

Maria V. Nathanail

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PRACTICE AREAS

Business Law

Banking & Financial Services

Cannabis

Film, Television, and Media

Securities & Capital Markets

I'm a trusted advisor to my clients. My number-one goal is to know and understand their business.

Maria is a corporate lawyer focused on corporate finance, capital markets and securities regulation, and business and corporate commercial law. She represents public and private clients in domestic and international transactions, including:

- public offerings
- mergers and acquisitions
- reverse takeovers
- debt and equity financings
- private placements
- corporate reorganizations
- corporate structuring

She also handles compliance with corporate and securities regulatory requirements relating to stock exchange listings, corporate governance, continuous disclosure obligations and shareholders' meetings.

Maria has acted as corporate secretary and a member of the board of

directors of several public and private companies, including start-up companies, and in a variety of sectors and industries, including technology, oil and gas exploration and production and services, land development and construction. Some of her most recent directorships include Silver Mountain Mines Inc. (TSXV - SMM), Carbeeza (TSXV:AUTO), Mikisew Group of Companies, Vantedge O&G Inc., USD Metals Corp. and CellarMaker Imports Ltd.

Education

2005 University of Saskatchewan, JD

1998 University of Calgary, BA

Admissions

2006 Alberta

Experience

- Advising on corporate/commercial matters, including the various forms of business structure (corporations, partnerships, and mutual fund trusts), corporate reorganizations, and recapitalization
- Advising private oil and gas companies in connection with several acquisitions of oil and gas assets
- Advising issuers and underwriters/agents on corporate finance and securities law matters concerning private and public offerings, and private placements of various sizes, as well as initial public offerings on the Canadian Securities Exchange, the TSX-V and the TSX
- Advising several private mutual fund trusts in connection with the launching of a nation-wide offering memorandum
- Advising a number of capital pool companies in connection with their initial public offerings and qualifying transactions.
- Advising on matters related to mergers and acquisitions, including take-over bids and amalgamations in a variety of sectors and industries
- Advising clients involved in all aspects of the cannabis industry in Canada
- Advising clients on securities regulations and disclosure obligations, including the preparation of public issuer disclosure documents and shareholder meeting materials
- Advising on corporate governance matters

Recent transactions include:

- Acted for Silver Mountain Mines Inc. (TSXV: SMM) in the reverse takeover of NevGold Corp.
- Acted as Canadian counsel for Cematrix Corporation (TSX-V) in its \$23 million short form prospectus public offering of common shares co-led by Gravitas Securities and Clarus Securities
- Acted as Canadian counsel for Cematrix Corporation (TSX-V) in its acquisition of all outstanding shares of Pacific International Grout Co. and related bank financing
- Acted for Attabotics Inc. in its \$25 million Series B financing to expand its team, scale its manufacturing operations and develop new technologies
- Acted as Canadian counsel for Cematrix Corporation (TSX-V) in connection with its purchase of MixOnSite USA, Inc. and related bank financing
- Acted on behalf of unitholders of SIF Solar Energy Income Fund with restructuring and implementation of new management
- Acted on behalf of Stratocom Solutions Corp. in its acquisition of international drone company, Indro Robotics Inc.
- Acted on behalf of Hong Kong syndicate of lenders concerning credit facility to Canadian company listed on the main board of the Hong Kong Stock Exchange
- Served as Canadian counsel to underwriters in connection with the initial public offering and listing on the main board of the Hong Kong Stock Exchange of Persta Resources Inc. (the first Canadian oil and gas

company listed in Hong Kong since 2012)

- Acted for QE2 Acquisition Corp. with its amalgamation with Distinct Infrastructure Group Inc.
- Acted for Distinct Infrastructure Group Inc. (formerly QE2 Acquisition Corp.) in the reverse takeover of Crowsnest Acquisition Corp., a capital pool company, in connection with its qualifying transaction

Maria has acted as corporate secretary and a member of the board of directors of several public and private companies, including startup companies, and in a variety of sectors and industries, including oil and gas services, land development, and technology. Some of her most recent directorships include Silver Mountain Mines Inc., Mikisew Group of Companies, Panoptic Automation Inc., R3mote.io Ltd., MyCare MedTech Inc., EquipFlip Ltd., QE2 Acquisition Corp. and CellarMaker Imports Ltd. Maria is also on the advisory board of Calgary tech startup, Lending Guru.

Recognition

HONOURS AND AWARDS

- Maria is recognized by *The Best Lawyers in Canada* for work in Mergers and Acquisitions Law and Corporate Law (2023-2024).
- Maria was recognized by *Best Lawyers: Ones to Watch* recognition for Securities Law (2022).

RECENT MEDIA COVERAGE

- Mikisew Group of Companies Announces New Appointed Board of Directors, [Press Release](#), June 9, 2020
- Featured in the Private Capital Markets Association's [Capital Partner Spotlight](#), *The Private Investor* magazine, Fall-Winter 2019

Memberships

- Private Capital Markets Association
- Entrepreneurs' Organization Calgary chapter, 2018-present
- Canadian Bar Association
 - Securities Law subsection
 - Business Law subsection
- Mikisew Group of Companies, Board of Directors

Community

- Canadian Bar Association
 - Participant, Mentor program
 - 2013-present
- Junior Achievement, Southern Alberta
 - Volunteer
 - September 2015-February 2016

SPEAKING ENGAGEMENTS

SPEAKER

TRANSITIONING TO THE NEW NORMAL - THE LEGAL PERSPECTIVE

Entrepreneurs' Organization Calgary Chapter, Webinar, May 2020

PANELIST

THE 403: PIVOTING TO CANNABIS

The Calgary Chamber 'The 403' Series, November 2019

SPEAKER

THE INTERPLAY OF THE CANNABIS INDUSTRY AND THE LAWS BETWEEN CANADA AND THE UNITED STATES

TAGLaw Western Regional Meeting, March 2019

PRESENTER

CORPORATE DRAFTING

Legal Education Society of Alberta, November 2016