

GARY C. FLOYD*



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Gary Floyd is an accomplished business lawyer with a thriving practice in capital markets and securities law. He helps clients plan and execute milestone transactions including mergers and acquisitions, equity and debt financings, initial public offerings (IPOs), private placements and joint ventures. He has extensive experience advising clients in the life sciences, technology and mining sectors.

Senior officers, boards of directors and special committees of issuers listed on the Toronto Stock Exchange and TSX Venture Exchange trust Gary's guidance on complex and contentious matters involving securities regulation, corporate law and exchange policy requirements. He provides counsel on management and board changes, conflicts of interest, continuous disclosure and matters relating to proxy fights.

Gary also advises in respect of special purpose vehicles, investment trusts, investment fund managers, mutual funds, exempt market dealers, financial advisers and investment banks.

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Expertise: Business Law, Capital Markets & Securities, Life Sciences, Mining, Technology

Location: Vancouver

Phone: 604.691.6830

Position/Title: Partner, Capital Markets & Securities

Directorships & Affiliations:

- Association of Mineral Exploration of British Columbia
- Prospectors and Developers Association
- Rocky Mountain Mineral Law Foundation
- Vancouver Bar Association

Education & Admissions:

Degree: Called to the British Columbia bar

Year: 1994

Degree: LLB

University: University of British Columbia

Year: 1993

Degree: MA, Economics

University: Queen's University

Degree: BA (Honours), Economics

University: Carleton University

Representative Matters: Financings and going public transactions

- Acted for Amorfix Life Sciences Ltd. in private placements of 2,750,000 common shares and 2,750,000 warrants of Amorfix, for total proceeds of \$850,000.
- Acted for Sirona Biochem Corp. in private placements of 17,995,000 common shares and 17,995,000 warrants of Sirona, for total proceeds of \$1,799,500.

- Spanish Mountain Gold Ltd. non-brokered private placement of equity securities for gross proceeds of \$20 million.
- Silvermex Resources Inc. brokered private placement for gross proceeds of \$15 million (lead agent: MGI Securities Inc.).
- Richfield Ventures Corp. private placements of equity securities with institutional investors for gross proceeds of \$14.625 million (finder: Axemen Resource Capital) and \$7.5M (agent: Loewen, Ondaatje, McCutcheon Limited).
- Amorfix Life Sciences \$10M bought deal and subsequent TSX Listing (underwriter and sponsor: Versant Partners).
- Qualifying Transaction on TSX Venture Exchange by Richfield Ventures Corp.
- Initial public offerings by Western Pacific Resources Corp. (agent: Canaccord Financial); Central Resources Corp. (agent: Research Capital); Riverside Resources Inc. (agent: Canaccord Capital).
- Reverse takeovers by way of an amalgamation of a biotechnology company on the TSX Venture Exchange and by way of an exempt take-over bid of a technology company on the TSX Venture Exchange.

Mergers and acquisitions

- Acted for Silvermex Resources Inc. (TSX) in its acquisition by First Majestic Silver Corporation by way of a plan of arrangement, with the transaction valued at \$175 million.
- Acted for Kombat Copper Inc. (TSX-V) in its \$13 million subscription receipts private placement (agent: Dundee Securities Ltd.) and related acquisition of Kombat Copper Project.
- Acquisition of Richfield Ventures Corp. by New Gold Inc. through a plan of arrangement, valued at approximately \$550 million.
- Business combination of Silvermex Resources Ltd. and Genco Resources Ltd. becoming Silvermex Resources Inc., a silver and gold producer, valued at approximately \$140 million.
- Acquisition of a private technology company client by a US-based NASDAQ issuer.
- Acquisition of a private biotechnology company by a German company listed on the Frankfurt Stock Exchange, by way of a three-cornered amalgamation under the laws of Delaware.
- Acquisition of a TSX Venture resource issuer by a US-based TSX issuer, through a plan of arrangement that included the spin-out of a new public company.
- Acquisition of a mining operation in Mexico by a TSX Venture issuer from a TSX issuer, through share purchase of the subsidiary.
- Reorganization of private technology corporation to transfer assets from Canadian corporation to subsidiary of Delaware corporation to facilitate US venture participation.

Joint ventures, alliances and collaborations

- Alliances, earn-ins, options, joint ventures and shareholder agreements for numerous exploration and development mineral resource and mining projects in various jurisdictions, including projects located in North America, South America and Africa.
- Joint ventures effected through territorial licensing and engineering supply agreements for technology and plant to convert bio-mass to bio-oil.
- Research and product development collaboration agreements, including development collaborations involving equity investments and options to license technology to commercialize therapeutics.

Regulatory

- While at the British Columbia Securities Commission, Gary advised, in respect of, and drafted various forms of securities regulation, including the Rights Offering Instrument, Short Form Offering Instrument, Integrated Disclosure System Concept Proposal, and the rules, blanket orders, interpretation notes and policies relating to the restructuring of Canadian stock exchanges in 1999.

Teaching Engagements:

- Gary has served as an instructor on corporate finance and public company obligations for the Public Companies Course at Simon Fraser University. He has also spoken on corporate and securities law for the Canadian Listed Company Association and at various conferences for the Continuing Legal Education Society of British Columbia.

Industries: Life Sciences, Mining, Technology

Practices: Business Law, Capital Markets & Securities