



Rami Chalabi

Partner

Toronto

rchalabi@mccarthy.ca

t. +1 416-601-8125

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, securities law and capital markets transactions, 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
- Ace Valley, a wholly owned subsidiary of Ace Hill Beer Company, in connection with its strategic partnership with MediPharm Labs Corp. to white label cannabis products
- Auxly Cannabis Group, in connection with its \$55 million convertible debenture financing
- Supreme Cannabis Company, in connection with its wholesale and genetics supply arrangements with various licensed producers
- Ace Valley, a wholly owned subsidiary of Ace Hill Beer Company, in connection with its strategic partnership with Flowr Corporation
- Baker Technologies, a leading provider of Cannabis-specific customer relationship management software, in connection with its business

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combination and go?public transaction with Briteside Holdings, Sea Hunter Therapeutics and Sante Veritas Holdings

- WILL Cannabis, in connection with its sale to Growforce Holdings Inc.
- FSD Pharma Inc., in connection with its go?public transaction and concurrent financing
- Lead investor, in the \$UW135-million Series C private equity and debt financing of Purch, an integrated digital content and commerce company
- Nelson Education Ltd. In the restructuring and reorganization of Nelson Education Ltd. Under the Companies; Creditors Arrangement Act
- 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
- TerraVest Industries Inc. in connection with its acquisition of Maxfield Inc., a manufacturer of processing, storage and transportation equipment for the propane industry

In addition, Rami is regarded as a thought leader in the high-growth

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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

The Legal 500 - Canada

Recommended: Cannabis

The Legal 500 - Canada

Recommended: Corporate and M&A

Recent Experience

- **Auxly Cannabis closes C\$123M investment and R&D Partnership with Imperial Brands**
September 25, 2019
- **Canaccord Genuity Growth II Corp. completes C\$100M initial public offering**
April 05, 2019

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Recent Insights

- **UK Food Standards Agency Provides Guidance on Regulation of CBD Products**
February 18, 2020
- **Disclosure and Independence: Key Takeaways for Cannabis Issuers from CSA Staff Notice 51-359**
November 20, 2019
- **Regulations for Cannabis Edibles, Extracts and Topicals to Take Effect in October 2019**
August 12, 2019
- **50 New Retail Cannabis Stores to Hit Ontario**
July 09, 2019

Events

- **McCarthy Tétrault Cannabis Symposium**
March 04, 2020
- **A New Era?: What the 43rd Parliament means for Cannabis in Canada**
November 26, 2019