

**R. HECTOR MACKAY-DUNN, Q.C.***Partner*

Tel 604 661 9307

Fax 604 661 9349

Email [hmackay-dunn@farris.com](mailto:hmackay-dunn@farris.com)

Indicative transactions as legal advisor include the following:

- Special Counsel to Barkerville Gold Mines Ltd. for its \$8M Secured Debt Financing (August 2010);
- Counsel to Special Committee of BasicGov Systems, Inc. in its acquisition by 0887901 B.C. Ltd. (August 2010);
- U.S. initial public offering on NASDAQ Global Markets for Med BioGene Inc., a life science company focused on the development and commercialization of genomic-based personalized clinical laboratory diagnostic tests (December 2009);
- Amgen Inc., Biovail Laboratories International SRL and MedGenesis Therapeutix Inc. global license agreements and collaboration agreement between Biovail and MedGenesis and related equity investment by Amgen Inc. in MedGenesis, for development of GDNF for an undisclosed amount;
- \$33 million U.S. initial public offering on NASDAQ Global Markets for GLG Life Tech Corporation, a vertically integrated leader in the agricultural and industrial development of high quality stevia extracts (November 2009);
- Acquisition of Can Test Ltd., British Columbia's largest independent analytical laboratory business, for an undisclosed price, by Maxxam Analytics International Corporation, a company majority owned by OMERS Administration Corporation (October 2009);
- \$53 million business combination by way of share exchange between Protiva Biotherapeutics Inc. and Tekmira Pharmaceuticals Corporation, and related private placement of common shares with Alnylam Pharmaceuticals, Inc. and an affiliate of F. Hoffman – La Roche Ltd. (May 2008);
- \$104 million acquisitions by Jinduicheng Molybdenum Group, Ltd. and Northwest Nonferrous International Investment Company, Limited of Yukon Zinc Corporation (June 2008);
- Private equity deal for Nuheat Industries Ltd. whereby HSBC Capital acquired an interest in Nuheat for an undisclosed sum (March 2008);
- \$455 million acquisition by China Minmetals Non-Ferrous Metals Co., Ltd. and Jiangxi Copper Company Ltd. of Northern Peru Copper Corp. (January 2008);
- US \$915 million acquisition of Aspreva Pharmaceuticals Corporation, by Galenica Group under which Galenica, through a wholly-owned Canadian subsidiary, will acquire all of Aspreva's outstanding shares for cash (January 2008);
- Acquisition of Blast Radius Inc. by advertising giant WPP Group (October 2007);
- \$75 million acquisition of TIR Systems Ltd., by Royal Philips Electronics by way of Plan of Arrangement (May 2007);
- US\$585 million contested cross-border acquisition of AnorMED by Genzyme Corporation, first ever hostile contested bid for a life sciences company (November 2006);

- US\$515 million cross-border acquisition of AnorMED Inc. by Millennium Pharmaceuticals Inc. (September 2006);
- Sale of Blast Radius Inc.'s XMetal Software Products division to Justsystem Corporation, a large software developer and vendor from Japan (March 2006);
- \$30 million convertible debentures financing for TIR Systems Ltd., a world leader in LED lighting systems design and manufacturing (January 2006);
- Cross-border acquisition of San Diego based Mitokor Inc. by Micrologix Biotech Inc. (2004);
- \$113 million global initial public offering for Aspreva Pharmaceuticals Corporation, the largest biotech IPO in Canadian history (March 2005);
- US\$855 million cross-border acquisition of Colorado based Atrix Laboratories Inc. by QLT Inc. (2004);
- \$34.5 million bought deal financing by AnorMED Inc. on behalf of the underwriters (December 2005);
- \$8.8 million royalty unit offering for Migenix Inc. (May 2006);
- \$2.7 million private placement financing by StressGen Biotechnologies, on behalf of the underwriters (December 2005);
- \$6.5 million Equity Offering on behalf of Migenix Inc. (May 2005);
- Equity and convertible credit facility on behalf of a global technology business solutions company, Blast Radius Inc. (2004);
- Equity private placement on behalf of the emerging world leader in LED lighting systems design and manufacturing, TIR Systems Ltd. (December 2003);
- US\$57 million (CDN\$76 million) Aspreva Pharamceuticals Corporation First-Round Private Equity Financing (2004);
- \$29.4 million public equity offering by Anormed Inc., on behalf of underwriters (December 2003);
- \$20 million public equity offering by Stressgen Biotechnologies, on behalf of underwriters (December 2003);
- US\$172.5 million QLT Inc. US private convertible senior note financing, the first of its kind in Canada (August 2003);
- Acted for Oak Investments in connection with its \$48 million negotiated merger agreement with Pivotal Corporation (October 2003);
- Lead Negotiator for Vancouver College Limited and St. Thomas Moore Collegiate Ltd. in their successful settlement negotiations of claims relating to the Christian Brothers of Ireland in Canada (in liquidation 2002);
- \$425 million cross-border pooling of interest acquisition of HotHaus Technologies, a B.C. based telecommunications software technology company, by Broadcom Corporation of Irvine, California;
- \$300 million merger of Vancouver based PMC Sierra Inc. with Sierra SemiConductor of Palo Alto;

- development and commercialization strategic alliance between QLT Inc. and Novartis Ophthalmics leading to the world's largest recorded ophthalmic product launch;
- advisor to BC Gas in connection with the formation of the limited partnership that developed the Williams Lake wood waste electrical generating plant;
- acquisition of the Mainland Gas Division of BC Hydro by Inland Natural Gas (now BC Gas), one of the largest privatization transactions in Canada;
- spin out of Inex Pharmaceuticals' gene delivery technology division to Protiva Biotherapeutics;
- spin out of the BC Cancer Agency's Advanced Therapeutics delivery technology division to Celator Technologies Inc.;
- acquisition and related financing of the real estate inventory of the Royal Bank of Canada by Barbican Properties Inc.;
- negotiated \$120 million research and development alliance between QLT Inc. and Kinetek Pharmaceuticals Inc.;
- \$105 million Development and Commercialization Agreement between QLT Inc. and Xenova Group plc;
- \$200 million Canada/U.S. cross border public offering by QLT Inc.;
- \$80 million sale of the Photofrin product division of QLT Inc. to Axcan Pharma Inc.;
- \$12 million first round venture capital financing for Celator Technologies Inc.;
- \$5.5 million PIPE financing (Private Investment in Public Equity) for Micrologix Biotech Inc. ;
- \$14.5 million first round venture capital financing for Protiva Biotherapeutics Inc.; and
- international alliances with Novartis of Switzerland, Sanofi of Paris and New York, the Beaufour Ipsen Group of Paris and the Wyeth-Ayerst Group of New Jersey.

Professional Industry Publications and Presentations are as follows:

- ***“Issues for Venture Capital and Private Equity Investors to Consider in M&A Exits of Minority Owned Portfolio Companies”*** – 2009 American Bar Association (ABA) Spring Meeting, Vancouver, B.C. (April 2009)
- ***“The Future of Canadian Securities Regulation”*** – Expert Panel, UBC National Centre For Business Law (March 2009)
- ***“Strategic Issues for Cross Border Transactions”*** at the BC CLE Course ***“Legal Strategies for Business Acquisitions”*** (February 2008)
- ***“Negotiating & Drafting Major Business Agreements”*** – Federated Press, Calgary (April 2007)
- ***“Building and Protecting the Assets of Biotechnology and Legal Considerations of the Biotech Industry”*** - Management of Technology MBA program at the Segal Graduate School of Business, Simon Fraser University (June 2007)
- ***“International Financial Activity Program (British Columbia 2006)”*** - BC Biotech Industry Roundtable (March 2006);
- ***“Acquiring Intellectual Property”*** at the BC CLE Course ***“Legal Strategies for Business Acquisitions 2006”*** (February 2006);

- **“Term Sheet Review”** at the BC CLE Course **“Corporate Finance 2005”** (October 2005);
  - **“What Makes Deals Work”** 13<sup>th</sup> Annual Biopartnering Europe Conference, London, England (October 2005);
  - **“Medical Miracles: BC as a Biotech Hot Spot”** – British Columbia Economic Forum (March 2005);
  - **“Intellectual Property Rights: Incentive or Encumbrance”** – Genome BC Public Forum (March 2005);
  - **“Doing Business in Canada: What Every American Attorney Needs to Know”** – Washington State Bar Association (December 2004);
  - **“Fostering Innovation and Commercialization in B.C.”** – BC Biotechnology Industry, Western Conference Public Policy Forum (November 2004)
  - **“Are We at the Tipping Point”** – at Vancouver Board of Trade (September 2004);
  - **“Building a Local Biotech Cluster Through Partnering – The Case of British Columbia”** at the 2nd Annual BioPartnering North America Conference (February 2004);
  - **“Building and Brokering International Alliances”** (Simon Fraser University MBA Executive Speakers Series, October 2003);
  - **“Promoting Growth of the Biotechnology Industry in British Columbia”** and companion report **“Getting There”**, Co-author, BC Biotech industry association’s report to The Honourable Gordon Campbell, Premier of British Columbia (March 2003);
  - **“Negotiation of a Down Round Financing”** at the BC CLE Conference **Corporate Finance and Business Issues for Technology Companies** (October 2002);
  - **“Financial and Non-Financial Disclosure,”** (Canadian Investor Relations Institute National Conference Seminar, **“The Fundamentals of Investor Relations”**, January 2002);
  - **“Negotiation of a Venture Capital Financing”** (BC Continuing Legal Education Society **Corporate Finance and Business Issues for New Technology Companies** October 2001);
  - **“From Cradle to Grave, the Dotcom Era Boom to Bust”**, lecture to UBC Faculty of Law’s Law & Business Club (November 2000);
- “Going Public Successfully”**, (Insight Financing High-Tech Companies Conference, November 2000).

Hector’s involvement in Industry & Community is as follows:

Hector has served as director and corporate secretary for a number of public and private corporations and is the immediate past Chair of the BC Innovation Council, a Provincial Crown Agency, a director of Genome British Columbia, and B.C. Leading Edge Endowment Fund. Hector is a member of the University of British Columbia Industry Liaison (UILO) Advisory Council, the UBC Faculty of Science Dean's Advisory Council, a member of the Business in Vancouver Editorial Advisory Board and the Simon Fraser University Biotech Advisory Council. Hector is a director for Tennis Canada, past president of both the United Way of the Lower Mainland (Greater Vancouver) and the Vancouver Red Cross.