


# Rick Moscone

## Partner

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 Services provided through a professional corporation



Rick has over 15 years of experience in corporate finance, mergers and acquisitions and securities regulatory matters.

His experience includes structuring and negotiating securities and commercial transactions. In addition to his transactional practice, Rick provides general corporate commercial advice to a range of private company clients on day to day matters impacting their businesses, including acting for start-ups from the formation stage all the way through the development cycle of an emerging growth company.

Rick has acted for issuers, investment dealers and advisors in a broad range of industry sectors including: cannabis, mining, oil and gas, technology, renewable energy, agribusiness, investment banks, asset management, real estate, industrial products and manufacturing.

Rick was recognized as a Highly Regarded Corporate/Commercial Lawyer by Chambers & Partners in their Canada Guide where it was commented that he is a "very practical lawyer and a deal maker."

Rick is also recognized as a leading lawyer in The Best Lawyers in Canada: Cannabis Law.

Rick has also been recognized as a Lawyer to Watch in the 2015, Lexpert Guide to the Leading U.S./Canada Cross-border Corporate Lawyers in Canada.

Rick was a Finalist in Lexpert's 2014 "Rising Stars - Leading Lawyers under 40 competition". The Rising Stars competition showcases Canadian lawyers that have an outstanding track record of success with complex transactions, contributed to their communities and profession and demonstrated leadership within their law departments. Finalists also were selected for being team players, adaptability to change and demonstrated business acumen and adaptability to change.

Prior to joining Fogler, Rubinoff LLP, Rick worked as a senior consultant for an international consulting firm and practiced with another major law firm in Toronto.

## PRACTICE AREAS

Capital Markets and Securities

Corporate Commercial

## Education & Memberships

### EDUCATION

**Called to the Ontario Bar, 2003**

**York University, Schulich School of Business, M.B.A., 2002**

**Queen's University, LL.B., 2000**

**University of Toronto, B.A. (Hons.) 1998**  
[Political Science and History](#)

## Awards & Recognition

**The Best Lawyers™ in Canada**  
[Cannabis Law](#)

**Chambers & Partners, Canada Guide**  
[Corporate/Commercial Law](#)

## Speaking Engagements & Publications

**Moderator, Cannabis: A Real Use Case for Blockchain**  
[Cantech Investment Conference, January 2019](#)

**Moderator, Growing A Cannabis Business: A Fireside Chat with Brad Rogers President & COO of CannTrust**  
[Entrepreneurs Organization, May 2018](#)

**Moderator, The Future is Now: How Tech is**

**Corporate Governance**

**Investment Funds and Asset Management**

**Mergers and Acquisitions**

**Private Equity**

**Public Company Maintenance and Compliance**

**Securities Litigation**

**Senior Debt Financing**

**Technology**

**INDUSTRY GROUPS**

**Cannabis**

**Clean Tech**

**Energy**

**Food, Beverage and Agribusiness**

**Mining and Minerals**

**Representative Work**

**Fortune Bay Corp. Completes Equity Financings Totalling \$6,863,700 (Dec 2021)**

Counsel to Fortune Bay Corp. (TSXV:FOR) in connection with the completion of a non-brokered private placement for aggregate gross proceeds of \$6,863,700. The company issued 4,669,231 units and 4,972,338 flow through shares. Each unit was issued at a price of \$0.65 per unit, with each unit comprised of one common share and one-half common share purchase warrant. Each whole warrant will be exercisable into one common share of the company at an exercise price of \$0.85 per share for a period of two years. The flow through shares were issued at a price of \$0.77 per share.

**Jack Nathan Medical Corp. Acquire Medical Clinics in Ontario and British Columbia (Nov 2021)**

Counsel to Jack Nathan Medical Corp. (TSXV:JNH) in connection with various acquisitions of a total of 15 operating medical clinics in Ontario and British Columbia throughout 2021.

**Irwin Secures \$20M Series A Funding to Modernize Capital Markets Software (Sept 2021)**

Irwin, a capital markets financial technology company, closed a US\$20 million Series A financing round led by K1 Investment Management, a leading investment firm focusing on high-growth enterprise software companies. The company will use the investment to aggressively scale its global team and operations to meet surging demand for its suite of investor relations and capital markets software solutions, and invest in support for its customers and partners. Irwin plans to expand into new markets and enhance its products to serve additional customer segments in the capital markets ecosystem. Global public companies and their advisors use Irwin to scale investor relations and capital markets programs. Irwin's all-in-one software solution monitors buying and selling activity within any shareholder base, and identifies and connects capital seekers with investors using high-quality data and proactive insights tailored to each user. Irwin's CRM provides users with a centralized system of record for all investor relations activity, and its powerful workflow automation and data capabilities result in less manual input and more time to focus on strategic IR initiatives.

**Changing the Delivery of Legal Services for the Mid Tier**

[International Lawyers Association Annual Conference, June 2018](#)

**Presenter, Recruitment & Compensation: How to Recruit the Best and Still Protect your Company**

[Legal Innovation Zone, Ryerson University, February 2016](#)

**Co-lecturer, Mastering Transactions for Law Clerks and Legal Professionals Course**

[Federated Press, 2013-2016](#)

**Sessional Speaker, Start-ups, Business Formation, Early Stage Financings, Shareholder Agreements**

[Ryerson University](#)

**Presenter, 180 Minutes on Mining Law**

[The Commons Institute, February 2015](#)

**Co-lecturer, Preparing the MD&A Course**

[Federated Press, September 2014.](#)

**Co-lecturer, Preparing the MD&A Course**

[Federated Press, September 2014.](#)

**Panelist - International Issues in Mining**

[\(JD/MBA Students' Association Annual Conference, Industrious Elements: At the Intersection of Law, Business and Mining\), February 2013](#)

Foglers acted as counsel to Irwin.

#### **Foxquilt Raises \$8 Million Series A Round to Accelerate US Expansion (Sept 2021)**

Foxquilt Insurance Services Inc. develops, underwrites, and distributes a line of its own commercial insurance products for small businesses. Foxquilt's all-equity Series A round was led by new investor Luge Capital, and saw participation from AmTrust Financial and Side Door Ventures. It also included previous Foxquilt investor Extreme Venture Partners, which led the startup's \$1.2 million pre-seed financing in 2018 and participated in its \$3.5 million July 2020 seed round. The fresh funding brings Foxquilt's total funding to date to around CDN\$14 million. Foxquilt was co-founded in 2016 by CEO Mark Morissette and CFO Karim Jamal, two former Real Matters and Aviva Canada employees. The startup provides customized insurance to small businesses through its platform. Foxquilt develops, underwrites, and distributes a line of its own commercial insurance products, leveraging data analytics and artificial intelligence (AI) to match businesses to the right products.

Foglers acted as counsel to Foxquilt.

#### **Engine Gaming and Media Establishes At The Market Equity Program (Aug 2021)**

Canadian Counsel to Engine Gaming and Media, Inc. (TSXV:GAME) in connection with entering into an at-the-market Equity Distribution Agreement with Canaccord Genuity LLC, on behalf of itself and co-sales agents Oppenheimer & Co. Inc. and B. Riley Securities, Inc., to establish an at-the-market equity program. Under the ATM Program, the company will have the flexibility through the April 2023 expiration date of its Base Prospectus, to issue up to US\$50 million of common shares as needed to support the company's ongoing business activities.

#### **Unidoc Health Corp. Completes \$3,440,125 Special Warrant Financing (June 2021)**

Unidoc Health Corp. completed a brokered financing of 2,752,100 special warrants of the company at a price of \$1.25 per special warrant for gross proceeds of \$3,440,125. Research Capital Corporation was the sole agent for the financing. The units underlying the special warrants were later qualified by the company under a long-form prospectus in December 2021 and Unidoc's shares commenced trading on the Canadian Securities Exchange on December 13, 2021 under the symbol UDOC.

Foglers acted as counsel to the agent, Research Capital Corporation.

#### **kneat Completes \$20,125,575 Public Equity Financing and Concurrent \$2,000,000 Non-Brokered Private Placement (Apr 2021)**

kneat.com, inc. closed a short form prospectus offering, including the full exercise of the over-allotment option. A total of 6,708,525 common shares of the company were sold at a price of \$3.00 per common share for aggregate gross proceeds of \$20,125,575. The offering was completed by a syndicate of underwriters co-led by Cormark Securities Inc. and CIBC World Markets Inc., and including Eight Capital and Echelon Wealth Partners Inc.

The company also completed a non-brokered private placement of 666,668 common shares of the Company at the issue price of \$3.00 per share for aggregate gross proceeds of \$2,000,000.

Foglers acted as counsel to kneat.com, inc.

#### **Engine Gaming and Media Files Final Base Shelf Prospectus (Mar 2021)**

Counsel to Engine Gaming and Media, Inc. (TSXV:GAME) in connection

with the filing of a final short form base shelf prospectus (with the securities regulators in each province of Canada, except for the Province of Québec) and a corresponding shelf registration statement on Form F-10 with the U.S. Securities and Exchange Commission. The prospectus and registration statement allows the Company to offer up to US\$150 million of common shares, preference shares, warrants, subscription receipts, debt securities, units, or any combination thereof during the 25-month period that the shelf prospectus is effective.

#### **GameSquare Esports Completes Acquisition of Reciprocity (Mar 2021)**

GameSquare Esports, the Canadian Securities Exchange-listed parent company of esports agency Code Red Esports, completed its acquisition of Canadian esports organization Reciprocity. GameSquare acquired 100% of the issued and outstanding equity of Reciprocity for a consideration of approximately CDN\$14.44M paid by issuing 43.75M common shares of GameSquare at a deemed price of CDN\$0.33 per share. Additionally, Reciprocity's sellers will be entitled to receive between 5.23M to 9M additional common shares of GameSquare if Reciprocity surpasses certain financial conditions within a year of the transaction, which are generating a minimum of \$5M in revenues and \$1M in earnings before interest, taxes, depreciation, and amortization (EBITDA) or generating a minimum of \$7M in revenues and an EBITDA of \$1.4M.

Through the acquisition, GameSquare adds Reciprocity's subsidiaries and esports organizations interests to its esports portfolio. Reciprocity owns the Los Angeles-based gaming and esports media network Gaming Community Network (GCN) and holds ownership interest in championship winning esports organizations based in Asia and Latin America – a 40% stake in Mexico-based Biblos Gaming, the parent company of esports organization Rainbow7, and a 49% stake in LGD-Reciprocity, a franchise in the Chinese *CrossFire* League and a joint venture between LGD Gaming and Reciprocity.

Foglers acted as counsel to Reciprocity.

#### **Engine Gaming and Media Completes Equity Financings Totalling US\$33 Million (Jan/Feb 2021)**

Counsel to Engine Gaming and Media, Inc. (TSXV:GAME) in connection with unit private placements at US\$7.50 per unit, with each unit comprised of a common share and half a warrant with each full warrant exercisable into a common share at an exercise price of US\$15 per share.

#### **Braveheart Resources Acquires the Thierry Mine Project (Dec 2020)**

Counsel to Braveheart Resources Inc. (TSXV:BHT) in connection with the acquisition of the Thierry Mine Project from Cadillac Resources.

The Thierry Project is a past-producing copper and nickel mine located approximately 15 km west of Pickle Lake, Ontario and accessible on a year-round basis by paved and all-weather roads. The property is approximately 4,700 hectares in size and contains a NI 43-101 mineral resource. There is a municipal airport, nearby rail system and provincial power grid within eight km of the mine. The underground infrastructure includes a three-compartment shaft, production decline to 520 metres below surface and lateral developments on three levels.

#### **Jack Nathan Medical Corp. Completes Qualifying Transaction and Concurrent \$5.65 Million Financing and Lists on the TSX Venture Exchange (Sept 2020)**

Counsel to Jack Nathan Medical Inc. in connection with its equity financing of \$5.65 million and the completion of the qualifying transaction with Woodbridge Ventures Inc. The brokered financing was co-led by PI Financial Corp. and Regent Capital Partners Inc., and included

Canaccord Genuity Corp. and Eight Capital. The resulting issuer is known as Jack Nathan Medical Corp. and commenced trading on the TSXV on October 6, 2020.

**Torque Esports Completes Acquisitions of Frankly Inc. and WinView, Inc. (May 2020)**

Counsel to Torque Esports Corp. in connection with the acquisition of each of Frankly and WinView by Torque.

Torque acquired all of the issued and outstanding shares of Frankly in exchange for consideration of one Torque common share for each Frankly common share acquired, pursuant to a court approved plan of arrangement resulting in the issuance of 33,249,106 common shares of Torque upon closing the business combination. Torque also concurrently indirectly acquired WinView, pursuant to a statutory merger under the laws of the State of Delaware, with WinView securityholders receiving an aggregate of 26,399,960 common shares of Torque as well as certain contingent consideration.

**Kneat Completes \$12,650,978 Public Equity Financing and Concurrent \$1,830,522 Non-Brokered Private Placement Equity Financing (March 2020)**

kneat.com, inc. closed a short form prospectus offering, including the full exercise of the over-allotment option. The Company sold 6,024,275 common shares at a price of \$2.10 per common share for aggregate gross proceeds of \$12,650,978. The Offering was completed by a syndicate of underwriters co-led by Cormark Securities Inc., and Canaccord Genuity Corp. and including Echelon Wealth Partners Inc. and Mackie Research Capital Corporation. The Company also completed a non-brokered private placement of 871,677 common shares at a price of \$2.10 per common share for aggregate gross proceeds of \$1,830,522.

Foglers acted as counsel to kneat.com, inc.

**Foxquilt Completes \$3.2 Million Financing (March 2020)**

Counsel to Foxquilt, a growing insurance financial technology company leveraging big data and AI to change the insurance landscape, in connection with the completion of a \$3.2 million seed round.

**Torque Esports Acquires UMG Media Ltd. (December 2019)**

Counsel to Torque Esports Corp. in respect of the acquisition of UMG Media Ltd. pursuant to a plan of arrangement under the Business Corporations Act (Alberta) involving Torque, UMG and the holders of common shares of UMG which was completed on December 31, 2019.

**WeedMD Acquires Starseed Holdings Inc. and Completes \$25 Million Strategic Equity Financing (December 2019)**

Counsel to WeedMD Inc., a federally-licensed producer and distributor of medical-grade cannabis, in regard to its acquisition of Starseed Holdings Inc., a medically-focused, federally-licensed cannabis company. Concurrent with the closing of the acquisition, WeedMD also completed a strategic \$25 million equity financing with the LiUNA Pension Fund of Central and Eastern Canada, the largest shareholder of Starseed, which was approved by the shareholders of WeedMD at a shareholder meeting held in February 2020.

**WeedMD Completes \$13.1 Million Bought Deal Financing (September 2019)**

Counsel to WeedMD Inc. (TSXV: WMD), a federally-licensed producer and distributor of medical grade cannabis, which completed a \$13.1M bought deal short form prospectus offering of convertible debenture units. The offering was conducted by a syndicate of underwriters led by Mackie Research Capital Corporation, and included Haywood Securities Inc.

**Millennial Esports Completes \$15 Million Convertible Debenture Financing (August 2019)**

Counsel to Millennial Esports Corp. in connection with the completion of a \$15 million convertible debenture financing.

**Platform Group Raises \$1.5M Led by MaRS IAF & Blindspot (June 2019)**

Counsel to Platform Group Limited, a capital markets financial technology company, in connection with the closing of a \$1.5 million seed financing round. The round was led by MaRS Investment Accelerator Fund (IAF), co-led by Blindspot Inc. and included other strategic and professional investors.

**Leading Esports Company Raises \$7.5 Million (May 2019)**

Reciprocity Corp. has completed equity raises totalling \$7.5 million. Reciprocity is a premier professional esports team franchise and content creator with the goal to become an industry leading brand with a large, loyal, and passionate fan base.

Foglers acted as counsel to Reciprocity with respect to the offerings.

**CannTrust Holdings Completes US\$195.5 Million Underwritten Public Offering of Common Shares (May 2019)**

CannTrust Holdings completed an underwritten public offering of 36,363,636 common shares at a price to the public of US\$5.50 per share. The Company sold 30,909,091 common shares in the offering for total gross proceeds to the Company of US\$170 million and certain shareholders sold 5,454,545 common shares in the offering. The underwriters subsequently exercised in full their option to purchase 4,636,363 and 818,182 additional common shares, respectively, from the Company and a certain selling shareholder, at the public offering price, resulting in total gross proceeds to the Company of approximately U.S.\$25.5 million in connection with the option to purchase and US\$195.5 million in the aggregate from the offering.

BofA Merrill Lynch, Citigroup, Credit Suisse Securities (USA) LLC and RBC Capital Markets acted as lead book-running managers for the offering. Jefferies LLC and Canaccord Genuity LLC also acted as book-running managers.

The offering was a cross-border public offering which fell under the Multijurisdictional Disclosure System.

Foglers acted as counsel to CannTrust with respect to the offering.

**WeedMD Enters Into \$39 Million Debt Facility with BMO and Acquires 98-acre Licensed Strathroy Property (March 2019)**

WeedMD, a federally-licensed producer and distributor of medical-grade cannabis, entered into a credit facility with Bank of Montreal (BMO). Under the terms of the credit facility, BMO will provide WeedMD up to \$39 million of secured debt financing at a rate of interest that is expected to average in the low-to-high 5% per annum range over a three-year term.

The facility consists of a \$33.1 million term loan, a \$3.0 million equipment term loan and a \$3.0 million revolving credit facility, all of which mature in 2022. WeedMD may, at its discretion, repay the balance of the loans without penalty at any time during the term.

Concurrently, WeedMD exercised its option to purchase the Health Canada-licensed, 98-acre Strathroy property from Perfect Pick Farms. The Strathroy purchase includes the licensed 610,000 sq. ft. state-of-the-art hybrid-greenhouse, more than 100,000 sq. ft. of ancillary structures and all other infrastructure and equipment as well the 50 acres of land upon

which the company intends to cultivate outdoor cannabis.

WeedMD subsequently acquired an additional 60 acres of land located directly adjacent to its 98-acre Strathroy property, increasing the potential outdoor grow area to more than 100 acres.

Foglers acted as counsel to WeedMD with respect to the BMO credit facility, the acquisition of the Strathroy property and the land acquisition.

**kneat.com Completes \$6,339,375 Public Equity Financing and Concurrent \$2,178,159 Non-Brokered Private Placement Equity Financing (February 2019)**

kneat.com, inc. closed a short form prospectus offering, including the full exercise of the over-allotment option. The Company sold 6,037,500 common shares at a price of \$1.05 per common share for aggregate gross proceeds of \$6,339,375. The Offering was completed by a syndicate of underwriters led by Cormark Securities Inc., and including Echelon Wealth Partners Inc. and Mackie Research Capital Corporation. The Company also completed a non-brokered private placement of 2,074,437 common shares at a price of \$1.05 per common share for aggregate gross proceeds of \$2,178,159.

Foglers acted as counsel to kneat.com, inc.

**Braveheart Resources Acquires Purcell Basin Minerals Pursuant to CCAA (Jan 2019)**

Counsel to Braveheart Resources Inc. in connection with its acquisition of Purcell Basin Minerals Inc. pursuant to a Plan of Arrangement and made pursuant to the Companies' Creditors Arrangement Act. Total consideration for the acquisition was approximately \$12 million including repayment of secured debt, assumption of debt and issuance of securities of Braveheart.

Purcell Basin's principal asset is the Gallowai Bul River Mine in the East Kootenays of southeast British Columbia.

**Bragg Gaming Group Acquires Oryx and Completes \$14 million Equity Financing (November 2018)**

On December 20, 2018, Bragg Gaming (formerly Breaking Data Corp.) completed the acquisition of AA Acquisition Group Inc. ("AAA") effected via a "three-cornered amalgamation" of AAA with a wholly-owned subsidiary of Bragg Gaming. Bragg Gaming acquired all of the issued and outstanding securities of AAA in exchange for the issuance to AAA shareholders of 20,999,994 common shares of Bragg Gaming on a pro-rata basis.

AAA is a special purpose vehicle incorporated with the primary purpose of acquiring Oryx International Gaming, a gaming and turnkey solutions provider based in the United States and Malta with a subsidiary in Slovenia. Oryx offers a proprietary i-gaming platform and a diverse portfolio of proprietary and 3rd party Sportsbook, Lottery and Casino products with over 5,000 content titles included. On December 20, 2018, AAA acquired all of the issued and outstanding membership interests of Oryx for consideration in the aggregate of €7.5 million in addition to earn-out payments.

Bragg Gaming also completed an offering of 27,058,802 Subscription Receipts at a price of C\$0.51 per Subscription Receipt for gross proceeds of approximately C\$13,800,000.

Foglers acted as counsel to Bragg Gaming.

**Foxquilt Completes \$1.2 Million Seed Financing (October 2018)**

Counsel to Foxquilt, a growing insurance financial technology company leveraging big data and AI to change the insurance landscape, in



connection with the completion of a \$1.2 million seed round, led by Extreme Venture Partners.

#### **Canopy Growth Corporation Acquires Hiku Brands (September 2018)**

On September 5, 2018, Canopy Growth Corporation announced the acquisition of Hiku Brands Company Ltd.

Hiku Brands Company Ltd. had previously entered into a merger transaction with WeedMD Inc., which was terminated on July 10, 2018, pursuant to which WeedMD Inc. received a \$10 million termination fee. Fogler, Rubinoff LLP was counsel to WeedMD Inc.

#### **Sarment Holding Limited Completes \$19 Million Initial Public Offering (August 2018)**

Sarment Holding Limited closed its initial public offering of an aggregate of 6,057,553 ordinary shares at a price of \$3.15 per ordinary share for total gross proceeds of CAD\$19,081,292.

The Offering was managed by a syndicate of agents led by Haywood Securities Inc., as sole bookrunner, and including Canaccord Genuity Corp., Cormark Securities Inc. and Paradigm Capital Inc. Fogler, Rubinoff LLP was counsel to the Agents.

#### **ACMPR Licensed Producer Completes \$6 Million Equity Financing (July 2018)**

Counsel to a confidential client which completed a brokered \$6 million private placement of common shares. The client is a Licensed Producer under the ACMPR.

#### **CannTrust Completes \$100,395,000 Bought Deal Financing (June 2018)**

Counsel to CannTrust Holdings Inc. in connection with a short form prospectus offering, including the full exercise of the over-allotment option, of a total of 11,155,000 units of the Company sold at a price of \$9.00 per Unit for aggregate gross proceeds of \$100,395,000. The Offering was completed by a syndicate of underwriters co-led by Canaccord Genuity Corp. and GMP Securities L.P. and including Echelon Wealth Partners Inc., Bloom Burton Securities Inc., Cormark Securities Inc. and Haywood Securities Inc.

Each Unit consists of one common share of the Company and one-half of one Common Share purchase warrant, with each whole warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$12.00, until June 5, 2020.

The Company intends to use the net proceeds from the Offering to increase its Canadian processing capability, domestic and international capacity expansion and for general working capital purposes.

#### **kneat.com, inc. Completes \$6.185 Million Brokered Private Placement (April 2018)**

Counsel to kneat.com, inc. in connection with a private placement of 6,871,830 common shares at a price of \$0.90 per share for gross proceeds of \$6,184,647. The financing was completed through a syndicate of agents led by Echelon Wealth Partners Inc., and including Bloom Burton Securities Inc. and Industrial Alliance Securities.

Kneat develops and markets the next generation Kneat Gx software platform. Multiple business processes can be configured on the platform from equipment to computer system validation, through to production record execution and quality document management. Kneat Gx allows users to author, review, approve, execute testing online, manage any exceptions and post approve final deliverables in a controlled FDA 21 CFR



Part 11/ Eudraxex Annex 11 compliant platform. Macro and micro report dashboards enable powerful oversight into all systems, projects and processes world wide. Customer case studies are reporting productivity improvements in excess of 100% and a higher compliance standard.

### **Millennial Esports Completes \$13 Million Equity Financing and Acquisition of a Controlling Interest in Eden Games (January 2018)**

Counsel to Millennial Esports Corp. in connection with the issuance of 18,804,075 units at an issuance price of \$0.70 per unit for gross proceeds of \$13,162,852. Each unit is comprised of one common share of Millennial and one-half of one (1/2) common share purchase warrant of Millennial, with each whole Warrant entitles the holder to acquire one common share of Millennial for a period of 24 months from the date of issuance of the Warrant at an exercise price of \$1.20 per share.

Millennial used part of the proceeds from the financing to complete the previously announced acquisition of an approximate 82.5% majority interest of Eden Games. The Company paid EUR6,904,039.72 and issued 4,438,522 common shares of Millennial Esports to securityholders of Eden Games in exchange for acquiring the approximate 82.5% majority interest.

Eden Games is part of Millennial's offering in motor sports and Esports racing. The innovative French video game publisher took the mobile gaming world by storm with the release of Gear.Club, an immensely popular racing game that has been downloaded more than 6.5 million times. Gear.Club Unlimited was recently made available as the first realistic racing game on the Nintendo Switch.

### **WeedMD Completes \$34.5 Million Bought Deal Equity Financing (January 2018)**

Counsel to WeedMD in connection with a short form prospectus offering, including the full exercise of the over-allotment option, of a total of 16,046,511 units of the Company sold at a price of \$2.15 per Unit for aggregate gross proceeds of \$34,500,000. The offering was completed by a syndicate of underwriters including Eight Capital as sole bookrunner and co-lead underwriter with Mackie Research Capital Corporation and including Haywood Securities Inc.

Each Unit consists of one common share of the Company and one-half of one Common Share purchase warrant, with each whole warrant entitling the holder thereof to purchase one Common Share at an exercise price of \$2.90, until January 11, 2020.

The Company intends to use the net proceeds of the offering to expand its lease footprint and retrofitting plans and operations at its 14-acre Strathroy Greenhouse, to purchase and further develop its Aylmer Facility, to pursue potential strategic domestic and international opportunities and for working capital and general corporate purposes.

### **CannTrust Completes \$20 Million Bought Deal Equity Financing (November 2017)**

Counsel to CannTrust Holdings Inc. in respect of its bought deal private placement financing of 4,000,000 Common Shares of the Company at a price of \$5.00 per share for gross proceeds of \$20,000,000 with a syndicate of underwriters led by Echelon Wealth Partners Inc. and Bloom Burton Securities Inc. and including Canaccord Genuity Corp., Eight Capital Corp. and Haywood Securities Inc.

The net proceeds of the Offering are expected to be used to fund the Phase 2 build out of CannTrust's recently licensed Niagara Greenhouse Facility and for general corporate and working capital purposes.

### **WeedMD Completes \$15 Million Bought Deal Convertible**

**Debenture Financing (November 2017)**

Counsel to WeedMD Inc. in respect of its bought deal private placement financing of 15,000 convertible unsecured debentures of the Company at a price per Convertible Debenture of \$1,000.00 for gross proceeds of \$15,000,000 with a syndicate of underwriters led by Eight Capital and including Haywood Securities Inc. and Mackie Research Capital Corporation. The Convertible Debentures shall bear interest at a rate of 8.0% per annum from the date of issue, and will be convertible at the option of the holder into common shares of the Company at any time prior to the close of business on the Maturity Date at a conversion price of \$1.20 per Share. At any time after March 3, 2018, the Company may force the conversion of all of the principal amount of the then outstanding Convertible Debentures at the Conversion Price on 30 days prior written notice should the (1) daily volume weighted average trading price of the Shares be greater than \$2.00, for any 10 consecutive trading days, and (2) the volume traded during each VWAP day is not less than 50,000 common shares.

**\$10 Million Royalty/Streaming Financing by ACMPR Applicant (August 2017)**

Counsel to a confidential client which completed a \$10 million royalty/streaming financing with respect to future production of cannabis under the Access to Cannabis for Medical Purposes Regulations (ACMPR). The financing was provided by a firm which specializes in providing financing to Licensed Producer applicants under the ACMPR. The client is a late-stage Licensed Producer applicant under the ACMPR.

**CannTrust Completes \$25 Million Special Warrant Financing and Commences Trading (August 2017)**

On February 16, 2017, CannTrust Holdings Inc. issued 12,584,100 special warrants at an issue price of \$2.00 per special warrant for gross proceeds of \$25,168,200, and concurrently issued 510,000 common shares at an issue price of \$2.00 per share for gross proceeds of \$1,020,000. A prospectus qualifying the common shares underlying the special warrants was receipted by the applicable securities commissions in Canada on August 11, 2017 and the common shares of CannTrust Holdings Inc. commenced trading on the Canadian Securities Exchange on August 21, 2017.

**Equifax Acquires ID Watchdog for US\$63 million (August 2017)**

Canadian Counsel to ID Watchdog, Inc. in connection with its acquisition by Equifax Inc. (NYSE:EFX) for approximately US\$63 million, which was completed by way of a statutory merger under the law of the Cayman Islands.

**About ID Watchdog**

ID Watchdog provides award-winning identity theft protection and resolution services to the employee benefits marketplace and also offers breach resolution, white label, wholesale, and embedded programs. Founded in 2005 and headquartered in Denver, Colorado, ID Watchdog leverages proprietary technology that searches billions of data points to detect changes in the personal identity profiles of each subscriber and provides resolution services.

ID Watchdog holds six industry awards for its identity protection software and service. The Company has been recognized for its leadership in identity theft protection, detection, and resolution as well as for its innovative technology, premier customer service, and personalized communication.

**Solitario Zinc Corp. Acquires Zazu Metals Corporation (July 2017)**

Counsel to Solitario Zinc Corp. (formerly Solitario Exploration & Royalty Corp.) in connection with its acquisition of Zazu Metals Corporation pursuant to a plan of arrangement under the Canada Business Corporations Act. Zazu's principal asset is its 50% operating interest in

the Lik zinc-lead-silver deposit in Northwest Alaska, which is large tonnage, high-grade and potentially open pit. Teck Resources Limited is a 50% partner with Solitario in the Lik deposit, with Solitario acting as the project manager. Zazu completed a positive PEA on the Lik deposit in 2014.

**Harvest One Cannabis Inc. Completes \$25 Million Financing and Lists on TSX Venture Exchange (April 2017)**

Harvest One Cannabis Inc. commenced trading on the TSX Venture Exchange on April 28, 2017 upon completion of its qualifying transaction. Concurrent with the closing of the qualifying transaction, Harvest One Cannabis completed a \$25 million equity financing with a syndicate of Agents led by Mackie Research Capital Corporation, and including Canaccord Genuity Corp., Eight Capital and GMP Securities L.P. Pursuant to the Offering, Harvest One Cannabis initially issued 33,333,334 subscription receipts at an issue price of \$0.75 per subscription receipt. Upon completion of the qualifying transaction, Harvest One Cannabis issued 33,333,334 common shares and 16,666,667 warrants on conversion of the 33,333,334 subscription receipts. Each warrant will entitle the holder thereof to purchase one common share at a price of \$1.00 for a period of 36 months.

Foglers was counsel to the Agents in respect of the Offering.

**WeedMD Completes \$7.6 Million Financing and Lists on the TSX Venture Exchange (April 2017)**

Counsel to WeedMD Rx Inc. in connection with a \$7.6 million financing and the completion of the qualifying transaction with Aumento Capital V Corporation. The resulting issuer is known as WeedMD Inc. and commenced trading on the TSXV on April 27, 2017.

The financing was initially completed as a convertible debenture financing in November 2016, and upon completion of the qualifying transaction the convertible debentures were automatically converted into units of the resulting issuer at a price of \$0.60 per unit, with each unit comprised of a common share and a warrant. Each warrant is exercisable into a common share at an exercise price of \$0.80 for 24 months.

**Breaking Data Corp. Acquires GiveMeSport.com and Completes \$5 million Equity Financing (April 2017)**

Counsel to Breaking Data Corp. in respect of its acquisition of Sports New Media Holdings Limited (SNM), a corporation existing under the laws of the United Kingdom, which is the owner of GiveMeSport.com and its related businesses.

Concurrent with the closing of the acquisition, Breaking Data completed a \$5 million equity financing with a syndicate of agents led by Clarus Securities Inc. and including Haywood Securities Inc. Pursuant to the offering, Breaking Data initially issued 12,500,000 subscription receipts at an issue price of \$0.40 per subscription receipt. Upon completion of the acquisition of SNM, Breaking Data issued 12,500,000 common shares and 6,250,000 warrants on conversion of the 12,500,000 subscription receipts. Each warrant will entitle the holder thereof to purchase one common share at a price of \$0.70 for a period of 24 months.

**Breaking Data Corp. Completes \$5 Million Bought Deal Financing (October 2016)**

Counsel to Breaking Data Corp. in respect of its bought deal private placement financing with a syndicate of underwriters led by Clarus Securities Inc. and including Haywood Securities Inc. Pursuant to the offering, the company issued 27,777,700 units of the company at a price of \$0.18 per unit, including 3,877,700 units issued pursuant to the full exercise of the underwriters' over-allotment option, for aggregate gross proceeds of \$4,999,986. Each unit is comprised of one common share in the capital of the company and one common share purchase warrant.

Each warrant will entitle the holder thereof to purchase one common share at a price of \$0.24 for a period of 24 months following closing of the offering.

**Millennial Esports Corp. Completes Qualifying Transaction and \$6 million Financing; Commences Trading on TSXV (October 2016)**

Counsel to Pro Gaming League Inc. in connection with combined equity financings of \$6 million and the completion of the qualifying transaction with Stratton Capital Corp. The resulting issuer is known as Millennial Esports Corp. and commenced trading on the TSXV on October 27, 2016.

Millennial Esports Corp. is the first publically traded company in North America which is focused on the burgeoning business of esports.

**Abba Medix Group Completes \$6 Million Financing in Support of Proposed Clinical Wellness Acquisitions (September 2016)**

Abba Medix Group Inc. ("Abba" or the "Company") (CSE:ABA) issued and sold on a subscription receipt basis, 19,001,000 Equity Units (the "Equity Unit Subscription Receipts") and 1,275 Debenture Units (the "Debenture Unit Subscription Receipts") at a subscription price of \$0.25 per Equity Unit Subscription Receipt and \$1,000 per Debenture Unit Subscription Receipt for aggregate gross proceeds of \$6,025,000. The Offering was completed in connection with the acquisition by Abba of Marijuana for Trauma Inc. and The Longevity Project.

Mackie Research Capital Corporation acted as sole agent in connection with the Offering. Foglers was counsel to Mackie Research Capital Corporation in respect of the Offering.

**kneat.com Completes Merger Transaction and Spin-Out of Fortune Bay Mining Assets (July 2016)**

Counsel to kneat.com, inc. (formerly, Fortune Bay Corp.) in connection with: (i) the spin-out of its resource properties by way of a court-approved plan of arrangement in Ontario; and (ii) the acquisition of 100% of the issued and outstanding ordinary shares of Kneat Solutions Limited by way of a concurrent scheme of arrangement in Ireland.

kneat.com, inc. and Fortune Bay Corp. both commenced trading on the TSXV on July 5, 2016.

**Imex Systems Inc. Completes \$3.5 million in Financings and Commences Trading on the TSXV (June 2016)**

Counsel to Imex Systems Inc., a Canadian software solution provider to Governments, Municipalities and Public Authorities, in connection with the completion of financings totalling \$3.5 million over the course of 2015 and 2016. Imex commenced trading on the TSXV in June 2016.

**MediaValet Inc. Completes \$1.5 Million Private Placement (April 2016)**

Counsel to Haywood Securities Inc. which acted as agent in connection with a private placement of equity units by MediaValet Inc., a leading provider of cloud-based digital asset management software. The brokered private placement consisted of the sale of 9,464,794 units at a price of \$0.16 per Unit for gross proceeds of \$1,514,367.

**Industrial Alliance Securities acquires Burgeonvest Bick Corporation (December 2015)**

Industrial Alliance Securities Inc. acquired Burgeonvest Bick Corporation, the sole shareholder of Burgeonvest Bick Securities Limited, a securities brokerage firm and IIROC dealer member, which included a network of licensed advisors across southern Ontario with assets under administration of about \$840 million.

Foglers acted as counsel to the shareholders of Burgeonvest Bick Corporation.

**Solitario and Ely Gold Sell Interest in Mt. Hamilton Gold Project to Waterton for Total Consideration of US\$30 Million (August 2015)**

Canadian counsel to Solitario Exploration & Royalty Corp. in connection with the sale of its 80% interest in the Mt. Hamilton Gold Project, which was sold along with Ely Gold & Minerals Inc.'s 20% interest in the project. The transaction was structured as the sale of the sellers' membership interests in Mt. Hamilton LLC, a limited liability company that held 100% of the Mt. Hamilton assets, to Waterton Nevada Splitter, LLC, a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman, LP, for total cash proceeds of US\$30 million.

**Spylogics International Completes Equity and Debt Financings Totalling \$5.25 Million (February/March 2015)**

Counsel to Spylogics International Corp. in connection with non-brokered private placements totalling \$5.25 million.

In February 2015, Spylogics completed a \$1.5 million unit financing at an issue price of \$0.35 per unit. At the same time, Spylogics issued a \$500,000 convertible debenture to a strategic investor with no interest charge and convertible into units of Spylogics at a price of \$0.38 per unit.

In March 2015, Spylogics completed a \$3.25 million unit financing at an issue price of \$0.40 per unit.

**Primero Completes Acquisition of Brigus Gold Corp. and Spin-Out of Fortune Bay Corp. (March 2014)**

Counsel to Brigus Gold Corp. in connection with its acquisition by Primero Mining Corp. pursuant to a plan of arrangement for aggregate consideration of approximately \$310 million (including assumed debt). As part of the plan of arrangement, Brigus' non-Ontario assets, including the Goldfields Project in Saskatchewan, were spun-out into Fortune Bay Corp., a TSX listed company.

**Aurora Spine Corporation Completes Initial Public Offering (September 5, 2013)**

Counsel to M Partners Inc. in connection with its acting as agent for Aurora Spine Corporation in respect of its \$3.6 million initial public offering.

**Spylogics International Corp. Completes Acquisition of Poynt (July 31, 2013)**

Counsel to Spylogics International Corp. in connection with the acquisition of Poynt Inc., the owner of the Poynt mobile application and other IP assets, including a number of early stage patents granted in their key business areas, which are primarily mobile advertising and other related industries.

**Spylogics International Corp. Completes \$6.1 Million Subscription Receipt Financing (July 30, 2013)**

Counsel to Spylogics International Corp. in connection with the issuance of a total of 15,197,340 subscription receipts at a price of \$0.40 per subscription receipt for gross proceeds of \$6,078,936. Beacon Securities Limited acted as agent in connection with the financing.

**Mezzanine Financing by Energy Marketing and Selling Business (June 2013)**

Counsel to a North American based natural gas and electricity marketing

and selling business in connection with the completion of a mezzanine financing with a private equity investor.

**Closing of Private Placement by Real Estate LP (January 2013)**

Counsel to the agent in connection with a \$1.5 million private placement by a US-focused real estate limited partnership.

**New Slate of Directors Appointed by Shareholders of Continental Precious Minerals (December 20, 2012)**

Counsel to the dissidents in connection with a successful proxy campaign to replace the board of directors of Continental Precious Minerals Inc.

**Acquisition of Energy Marketing and Selling Business (November 2012)**

Counsel to the purchaser of a North American based natural gas and electricity marketing and selling business.

**Brigus Gold Corp. Completes \$10,048,445 Flow-Through Share Financing (November 1, 2012)**

Counsel to Brigus Gold Corp. in respect of its \$10 million private placement of flow-through shares on a bought deal basis.

**Brigus Gold Closes \$30 Million Bought Deal Debt Financing (October 30, 2012)**

Counsel to Brigus Gold Corp. in respect of its \$30 million private placement of gold-linked secured notes.

**Parrish Heinbecker Limited Acquires Thirdcoast Limited by way of Take-over Bid (July 5, 2012)**

Counsel to Thirdcoast Limited and its independent committee in respect of its \$48 million acquisition by Parrish & Heimbecker Limited.

**Brigus Gold Closes \$15 Million Bought Deal Equity Financing (March 15, 2012)**

Counsel to Brigus Gold Corp. in respect of its \$15 million short form prospectus offering of common shares

**US Gold and Minera Andes Complete Business Combination (January 24, 2012)**

Counsel to the financial advisor to Minera Andes Inc. in connection with its business combination with US Gold Corporation resulting in the formation of McEwen Mining Inc.

**Brigus Gold Corp. Completes \$8,170,000 Flow-Through Share Financing (December 2, 2011)**

Counsel to Brigus Gold Corp. in respect of its \$8 million private placement of flow-through shares on a guaranteed agency basis

**Brigus Gold Completes US \$50 Million Bought Deal of Convertible Debentures (March 23, 2011)**

Counsel to Brigus Gold Corp. in respect of its US\$50 million short form prospectus offering and listing on the Toronto Stock Exchange of convertible debentures

**Onsino Capital Corporation Completes Qualifying Transaction with Quia Resources Inc. and Concurrent Financing (December 30, 2010)**

Counsel to Quia Resources Inc., a gold exploration company focused on

Colombia, in connection with various private placements totalling approximately \$10 million as a private company, and its plan of arrangement with Onsin Capital Corp. resulting in Quia Resources Inc. becoming listed on the TSX Venture Exchange.

**Aurcana Corporation Closes \$60 Million Equity Financing (December 8, 2010)**

Counsel to Sunel Securities Inc. in connection with its acting as agent for Aurcana Corporation in respect of a \$60 million private placement of units.

**Brigus Gold Sells Gold Stream for \$56.3 Million (November 9, 2010)**

Counsel to Brigus Gold Corp. in respect of its negotiation and entering into of a gold stream agreement with Sandstorm Resources Ltd. resulting in Sandstorm making an upfront payment of US\$56.3 million to Brigus Gold.

**Brigus Gold Completes \$57.5 Million Financing (October 19, 2010)**

Counsel to Brigus Gold Corp. in respect of its \$57.5 million short form prospectus offering of units and flow-through shares.

**Brigus Gold Completes \$14 Million Private Placement Financing of Flow-Through Shares (July 30, 2010)**

Counsel to Brigus Gold Corp. in respect of its \$14 million private placement of flow-through shares on a guaranteed agency basis.

**Apollo and Linear Complete Merger to Create Brigus Gold (June 24, 2010)**

Counsel to Apollo Gold Corporation in connection with its business combination with Linear Gold Corp. resulting in the formation of Brigus Gold Corp., a growing gold producer listed on the TSX.

**Ram Power Corp. Completes Business Combination with Polaris Geothermal Inc. and Western GeoPower Corp. (October 20, 2009)**

Counsel to Polaris Geothermal Inc. in connection with a plan of arrangement involving the amalgamation of Polaris Geothermal Inc., Western GeoPower Corp. and GTO Resources Inc. and the concurrent acquisition of Ram Power Inc. and the raising of \$180 million in equity financing resulting in the formation of Ram Power, Corp., a TSX listed entity.

**Apollo Gold Completes \$13 Million Flow-Through Financing (July 15, 2009)**

Canadian counsel to Apollo Gold Corporation in respect of its \$13 million bought deal private placement offering of flow-through shares and common shares.

**Aquiline Resources Inc. Completes \$18,225,000 Financing (June 4, 2009)**

Counsel to Aquiline Resources Inc. in respect of its \$18.225 million short form prospectus offering of common shares.

**Apollo Gold Arranges US \$70 Million Project Facility (February 20, 2009)**

Counsel to Apollo Gold Corporation in respect of a US\$70 million project facility with Macquarie Bank Ltd. and RMB Resources Inc. for the development of the Black Fox Project and the earlier US\$15 million bridge facility obtained by Apollo Gold Corporation from the same parties



completed in December 2008.

**Loring Ward Completes Plan of Arrangement (January 23, 2009)**

Counsel to Werba Reinhard in respect of its US\$82 million acquisition of Loring Ward International Ltd.

**Algonquin Power Income Fund and Highground Capital Corp. Complete Business Combination (August 1, 2008)**

Counsel to Highground Capital Corp. in respect of its \$23 million business combination with Algonquin Power Income Fund

**Apollo Gold Completes Acquisition of Stock Mill Complex (July 28, 2008)**

Counsel to Apollo Gold Corporation in respect of its purchase of the Mill Complex from St Andrew Goldfields for \$20 million

**Apollo Gold Corporation Completes \$20.5 Million Financing (July 24, 2008)**

Canadian counsel to Apollo Gold Corporation in respect of its \$20.5 million short form prospectus offering of units in Canada and the US

**Marathon Closes \$20 Million Bought Deal Offering (April 17, 2008)**

Counsel to Marathon PGM Corporation in respect of its \$20 million short form prospectus offering of units

**Aquiline Resources Completes Acquisition of Absolut Resources Corp. (April 1, 2008)**

Counsel to Aquiline Resources Inc. in respect of its \$24 million business combination with Absolut Resources Corp.

**Polaris Geothermal Completes \$32 Million Private Placement (July 27, 2007)**

Counsel to Polaris Geothermal Inc. in respect of its \$32 million private placement offering of units

**Constellation Copper Corporation Completes \$69 Million Convertible Debenture Financing (March 27, 2007)**

Counsel to Constellation Copper Corporation in respect of its \$69 million short form prospectus offering (including the exercise of the over-allotment option) and listing on the Toronto Stock Exchange of convertible debentures.

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