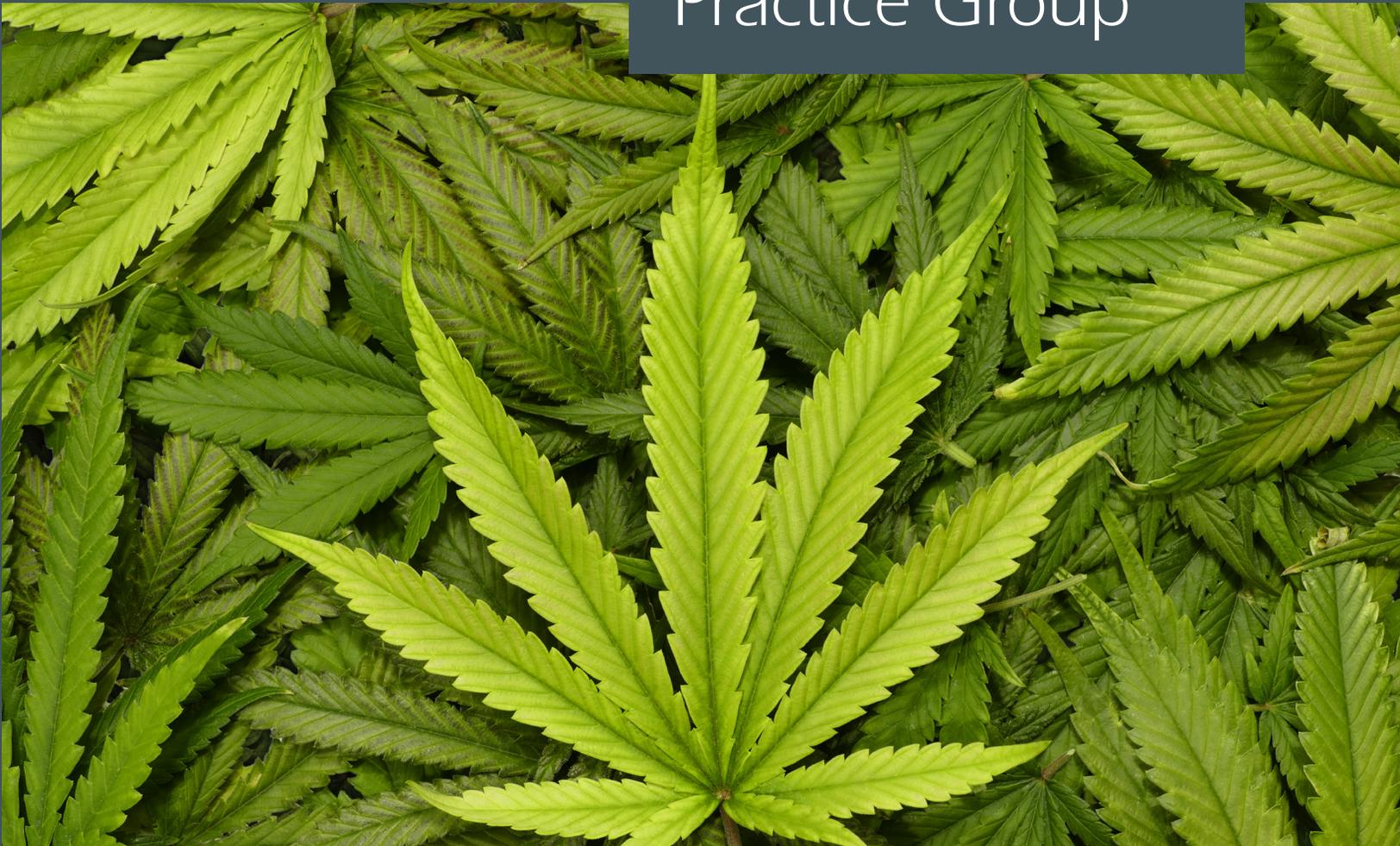


mcmillan

Cannabis
Practice Group



The regulated cannabis industry is booming and McMillan is at the forefront of developments in this industry. With one of the largest and most experienced industry groups in Canada, we can help you achieve success.





McMillan's leading Cannabis Practice Group provides innovative and practical solutions to clients in the cannabis industry.

The cannabis industry is quickly evolving in Canada, amid a complex and rapidly changing regulatory scheme, and McMillan is at the leading edge of these developments. McMillan's Cannabis Practice Group, one of the largest groups of its kind in Canada, works closely with a wide range of industry participants, including licensed producers, retailers, investors, technology and other service providers, to help them succeed in the cannabis industry.

Our group is made up of experienced professionals with significant in-depth knowledge. We understand the laws, regulations and business landscape of Canada's cannabis industry, and can provide

you with valuable legal solutions for financing, accessing public markets, licensing and regulation, employment law and workplace issues, mergers and acquisitions, tax structuring and intellectual property matters, whether you are just entering the market or already established.

We help our clients succeed by:

- Structuring financing arrangements through private equity, public markets, and venture capital;
- Navigating the complex cannabis regulatory system;
- Assisting with regulatory approvals;
- Advising on mergers, acquisitions and divestitures;
- Assisting with labeling, advertising and distribution matters;
- Drafting comprehensive employment agreements and workplace policies in compliance with applicable laws;
- Advising on tax matters; and
- Assisting with patents, trademarks, licensing, outsourcing and strategic alliances.

Areas of Practice

We closely collaborate with our firm's corporate, securities, labour and employment, regulatory, intellectual property, tax, and government relations practices to provide you with the comprehensive solutions you need to help you to deal with whatever comes your way.

Business and Capital Markets

As a leading corporate finance, mergers and acquisitions, and project finance firm, we advise cannabis companies of all sizes. We deliver an integrated group of services to meet your business objectives securely and with minimum liability, from advising on day-to-day business matters, to structuring, negotiation and closing complex mergers, acquisitions and financings, and public and private offerings of debt and equity securities. Our understanding of the regulatory landscape, and our relationships with regulatory bodies and exchanges, help us deliver unmatched value to our clients. We understand that every transaction is important to our clients, no matter how large or small. We listen to your needs and apply our experience, expertise, and commitment to help you achieve your objectives.

Labour and Employment

We regularly advise clients on all aspects of provincial and federal employment and labour law. We deliver practical counsel that is focused on protecting your interests while adhering to the laws that govern workplace relationships. While our focus is on helping implement employment and labour relations practices that minimize potential conflict, we recognize that disputes are often unavoidable. When they do happen, we provide you with strong, effective representation that advocates for your best interests, and have represented clients at all levels of provincial and federal courts, human rights tribunals, labour relations boards, arbitration, and government administrative bodies.

Regulatory and Licensing

The cannabis industry is complex, and regulations govern virtually every activity. The opportunities are significant, but so too are the challenges. Our lawyers combine a thorough knowledge of the applicable cannabis laws and regulations with a passion for helping our clients achieve market success. We guide clients through the *Cannabis Act* (Canada) licensing process, and routinely advise on compliance issues, such as labeling, advertising, distribution, import and export matters.



Intellectual Property

As one of the leading intellectual property practices in Canada, we can help you properly leverage and protect your intellectual property. We craft sound intellectual property protection and enforcement strategies that help our clients maximize the value of their critical intangible assets. Our lawyers, patent and trademark agents, scientific consultants and law clerks bring the strong technical expertise required for a deep understanding of the industry and the intellectual property that our clients are protecting. We have the depth of experience and expertise to assist clients with all of their intellectual property needs.

We are experienced in all areas of trademark work, including pre-clearance, opposition and prosecution of trademark applications both in Canada and the United States, and have a network of foreign associates to file and prosecute foreign trademark applications internationally.

Tax

McMillan's tax lawyers provide tax advice on all manner of financings, mergers and acquisitions, corporate reorganizations including spin-outs, and international transactions pertaining to the cannabis industry. Our Tax Group includes individuals who have been recognized internationally as leading tax advisors, and our tax lawyers work seamlessly with our Cannabis Practice Group to provide advice as part of a comprehensive solution.



McMillan Vantage

McMillan Vantage, a strategic partnership with McMillan LLP, is a full-service national public relations group. The first of its kind in Canada, the McMillan Vantage team is made up of a group of experts who understand how governments work. The team brings a sophisticated approach to public affairs analysis, and is skilled at helping companies navigate through rapidly changing regulatory environments.



mcmillan vantage
policy group

We help you advance your priorities, while reducing your uncertainty and limiting your risk, and make you more competitive in the cannabis industry.

Representative Matters

The largest M&A deal in the Cannabis sector to date in all of Canada.

Capital Markets and M&A

The largest traditional debt facility in the cannabis industry to date.

- **Aurora Cannabis Inc.** in its US\$2.5 billion (CAD\$3.2 billion) acquisition of MedReleaf Corp.
- **Aurora Cannabis Inc.** in its US\$950 million (CAD \$1.23 billion) acquisition of CanniMed Therapeutics Inc.
- **Aurora Cannabis Inc.** in its \$175 million acquisition of Whistler Medical Marijuana Corp.
- **Aurora Cannabis Inc.** in its \$290 million acquisition of ICC Labs Inc.
- **Aurora Cannabis Inc.** in its \$118 million acquisition of Anandia Laboratories Inc.
- **Aurora Cannabis Inc.** in the spin-off of its Australis Capital subsidiary as a separate entity that would focus primarily on investing in the US cannabis and real estate sectors.
- **Aurora Cannabis Inc.** in connection with a \$250 million debt facility with the Bank of Montreal.
- **Aurora Cannabis Inc.** in connection with a \$15 million convertible debenture offering.
- **Aurora Cannabis Inc.** in connection with a \$23 million convertible debenture offering.
- **Aurora Cannabis Inc.** in connection with a \$60 million bought deal private placement.
- **Aurora Cannabis Inc.** in connection with a \$75 million bought deal private placement of units.
- **Aurora Cannabis Inc.** in connection with a \$200 million bought deal private placement of debentures.
- **Aurora Cannabis Inc.** in connection with its acquisition of Pedanios GmbH.
- **Aurora Cannabis Inc.** in connection with its investment in Cann Group.
- **Aurora Cannabis Inc.** in its acquisition of a 25% stake in Liquor Stores N.A. Ltd. valued at \$140 million.
- **Canaccord Genuity** in connection with the financing for Astar Minerals Ltd.
- **Cannex Capital Group Inc.** in connection with its acquisition by Arco Resources Corp.
- **Cannex Capital Group Inc.** in connection with Gotham Green Partners LLC's strategic US\$32 million investment in the company.
- **Cannex Capital Group Inc.** in connection with its \$36 million acquisition of BrightLeaf Development LLC (BLD).
- **Cannex Capital Group Inc.** in connection with its \$48.2 million subscription receipt offering.
- Counsel for **various capital pool companies** (TSX-V) in connection with a qualifying transaction and associated financings.
- **Emblem Corp.** in connection with its qualifying transaction by way of a three-cornered amalgamation.
- **Ebbu Inc.** in connection with the sale of its assets to Canopy Growth Corp for US\$330 million.
- **Harvest One Cannabis Inc.** in connection with its acquisition of United Greeneries Holdings Ltd. from MMJ PhytoTech Limited.
- **Harvest One Capital Inc.** in connection with a \$25 million private placement.
- **Harvest One Capital Inc.** in connection with the ~\$50 million acquisition of a licensed medical cannabis producer and a Swiss medical cannabis related health products company.
- **High Hampton Holdings Corp.** in its \$19 million non-brokered reverse takeover private placement.
- **iAnthus Capital Holdings Inc.** in its \$835 million acquisition of MPX Bioceutical Corporation.
- **iAnthus Capital Holdings Inc.** in connection with a \$20 million bought deal private placement of 8% unsecured convertible debentures.
- **iAnthus Capital Holdings Inc.** in connection with a \$20 million bought deal short form prospectus and concurrent \$1.5 million non-brokered private placement. The financing was the first bought deal offering to be completed on the Canadian Securities Exchange.
- **iAnthus Capital Holdings Inc.** in connection with a \$5.8 million asset acquisition.
- **iAnthus Capital Management, LLC** in its reverse merger with Genarca Holdings Ltd. and concurrent name change to iAnthus Capital Holdings, Inc.
- **iAnthus Capital Holdings Inc.** in connection with a \$50 million financing (\$40 million debt and US\$10 million equity).
- **Ignite International Ltd.** (formerly Vulcan Enterprises US, Ltd.) in connection with its change of business transaction which entailed several complex elements, including share consolidation (followed by name change), licencing and IP advice, and a reverse takeover transaction coupled with a Canada-US cross-border component.
- **Lifestyle Delivery Systems Inc.** in connection with a reverse takeover of Canna Delivery Systems Inc.
- **Natura Naturals Holdings Inc.** in its acquisition by Tilray, Inc. for up to \$70 million.

The first public company-to public company acquisition involving US cannabis assets.

Representative Matters

- **OrganiGram Holdings Inc.** in connection with a \$10.4 million bought deal short form prospectus financing.
- **OrganiGram Holdings Inc.** in connection with a \$23 million bought deal short form prospectus financing.
- **OrganiGram Holdings Inc.** in connection with a \$29.3 million reverse take-over transaction financing.
- **OrganiGram Holdings Inc.** in connection with a \$40.3 million bought deal short form prospectus financing.
- **PharmaCielo Ltd.** in its \$60 million brokered private placement of subscription receipts and IPO.
- **Body and Mind Inc.** in connection with its reverse takeover and listing.
- **Saber Capital Corp.** in connection with a short form offering document, a \$21.6 million brokered and non-brokered offering and a \$2 million short form offering.
- **Saber Capital Corp.** in connection with a qualifying transaction and concurrent \$21.6 million financing with Emblem Corp.
- **Sante Veritas Therapeutics Inc.** in connection with a non-brokered private placement of shares totaling \$6.6 million.
- **THC Meds Inc. and THC Medical Systems Ltd.** in a reverse takeover of Thelon Capital Ltd.
- **The Green Organic Dutchman Holdings Ltd.** in its \$132 million IPO.
- **The Green Organic Dutchman Holdings Ltd.** in connection with a \$76 million bought deal offering.
- **The Green Organic Dutchman Holdings Ltd.** in the \$132 million financing and strategic investment of \$55 million by Aurora Cannabis Inc.
- **Precision Extraction Solutions, Inc.** in connection with financings to expand its core business.
- Advising the lead agent in connection with the private placement of US\$500 million of convertible debentures by **Harvest Health & Recreation, Inc.**
- Advising the lead subscriber in connection with the private placement of convertible debentures by **Auxly Cannabis Group Inc.**, totaling \$135 million.
- Advising the lead agent in connection with the private placement of \$75 million of convertible debentures by **Zenabis Global Inc.**
- Advising an investor in connection with the \$20 million non-brokered private placement by **Isodiol International Inc.**
- Advising a producer and supplier of medical cannabis products in managing its intellectual property portfolio through its global expansion.
- Advising a leading packaging manufacturer in connection with packaging solutions for cannabis products.
- Advised a pharmaceutical research company in connection with a major technology licensing deal for cannabinoid compounds.
- Advising on a variety of intellectual property matters, including patents, trademarks, licensing, outsourcing and strategic alliances.
- Advising on trademark applications, and lead trade mark oppositions for clients servicing the cannabis industry.

Regulatory

- Regulatory, labelling, e-commerce, privacy, advertising and distribution matters.
- *Cannabis Act* (Canada) licensing process.
- Employment and labour matters, including employee drug testing, and designing customized employment agreements and workplace policies in compliance with applicable laws.

Intellectual Property

- **Canna Delivery Systems Inc.**, a wholly owned subsidiary of **Lifestyle Delivery Systems Inc.**, in connection with licensing proprietary technology.
- **Aurora Cannabis Inc.** in its \$7 million acquisition of an exclusive license for Canadian pre-roll technology from CannaRoyalty Corp.
- Advising a leading Canadian licensed producer in connection with the enforcement of trademark rights.

Firm Profile

McMillan is a business law firm serving public, private and not-for-profit clients across key industries in Canada, the United States and internationally. With recognized expertise and acknowledged leadership in major business sectors, we provide solutions-oriented legal advice through our offices in Vancouver, Calgary, Toronto, Ottawa, and Montréal. Our firm values – respect, teamwork, commitment, client service and professional excellence – are at the heart of McMillan’s commitment to serve our clients, our local communities and the legal profession.

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