



Capital Pool Company/ Reverse Takeover

AIRD BERLIS

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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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Capital Pool Company/Reverse Takeover

Representative Work

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| <p>2021</p>  <p>Small Pharma Reverse Takeover</p> <p>TSXV: Healthcare/Life Sciences</p> <p>\$63,000,000</p> <p>concurrent financing</p> | <p>2020</p>  <p>PSYBIO THERAPEUTICS</p> <p>Reverse Takeover</p> <p>TSXV: Healthcare/Life Sciences</p> <p>\$14,500,000</p> <p>concurrent financing</p> | <p>2020</p>  <p>CYBIN</p> <p>Reverse Takeover</p> <p>NEO: Healthcare/Life Sciences</p> <p>\$45,000,000</p> <p>concurrent financing</p> | <p>2019</p>  <p>HARRORSIDE</p> <p>Reverse Takeover</p> <p>CSE: Cannabis</p> <p>\$20,000,000</p> <p>concurrent financing</p> |
| <p>2019</p>  <p>vibe CANNABIS</p> <p>Reverse Takeover</p> <p>CSE: Cannabis</p> <p>\$11,000,000</p> <p>concurrent financing</p> | <p>2018</p>  <p>MediPharm Labs</p> <p>TSXV: Cannabis</p> <p>\$22,316,600</p> <p>concurrent financing</p> | <p>2018</p>  <p>eye</p> <p>TSXV: Cannabis</p> <p>\$20,800,000</p> <p>concurrent financing</p> | <p>2016</p>  <p>ICC INTERNATIONAL CANNABIS CORPORATION</p> <p>(formerly Shogun Capital Corp.)</p> <p>TSXV: Cannabis (Uruguay)</p> <p>\$13,000,000</p> <p>concurrent financing</p> |
| <p>2015</p>  <p>inspira. FINANCIAL</p> <p>(formerly Chrysalis Capital IX Corporation)</p> <p>TSXV: Financial Services</p> | <p>2015</p>  <p>Syncordia Technologies and Healthcare Solutions</p> <p>(formerly LL Capital Corporation)</p> <p>TSXV: Healthcare/Technology</p> | <p>2015</p>  <p>GREEN SPACE BRANDS</p> <p>Reverse Takeover</p> <p>TSXV: Diversified Industries</p> <p>\$5,300,000</p> <p>concurrent financing</p> | <p>2014</p>  <p>ONEROOF ENERGY</p> <p>(formerly Carlaw Capital IV)</p> <p>TSXV: Energy</p> <p>\$50,000,000</p> <p>concurrent financing</p> |
| <p>2013</p>  <p>pangolin DIAMONDS CORP</p> <p>(Key Gold Holdings Inc.)</p> <p>TSXV: Mining (Botswana)</p> | <p>2013</p>  <p>Simavita gracing life</p> <p>Acted for sponsor Euro Pacific Canada Inc.</p> <p>TSXV: Healthcare/Technology/ Consumer Products</p> | <p>2013</p>  <p>Mioceno Metals</p> <p>Acted for sponsor Euro Pacific Canada Inc.</p> <p>TSXV: Mining (British Columbia)</p> | <p>2013</p>  <p>SPECTRA</p> <p>(formerly Chrysalis Capital VIII Corporation)</p> <p>TSXV: Technology</p> <p>\$4,300,000</p> <p>concurrent financing</p> |

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| <p>2012</p>  <p>pan african oil</p> <p>(Gondwana Gold Inc.)</p> <p>TSXV: Oil and Gas (DRC/Namibia)</p> | <p>2012</p>  <p>CANADA COAL INC. (formerly Mercury Capital Limited)</p> <p>TSXV: Mining (Canada)</p> <p>\$7,000,000 concurrent financing</p> | <p>2011</p>  <p>GALANE GOLD (formerly Carlaw Capital III Corp.)</p> <p>TSXV: Mining (Botswana)</p> <p>\$16,436,400 concurrent financing</p> | <p>2010</p>  <p>Trevalli MINING CORPORATION (Kria Resources Ltd.)</p> <p>TSX: Mining (Peru/New Brunswick)</p> |
| <p>2010</p>  <p>Estrella</p> <p>TSXV: Oil and Gas Services (South America)</p> <p>\$70,000,000 concurrent financing</p> | <p>2010</p>  <p>FERONIA (formerly G.T.M. Capital Corporation)</p> <p>TSXV: Agriculture (DRC)</p> <p>\$20,778,010 concurrent financing</p> | <p>2010</p>  <p>AURYX GOLD (formerly Tova Ventures Inc.)</p> <p>TSXV: Mining (Namibia)</p> <p>\$50,864,755 concurrent financing</p> | <p>2010</p>  <p>ALEXANDER NUBIA (formerly Chrysalis Capital VII Corporation)</p> <p>TSXV: Mining (Egypt)</p> <p>\$3,302,700 concurrent financing</p> |
| <p>2010</p>  <p>exclamation INVESTMENTS (formerly Chrysalis Capital VI Corporation)</p> <p>TSXV: Investments (Ontario)</p> | <p>2010</p>  <p>United Hunter (formerly Vesta Capital Corp.)</p> <p>TSXV: Oil & Gas (United States)</p> <p>\$8,600,000 concurrent financing</p> | <p>2009</p>  <p>TrueContext (formerly Carlaw Capital II Corp.)</p> <p>TSXV: Technology</p> | <p>2008</p>  <p>HOMELAND ENERGY GROUP LTD. (formerly Chrysalis Capital IV Corporation)</p> <p>TSX: Mining (South Africa)</p> |