



## Rami Chalabi

### Partner

Toronto

[rchalabi@mccarthy.ca](mailto:rchalabi@mccarthy.ca)

t. +1 416-601-8125

+ 1 647-308-9152

### Bar Admission

Ontario 2011

### Law School

University of Western Ontario  
University of Toronto

### Industries

Cannabis

### Practices

Mergers & Acquisitions  
Capital Markets

## Rami uses excellent commercial judgment and technical knowledge to safeguard client's interests and help them achieve their business goals

Rami Chalabi is a partner in the firm's Business Law Group in Toronto and a member of the firm's national Cannabis Group. He has a dynamic corporate commercial practice and is an expert in guiding businesses through complex transactions. With a practice focused on mergers and acquisitions, joint ventures and strategic alliances, and corporate finance, Rami has acted in both the Canadian and cross-border context.

Rami advises a range of clients across the cannabis industry and is resolute in helping them identify and pursue strategic growth opportunities. He works to actively forge business partnerships between Canadian companies looking to expand domestically and internationally, and foreign entities looking to take advantage of Canada's legalization of recreational cannabis.

From emerging companies to large publicly traded issuers, Rami is trusted by clients to understand their business needs and defend their interests with pragmatic and strategic counsel. In addition to his expertise in cannabis law, he has extensive experience acting in a broad range of industries including mining, real estate, technology, financial services, media & telecommunications and healthcare.

Rami's representative transactions include:

- Auxly Cannabis Group in its C\$123 million private placement of a convertible debenture with Imperial Brands, a UK-based tobacco company
- The Valens Company, in connection with its acquisition of LYF Food Technologies Inc.
- Sundial Growers Inc. in connection with its acquisition of \$58.9 million principal amount of secured debt in Zenabis Global Inc.
- Auxly Cannabis Group Inc., in connection with an exclusive licensing and manufacturing agreement with dosist, a leading California-based vape wellness brand
- CannTrust Inc., in connection with its ongoing strategic review and regulatory matters
- Canaccord Genuity Corp. as lead underwriter, in the C\$100 million initial public offering of Can accord Genuity Growth II Corp., a special purpose acquisition corporation formed for the purposes of making acquisitions in the cannabis sector
- BioSteel Sports Nutrition Inc. in its sale of a majority stake to Canopy Growth Corp.
- Supreme Cannabis Company, in connection with its wholesale and genetics supply arrangements with various licensed producers

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- WILL Cannabis, in connection with its sale to Growforce Holdings Inc.
- Lead investor, in the \$UW135-million Series C private equity and debt financing of Purch, an integrated digital content and commerce company
- Algonquin Power and Utilities Corp., co-led by CIBC World Markets Inc. and Scotia Capital Inc. in Algonquin's \$1.5 billion offering of convertible debentures on an installment basis to partially finance its \$3.4 billion acquisition of the Empire Electric Company
- Catalyst Capital Group Inc. in the acquisition of substantially all of the assets of Advantage Rent-A-Car pursuant to a sale process under section 363 of the US Bankruptcy Code
- VimpelCom Ltd., in its sale process and disposition of their debt and equity interests in the Globalive group of companies in Canada, including Globalive Wireless Management Corp. (WIND Mobile), including the forgiveness or sale of approximately \$2 billion of debt owed by WIND Mobile and the sale of their equity interests in WIND Mobile for approximately \$130 million
- Glencore International, in its acquisition of all the outstanding shares of Viterra for approximately \$6.1 billion by way of a plan of arrangement and the sale of certain assets of Viterra to each of Agrium and Richardson International for aggregate proceeds of approximately \$2.6 billion
- Xstrata Coal, in its US\$435-million sale of a 25% interest in its British Columbia coal operations to JX Nippon Oil & Energy. Xstrata Coal, in its acquisition of the Sukunka hard coking coal deposit from Talisman Energy Inc. for US\$500 million. RuggedCom Inc., a leading provider of rugged communications networking solutions designed for mission-critical applications in harsh environments, in its defense of an unsolicited take-over bid by Belden Inc. and subsequent supported acquisition by Siemens Canada Limited by way of takeover bid for approximately \$440 million

In addition, Rami is regarded as a thought leader in the high-growth cannabis market and is an adjunct professor at the University of Western Ontario, Faculty of Law, teaching "Cannabis Law and Practice".

Rami's other professional experiences include working for an international organization in Geneva, Switzerland, and as a journalist in Beirut, Lebanon. He received his B.A. from the University of Toronto in 2006 and his JD from the University of Western Ontario in 2010. He was called to the Ontario Bar in 2011.

## Awards & Rankings

### Chambers Canada

Leading Lawyer: Cannabis Law

### The Legal 500 - Canada

Recommended: Corporate and M&A

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## The Legal 500 - Canada

Next Generation Partner: Cannabis

## Recent Experience

- **CannTrust seeks advisement in connection with internal investigations, regulatory and compliance matters, and class action defence**  
June 30, 2021
- **Sundial Growers announces acquisition of Inner Spirit**  
May 04, 2021
- **Investment funds managed by Goldman Sachs Merchant Banking Division acquire People Corporation for C\$1.13B**  
February 17, 2021
- **We Grow BC completes business combination with retail cannabis producer Westleaf**  
December 22, 2019

## Recent Insights

- **Avoiding a trip from legal edibles to product liability class actions**  
May 19, 2020
- **Can a cannabis company prevent securities class actions?**  
May 07, 2020
- **COVID-19: Impact on the Canadian Cannabis Sector**  
April 24, 2020
- **Latest Edition of Doing Business in Canada: Available Now**  
April 20, 2020

## Events

- **McCarthy Tétrault Cannabis Symposium**  
March 25, 2020
- **A New Era?: What the 43rd Parliament means for Cannabis in Canada**  
December 09, 2019