CorpFinance Advisory Services Inc.

Suite 600, 666 Burrard Street Vancouver, BC Canada V6C 2X8 Tel 604.684.1807 Fax 604.677.5212 www.corpfinance.net

Overview

Equity and Debt Financing

Facilitate successful equity and debt financings.

Mergers and Acquisitions

Strategies and implementation for mergers and acquisitions.

Restructuring

Workouts, restructurings and going private to recapitalize.

Valuations

Valuations, pricing analysis, and fairness opinions.

Other Services

Going Public, Independent Analyst Reports, Analysis of Business Strategies and Business Plan Preparation, Senior Management Services.

Details

Equity & Debt Financing

As a result of internal and external growth opportunities, companies require additional capital financing. CorpFinance has structured a wide variety of investment vehicles including:

- working capital and term loan facilities and bridges,
- securitizations / contract financings,
- secure, mezzanine and convertable debt,
- point ventures and partnerships,
- strategic equity investment,
- equity private placements,
- financing a business in distress.

Our knowledge and experience enables our clients to optimize their capital structure to meet their objectives, cost of capital leverage, business survival, and tax minimization.

Once a financing approach has been selected, the transaction is financially engineered to maximize flexibility within market-accepted parameters. When the capital structure is determined, we then prepare a detailed offering memorandum, create presentation materials and introduce the company to the financial/investment community. We arrange meetings with the most appropriate investment bankers, retail brokers, merchant bankers, venture capitalists and institutional investors — and lead the negotiations from open to closing.

Our knowledge of the objectives, strengths and decision-making processes of the relevant capital providers helps to facilitate the forging of successful long-term financial partnerships for our clients.

Mergers & Acquisitions

Cost savings, elimination of competition, securing intellectual or property rights, gaining access to critical markets and straightforward earnings growth are just some of the reasons that acquisition strategies are attractive business opportunities.

CorpFinance defines strategy, completes a comprehensive search of potential candidates, formulates proposals and assists with the negotiation and financing process. If the client already has a candidate in mind, we advise on a strategy for acquisition, provide valuations and due diligence, arrange financing and help integrate the new company.

While the majority of our merger and acquisition clients seek to expand through acquisition, we are also capable of advising on the disposal of a business through sale or dissolution. If you are in the start-up phase, or a small to medium-sized enterprise (SME), then the professionals at CorpFinance may have exactly what you need to succeed.

Restructuring

Our turnaround team provides restructuring services for public and private companies. We work with investors and management of companies seeking to improve financial performance through financial and operational restructuring, refinancing, asset redeployments, divestitures, and acquisitions. Our services include in-depth financial performance reviews, liquidity stress tests, financial planning, business planning, industry peer analyses, business valuations, and capital investment planning.

Occasionally, even successful and well run companies encounter difficulties as a result of industry consolidation, changes in capital markets, economic cycles and other factors. In these situations, it is important to clearly analyze and determine what caused the current difficulties, to act quickly to resolve any conflicts and to move the company towards long-term profitability and success. This process can be complex, as various constituencies with divergent interests can create tension and dissent during negotiations. CorpFinance has the ability to help clients take control of this process.

To best help our clients, we undertake a detailed review of your company's historical financial performance and projected operating results and cash flows. In conjunction with quantitative analysis, we look at the more qualitative aspects of a company: industry overview, market share analysis and business unit viability.

In short, CorpFinance can develop a viable strategy to address the current situation and maximize your business value through the implementation of an effective restructuring plan.

Valuations

The issue of value is becoming increasingly important as potential investors, shareholders, and other parties seek assurances that transactions and assets are properly assessed. CorpFinance can act as an independent expert or as an advocate in the valuation process. As an independent expert, our reports and opinions are used for private and public company purposes – often in support of the share consideration issued in the merger and acquisition process. As an advocate, we are often called upon to determine the highest price – and supporting rationale – with respect to the assessment of a company's assets, equity and intangibles.

CorpFinance's valuations, pricing analysis, and fairness opinions are based on a thorough market analysis including current and projected trends, the competitive environment, risk analysis, political and legislative factors and financial components. From an investor's perspective, there can be no better review than a credible and objective analysis from an independent valuator.

Other Services

Going Public

Companies are increasingly choosing the public marketplace as a source of needed capital or to gain liquidity. CorpFinance helps prepare companies to go public and secure commitments for initial public offerings (IPO's & DPO's), or target existing public companies as reverse merger candidates (RTO's).

It has often been said that taking a company public is like operating two, completely different businesses. When key management personnel should be occupied with the day-to-day functions and growth of the business, suddenly they're burdened with the all time-consuming details of public filings, managing a public market, PR news releases, and more. CorpFinance's experienced team is positioned to focus solely on the public offering process, and afterwards continue with Exchange Filings and Market Management advice. We will ensure a smooth transition for your company – from being a private enterprise to a publicly held issuer.

Independent Analyst Reports

With the move toward public companies seeking independent analysis of their business, industry and markets, CorpFinance provides specialized research and market analysis studies in the form of third-party reports.

Typically, research reports of quality and scope have only been available from large brokerage houses in support of their major underwriting efforts. There has been little alternative for those companies who feel that their share price is undervalued due to the public's lack of understanding of their business model, technology, or marketplace. CorpFinance can offer companies credible, independent coverage – produced by our staff of Chartered Accountants, Business Valuators, and Analysts.

Analysis of Business Strategies and Business Plan Preparation

Strategic planning is essential for all companies, and especially critical for emerging businesses. The demands of a new or changing business often creates a challenging if not impossible scenario for the company's management team. Busy with the daily tasks, it is difficult for them to take the time required to objectively assess the business and create long-term strategies for success.

Whether for financing, M&A, or corporate restructure – CorpFinance's management and business plan writers are versed in a multitude of industries, and can help assess, coordinate and document your company's strategic directives in a comprehensive and effective manner.

Senior Management Services

Small and medium-sized emerging companies often do not need a fulltime CFO/CEO/COO. Or perhaps they are "in between" CFO's and have not yet found the right individual for their specific company requirements. Whatever the reason, senior management positions cannot be left unfulfilled for long, as the company may place itself in undue corporate peril. CorpFinance can provide interim or "out-sourced" senior management until the company requires or has found a fulltime replacement.