

Items for discussion with lawyer

1. Corporate Structure Decision

- Single vs. multiple entity structure (particularly for IP protection) [#lawyer](#)
- If starting as a single entity, process / costs to split later [#lawyer](#)
- Dilution implications [#lawyer](#)
 - You don't want dilution to happen to you
- Non-profit component possibility [#lawyer](#)
- Tax implications of each option (including SR&ED credits) [#lawyer](#)
- Future sale considerations (exit) [#lawyer](#)
- Impact on funding opportunities [#lawyer](#)
- International aspects (US/Canada) [#lawyer](#)

2. Capitalization & Investment

- Share classes and structure [#lawyer](#)
- Founder/early employee equity allocation [#lawyer](#)
- Process for future capital raises [#lawyer](#)
- Convertible instruments [#lawyer](#)
 - i.e. The Brian Anderson's of the world (CFO guy)

3. IP Protection

- Patent transfer process from research/academic setting [#lawyer](#)
- Licensing framework if using multi-company structure [#lawyer](#)
- IP ownership between entities if multiple companies [#lawyer](#)
- Protection of future R&D developments [#lawyer](#)
- Clarity around CNR-funded research [#lawyer](#)
 - ensuring clear legal ownership and usage rights for any genetic/biological components developed using CNR (Canadian Natural Resources) funding

4. Agreements

I think we can take a first pass at a number of these ourselves and get lawyer eyes on this stuff later.

- Founders' agreement with equity distribution [#lawyer](#)
- Service/product agreements with liability provisions [#lawyer](#)

- NDAs for different stakeholder types #lawyer
- Lab partnership agreements (AU in Athabasca, Vogon Labs) #lawyer
- Customer contracts framework #lawyer
- Employee/contractor agreements #lawyer

5. Risk Management

- Insurance requirements for biotech/lab operations
- Environmental liability coverage
- Professional liability coverage
- Product liability considerations
- Cross-border operation risks #lawyer

6. Regulatory Compliance

- Environmental permits needed
 - This didn't come up in conversation but is this an issue?
- Lab operation requirements
- Biohazard handling regulations
- Cross-border compliance (US/Canada)

7. Additional Questions to Ask

- Optimal structure for CNR pilot project #lawyer
- Timeline for corporate setup (vs. business activities) #lawyer
- Legal requirements for lab operations in different locations #lawyer
- Framework for potential First Nations partnerships #lawyer
- Structure for future revenue streams (20-yr remediation, license fees, QA services) #lawyer
 - Structuring the business to handle different revenue types:
 1. Long-term remediation contracts (20 year horizon noted)
 - This was discussed in May 2022
 2. QA/testing services
 3. License fees for the biosensor technology