US\$15 million "PIPE" private placement completed by PNI Digital Media (formerly PhotoChannel Networks) in April 2007
  - Private placement to U.S. investors under Rule 506 with subsequent Form F-10 registration statement
- C\$150 million cross-border (MJDS) public offering of units by Great Basin Gold in 2007
  - Offering qualified by Form F-10 registration statement filed with SEC
- C\$87 million acquisition of a U.S. public company by Continental Minerals in December 2006
- Shares of Continental Minerals qualified by Form F-4 registration statement filed with SEC
- Listing of Quest Capital Corp. on the NYSE Amex in January 2006