



Capital Pool Company/ Reverse Takeover

AIRD BERLIS

Aird & Berlis LLP | Lawyers
Brookfield Place, 181 Bay Street, Suite 1800, Toronto, Canada M5J 2T9
T 416.863.1500 F 416.863.1515 | airdberlis.com



Capital Pool Company/Reverse Takeover

The Aird & Berlis Capital Pool Company/Reverse Takeover Group has a wealth of knowledge and experience in assisting clients with their qualifying transactions onto the TSX Venture Exchange (TSXV) or the Toronto Stock Exchange through the TSXV Capital Pool Company (CPC) program or their reverse takeovers onto the Canadian Securities Exchange or the NEO Exchange. Aird & Berlis represents clients in all aspects of the transactions including the IPO stage of a CPC, the qualifying transaction or RTO, the concurrent financing and continuing on as corporate counsel for the resulting issuer following the completion of the transaction.

We are recognized as a leader in the CPC/RTO realm and earned a favourable reputation for providing experienced, thoughtful and efficient legal services. Members of our CPC/RTO Group and the broader Aird & Berlis Capital Markets Group often act as directors and/or officers of the CPCs and the resulting issuers.

We take pride in the fact that our clients have successfully completed a significant number of Qualifying Transactions and RTOs, and have become resulting issuers in a diverse number of industries, including mining, technology, cannabis and agriculture across the globe (including North America, South America, Europe and several countries in Africa).

Attached is a list of representative matters in respect of which we have provided legal services acting on behalf of the issuer, the target company and/or the agent.

About Aird & Berlis

Aird & Berlis is a prominent full-service law firm with a diversified international, national and local practice. Our clients benefit from our solid relationships with other renowned international law firms, major institutions and government authorities.

Many of our lawyers have been recognized by authoritative guides to the legal profession, including:

- > *Chambers Global: The World's Leading Lawyers for Business*
- > *Chambers Canada: Canada's Leading Lawyers for Business*
- > *The Legal 500 Canada*
- > *Martindale-Hubbell Bar Register of Preeminent Lawyers*
- > *Who's Who Legal: Canada*
- > *The Best Lawyers in Canada*
- > *Expert Guides: The World's Leading Lawyers Chosen by Their Peers*
- > *The Canadian Legal Lexpert Directory*

At Aird & Berlis, we are focused on satisfying our commitment to clients by providing practical, innovative and cost-effective solutions to legal and business challenges. This is one of our core values. We understand and appreciate the commitment to excellence required to succeed in an entrepreneurial culture.

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Contact



Richard M. Kimel
Partner

T 416.865.3961
rkimel@airdberlis.com

Other Group Members

Sherri M. Altshuler
Partner

T 416.865.3081
saltshuler@airdberlis.com

Melanie Cole
Partner

T 416.865.4638
mcole@airdberlis.com

Sean Green
Associate

T 416.865.7736
sgreen@airdberlis.com

Danny Kharazmi
Partner

T 416.865.3449
dkharazmi@airdberlis.com

Adria Leung Lim
Partner

T 416.865.3402
aleunglim@airdberlis.com

Alicia McKeag
Associate

T 416.865.7732
amckeag@airdberlis.com

Jeffrey K. Merk
Partner

T 416.865.7768
jmerk@airdberlis.com

Margaret T. Nelligan
Partner

T 416.865.7710
mnelligan@airdberlis.com

Russell J. Sanders
Associate




T 416.865.7734
rsanders@airdberlis.com

Liam Tracey-Raymont
Associate

T 416.865.3964
ltracey-raymont@airdberlis.com















Capital Pool Company/Reverse Takeover

Representative Work

2022  Reverse Takeover TSXV: Energy \$10,000,000 concurrent financing	2021  Reverse Takeover NEO: Healthcare/Life Sciences \$6,188,900 concurrent financing	2021  Reverse Takeover TSXV: Healthcare/Life Sciences \$63,000,000 concurrent financing	2020  Reverse Takeover TSXV: Healthcare/Life Sciences \$14,500,000 concurrent financing
2020  Reverse Takeover NEO: Healthcare/Life Sciences \$45,000,000 concurrent financing	2019  Reverse Takeover CSE: Cannabis \$20,000,000 concurrent financing	2019  Reverse Takeover CSE: Cannabis \$11,000,000 concurrent financing	2018  TSXV: Cannabis \$22,316,600 concurrent financing
2018  TSXV: Cannabis \$20,800,000 concurrent financing	2016  (formerly Shogun Capital Corp.) TSXV: Cannabis (Uruguay) \$13,000,000 concurrent financing	2015  (formerly Chrysalis Capital IX Corporation) TSXV: Financial Services	2015  (formerly LL Capital Corporation) TSXV: Healthcare/Technology
2015  Reverse Takeover TSXV: Diversified Industries \$5,300,000 concurrent financing	2014  (formerly Carlaw Capital IV) TSXV: Energy \$50,000,000 concurrent financing	2013  (Key Gold Holdings Inc.) TSXV: Mining (Botswana)	2013  Acted for sponsor Euro Pacific Canada Inc. TSXV: Healthcare/Technology/ Consumer Products

Capital Pool Company/Reverse Takeover

Representative Work

2013  Acted for sponsor Euro Pacific Canada Inc. TSXV: Mining (British Columbia)	2013  (formerly Chrysalis Capital VIII Corporation) TSXV: Technology \$4,300,000 concurrent financing	2012  pan african oil (Gondwana Gold Inc.) TSXV: Oil and Gas (DRC/Namibia)	2012  (formerly Mercury Capital Limited) TSXV: Mining (Canada) \$7,000,000 concurrent financing
2011  (formerly Carlaw Capital III Corp.) TSXV: Mining (Botswana) \$16,436,400 concurrent financing	2010  (Kria Resources Ltd.) TSX: Mining (Peru/New Brunswick)	2010  TSXV: Oil and Gas Services (South America) \$70,000,000 concurrent financing	2010  (formerly G.T.M. Capital Corporation) TSXV: Agriculture (DRC) \$20,778,010 concurrent financing
2010  (formerly Tova Ventures Inc.) TSXV: Mining (Namibia) \$50,864,755 concurrent financing	2010  (formerly Chrysalis Capital VII Corporation) TSXV: Mining (Egypt) \$3,302,700 concurrent financing	2010  (formerly Chrysalis Capital VI Corporation) TSXV: Investments (Ontario)	2010  (formerly Vesta Capital Corp.) TSXV: Oil & Gas (United States) \$8,600,000 concurrent financing
2009  (formerly Carlaw Capital II Corp.) TSXV: Technology	2008  (formerly Chrysalis Capital IV Corporation) TSX: Mining (South Africa)		