

GEORGE DORIN, MSc(Econ), FCSI, CA, CF

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A results oriented and enterprising senior financial executive with broad based and progressive experience in all phases of financial management, corporate finance, regulatory reporting, business and strategic planning, corporate development, and general management consulting with both public and private companies. Professional, organized, flexible, creative, and a good communicator and negotiator.

WORK EXPERIENCE

CANUS CAPITAL CORPORATION, *South Surrey, B.C.*

2008-Present

PRESIDENT

- Providing corporate finance and senior financial management services to Canadian, US, and China-based public and private companies, including private placements of equity and debt; existing debt refinancing; mergers and acquisitions; divestitures; assisting companies to go public; part-time contract CFO services; and acting as a Corporate Director, including Audit Committee Chairman. (See summary of contract work done following resume.)

WOLRIGE MAHON LLP, *Langley, B.C.*

2007-2008

SENIOR VICE PRESIDENT CORPORATE FINANCE

- Provided corporate finance and financial management advisory services to public and private companies, including private placements of equity and debt; mergers and acquisitions; divestitures; assisting companies to go public; contract part-time CFO services (to GLG Life Tech Corp, a China based Stevia producer and manufacturer); business advisory services; and with existing debt refinancing. Wolrige Mahon LLP is a full service regional CA firm in Vancouver, BC and is affiliated with Baker Tilly internationally.

NORSAT INTERNATIONAL, INC., *Burnaby, B.C.*

Satellite telecom company with offices in the Canada, US, & England.

2005-2006

CFO & CORPORATE SECRETARY

- Responsible for financial and regulatory reporting for this TSX and OTC.BB listed company.
- Managed legal, audit, and insurance services provided to the Company.
- Direct responsibility for corporate finance. Raised \$3.1M US in a private placement financing from offshore investors and pursued an additional \$4M US with US Hedge funds to final agreement stage.
- Prepared investor presentations, financial projections, operating budgets and updated financial forecasts.
- Direct responsibility for Accounting Dept, Office Management, and Human Resources.
- Assisted CEO with Investor Relations.
- Working closely with the CEO on various operational, sales and marketing, corporate development, international business development, M & A, strategic, and business planning matters.
- Working closely with the Board of Directors and Chairman, attending most Board meetings.

GPS INDUSTRIES, INC., Surrey, B.C.

Wireless technology company with offices in the Canada, US, & England.

2004-2005

CFO & CORPORATE SECRETARY

- Made financial presentations to the Board of Directors, Advisory Board, and prospective investors.
- Developed a five-year financial projection model and revised operating budgets.
- Worked closely with the CEO on a number of operational and sales management issues.
- Managed world-wide patent, copyright, and trade-mark portfolio.
- Worked closely with the CEO, US attorneys & auditors to close various debt and equity financings.
- Managed the accounting department, administration and human resources.
- Established new internal controls and assisted the CEO in the development of corporate policies.
- Assisted the CEO with the acquisition of Optimal Golf Solutions, Inc. based in Texas, USA.
- Pursued new banking relationships in the US.
- Managed regulatory reporting for this public company listed on the OTC.BB in the US.

G.G. DORIN & ASSOCIATES, South Surrey, B.C.

2003-2006

CONTRACT CFO & DIRECTOR

- Provided contract consulting services on a full-time and hourly basis for 3 technology clients (two public and one private) in the role of C.F.O & Corporate Secretary, Corporate Director & Audit Committee Chairman. (See summary of contract work done following resume.)
- Assisted clients with financial management, corporate finance, corporate development, international licensing, strategic alliances, joint ventures, acquisitions & divestitures, management of legal services, strategic planning, and administration.

NEWSPAPERDIRECT, INC., Richmond, B.C.

Private US technology company with global operations and licensing.

2000-2003

CFO & CORPORATE SECRETARY

- Responsible for financial management and reporting, treasury management, financial analysis, legal services, human resources, administration, facilities management, risk management, and business planning.
- Working closely with CEO on all corporate finance activities including raising up to \$13 million US in private equity and venture capital financing and to position the company for an IPO.
- Assisting the CEO & other executives with licensing, strategic alliances, distributorships, and pursuing some M & A opportunities.

G.G. DORIN & ASSOCIATES, South Surrey, B.C.

1995-2000

CONTRACT VICE PRESIDENT FINANCE & CFO

- Provided contract consulting services on a full-time, part-time and hourly basis for over 20 private and publicly reporting clients primarily in role of Vice President Finance, C.F.O., Corporate Secretary, or Vice President Corporate Development.
- Assisted clients with financial management, corporate finance, corporate development, international development, strategic alliances, joint ventures, licensing, acquisitions & divestitures, management of legal and audit services, business planning, strategic planning, organizational structuring, information technology, investor relations, regulatory reporting, risk management and administration.

BOSTON PIZZA INTERNATIONAL INC., *Richmond, B.C.* **1992-1995**
Restaurant franchisor with over 100 stores in Canada, US and Asia and sales of \$100 Million.

EXECUTIVE DIRECTOR FINANCE

- Responsible for accounting, administration, legal, corporate finance, risk management and business planning.
- Refinanced BPI group of companies with over \$2.0 million of new debt from two new banks.
- Improved casualty/property and group insurance programs with annual premiums of \$150,000 and \$300,000 respectively.
- Directed improvements to information technology, e.g. network, hardware, software, training, support and EDI.
- Assisted company with international corporate development, mergers and acquisitions, and strategic planning.
- For two years had responsibility for sales department and construction & development department.
- Chairman of the Boston Pizza Foundation, coordinating national fundraising for Heart & Stroke Foundation. Co-chairman and then chairman of conference planning committee with annual budget of \$350,000.
- Brought BPI several offers from Investment Banks to go public with an IPO on the TSX.

BC HYDRO TREASURY DIVISION, *Vancouver, B.C.* **1990-1991**

ACTING MANAGER CORPORATE FINANCE

- Assisted B.C. Hydro Treasurer with debt portfolio management, project financing, budgeting and administration under a full-time consulting contract for one year.

PRICE WATERHOUSE, *Vancouver, B.C.* **1987-1990**

MANAGER

- Corporate Finance Department involving assisting companies to go public (e.g. IPO's & RTO's), with debt and private equity financing, project financing, government assistance programs, business planning, feasibility studies, and mergers & acquisitions for two years.
- Management Consulting Department involving strategic planning, economic and feasibility studies, marketing surveys, and financial, organizational and management reviews for one year.

PEMBERTON SECURITIES (*now RBC Dominion Securities*), *Vancouver, B.C.* **1985-1986**

INVESTMENT ADVISOR

ROYAL BANK OF CANADA, *B.C. Headquarters, Vancouver, B. C.* **1984**

ASSISTANT MANAGER

ROGERS CABLE TV, *Vancouver, B.C.* **1980-1984**

CHIEF ACCOUNTANT

ERNST & WHINNEY (*now KPMG*), *Chartered Accountants, Vancouver, B.C.* **1977-1980**

SENIOR ACCOUNTANT

EDUCATION COMPLETED

C.F. – Corporate Finance Qualification Program, CICA, 2008
M.Sc.(Econ.) with Finance Major – London School of Economics, England, 1986 - 1987
F.C.S.I. - Fellow of the Canadian Securities Institute Diploma, 1983 - 1985
C.A. - Institute of Chartered Accountants of B.C., 1977- 1980
Accounting Degree, Faculty of Commerce, UBC, 1974 - 1977
Science Degree - University of British Columbia, 1970 - 1974

MEMBERSHIPS

Institute of Chartered Accountants of British Columbia
Delta Kappa Epsilon Fraternity Alumni Association
National Life Saving Society & Royal Life Saving Society

INTERESTS

Married 28 years with boys aged 18 & 21, jogging, swimming, biking, & reading classics.

SUMMARY OF CONSULTING WORK BY CANUS CAPITAL CORPORATION

- Currently part-time CFO for Open EC Technologies, Inc. a North Vancouver based TSXV listed EDI software development company focused on serving the health care industry in the USA.
- Currently a Corporate Director and Audit Committee Chairman of Megal Capital Corporation, a Capital Pool Corporation in the final stages of completing an IPO on the TSXV.
- Currently a Corporate Director of HFX Holding Corp, a Capital Pool Corporation listed on the TSX Venture Exchange.
- Provided senior financial management, corporate finance, and strategic planning services to a Langley, BC based TSXV company called ECL EnviroClean Ventures Ltd in 2010.
- Provided part-time contract CFO services to Xianburg Data Systems Canada Corporation, a China-based technology company trading on the TSXV, in 2010 and 2011.
- Financial systems review undertaken for Creative Grace Ltd and its wholly-owned subsidiary Zhuhai Keli Electric Co. Ltd. in Zhuhai, China in early 2010 to support a going public process on the TSXV (QT into a CPC). Currently engaged by the resulting public issuer China Keli Electric Company Ltd. as a Director & Audit Committee Chairman.
- Currently part-time CFO and Corporate Secretary for Pyng Medical Corporation in Richmond, BC. Pyng is an emergency medical equipment company trading on the TSXV with a US market focus.
- Acting CFO for Yalian Steel Corp in 2009. Yalian trades on the TSX and is a China based steel pipe manufacturing company in Yangzhou.
- CFO, Corporate Director, and corporate finance advisor to Zero Emission Energy Developments, Inc. from 2008 to 2010. ZED is a private Surrey, BC-based wind farm development company.
- Corporate finance advisory services provided to LinkCore Pharma Ltd. in 2008 and 2009. LinkCore is an early stage Vancouver, BC-based private bio-pharma licensing company.
- Corporate finance advisory services provided to Bovenkamp Ventures, a private Washington-based real estate development company in 2008/2009.
- Corporate finance advisory services provided to 679213 BC Ltd, a private Surrey, BC-based real estate development company in 2008/2009.
- Corporate finance advisory and valuation services provided to CYC Design Corp in 2009, a private clothing manufacturing and distribution company in Vancouver, BC.

- Financial management advisory services provided to Checkmate Geosynthetics Inc in 2009, a private geogrid supplier to the construction industry, located in Chilliwack, BC.
- Corporate finance services provided to Fastik Label & Supply in 2008, a private Langley, BC based manufacturing company.
- Corporate finance advisory services provided to Stirling Mercantile Corporation in Vancouver in 2008 to 2010. Stirling is a corporate finance advisory firm in Vancouver, BC.
- Corporate finance advisory services provided to Evans & Evans in 2008 to 2010. E & E is a Vancouver, BC based corporate finance advisory firm and financial services provider.

SUMMARY OF CONSULTING WORK BY G.G. DORIN & ASSOCIATES

- On the Board of Directors and Chair of the Audit Committee of Cantronic Systems, a technology company in Coquitlam, B.C. listed on the TSX Venture Exchange, from 2005 to 2006. Assisted company with a California based acquisition and China business expansion.
- Assisted Galaxy Telecom, an international Voice Over Internet Protocol (VoIP) company in Vancouver on a full-time contract consulting position as their CFO & Corporate Secretary from November, 2003 until March, 2004. Duties focused on raising capital from new investors and to position the company to be sold.
- Assisted Techno Design Inc. in Burnaby with strategic planning on an hourly basis and on their Advisory Board from 2003 to present. Duties focused on assisting the company to raise private equity capital and to assist them to build their distribution network.
- Assisted Verb Exchange, a franchisor of telecom products in the US and Canada to develop a financial projection model and with strategic planning in 2003.
- Assisted Iwane Laboratories Ltd., a Japanese company, on an hourly basis for three years to establish a North American operation for research and sales. I was also a Director of their newly formed Canadian company. Iwane is a technology company involved in computer mapping and systems for road maintenance.
- Assisted Aeronett Technologies Limited, a computer based training software development company in New Westminster, B.C. on a full-time contract as their Chief Financial Officer from 1999 to 2000. The position involved assisting the President and Chairman with a wide range of operating and financial issues, including pursuing an IPO.
- Assisted Digascape Systems Inc., a Surrey based computerized landscape modeling company, to prepare a business plan, corporate brochure and strategic planning on an hourly basis from 1998 to 1999.
- Assisted Chai-Na-Ta Corp., a TSE and NASDAQ listed public company with \$70 million in assets and operations in Ontario, B.C., Portland, Mexico City, Barbados, Hong Kong and China to refinance \$32 million in debt and with various financial management and restructuring issues from 1998 to 1999 on a full-time contract as Vice President Finance for this fully integrated ginseng producer, processor and distributor.
- Assisted World Wide Homes Ltd. in Langley, B.C. on an hourly basis in 1998 to prepare a business plan summary and with the acquisition of a NASDAQ OTC shell company in the U.S.
- Assisted a private individual and his partner on an hourly basis in 1998 with a financial review of an automotive parts remanufacturing company they were considering acquiring.
- Assisted Wealth Management Group Inc., a Vancouver based start up franchisor, to prepare a business plan summary, financial projections and general management consulting on an hourly basis in 1998.
- Assisted Mutual Exchange Canada Inc., a Vancouver based barter exchange franchisor, on a part-time consulting basis with business planning, acquisitions, corporate finance (including to go public in the US on the OTC.BB), with financial modeling, financial management, and IT development from 1997 to 1998.
- Assisted Quadrant Pacific Capital Corp. and their associated company Fibrex Canada Inc., an international agricultural development company in Vancouver, with corporate finance, business planning and corporate structuring from 1998 to 1999

- Assisted GSN Global Services Network Inc., a computer telephony development and marketing company in Burnaby, B.C. with strategic and business planning, organizational development, corporate finance to raise private equity capital, mergers & acquisitions, strategic alliances, and investor relations as Vice President Corporate Development on a part-time contract consulting basis from 1997 to 1998.
- Assisted two gaming clients to look at B.C. gaming development and investment opportunities on an hourly basis in 1997.
- Assisted South Surrey based Morcan Consulting Group, with 22 independent consultants across Canada and the US, with franchising, corporate finance, business planning and financial projections on an hourly basis from 1997 to 1998.
- Assisted Canada Sri Lanka Capital Corp., a private international agriculture development company in Vancouver, B.C., with the preparation of financial projections, strategic alliances and with corporate structuring on an hourly basis from 1997 to 1999.
- Assisted PhotoSphere Images Ltd., a private technology company in Vancouver, B.C., with the preparation of a business plan, strategic planning, and corporate finance on an hourly basis in 1997.
- Assisted Dion Entertainment Corp., a TSE listed public company in White Rock, B.C., with financial management, administration, corporate finance, legal, project financing, international development and strategic planning in a full-time consulting contract as V.P. Finance, C.F.O. and Corporate Secretary for over one year and then on a part-time basis for three months from 1996 to 1997. Dion had operations in Canada, U.S.A. and the Czech Republic. I assisted the company to close a special warrants offering and with a private placement from a high net worth individual.
- Assisted Freedom Un Limited (d.b.a. Saje), a Langley, B.C. based retail company with eight stores and a manufacturing plant, to franchise its business and with business planning, legal, financial management, corporate finance and operations on part-time consulting contract in 1996.
- Assisted Uniglass Spray-on Insulation Inc., a Burnaby, B.C. based manufacturer and distributor of insulation, with strategic and business planning, and international development (Canada, U.S.A. and Asia) on an hourly consulting basis from 1995 to 1999.
- Assisted InsulPro Industries Ltd., a TSE listed public company in South Surrey, B.C. with 17 branches in Western Canada and the US, with financial management, administration, risk management, corporate finance, acquisitions of two companies, investor relations, and operations on a full-time consulting contract as V.P. Finance from 1995 to 1996. I assisted the company to dual list from the VSE to the TSX and with a private placement of equity as part of that listing.