




PETER SIMEON

Partner

Co-Leader, National Cannabis Group

Speaks: English

Year of Call: 2002 - Ontario

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Peter Simeon

Peter Simeon is an experienced corporate commercial and securities lawyer. As a partner in Gowling WLG's Toronto office, Peter focuses his practice on corporate finance, mergers and acquisitions, and structured products.

Working closely with issuers, underwriters, and other corporate clients, Peter delivers

practical, effective advice to help businesses move their transactions forward. He has acted for clients across a range of industries, such as mining, energy and technology. His expertise includes:

- Public offerings, including initial public offerings (IPOs)
- Private placements
- Reverse takeovers and qualifying transactions
- Bought deal financings
- Secondary offerings
- Share and asset purchase transactions

In addition to his work in private practice, Peter is also an experienced in-house lawyer. He spent several years as corporate counsel at a multinational technology company, and completed a secondment at the Ontario Securities Commission in its Market Regulation Group.

In 2019, Peter was named one of Canada's "Top 25 Most Influential Lawyers" by Canadian Lawyer.

Expertise

Tech

Energy

Natural Resources

Capital Markets

Corporate Commercial

Mergers & Acquisitions

Private Equity

Cannabis

Career & Recognition

2020

August

Best Lawyers in Canada 2021

June

Lexpert Special Edition: Agribusiness and Cannabis 2020

May

Lexpert Special Edition: Technology 2020

April

Canadian Legal Lexpert Directory 2020

March

Lexpert Special Edition: Mining 2020

2019

November

Legal 500 Canada 2020

August

Canadian Lawyer Top 25 Most Influential Lawyers 2019

August

Lexpert Special Edition – Canada's Leading Energy Lawyers 2019

April

Canadian Legal Lexpert Directory 2019

2018

September

Lexpert's Leading Canadian Lawyers in Global Mining 2018/2019

August

Lexpert/ROB Canada's Leading Energy Lawyers 2018

April

Canadian Legal Lexpert Directory 2018

2017

May
Canadian Legal Lexpert Directory 2017

2002

Year of Call, Ontario

2001

Osgoode Hall Law School, LLB

1998

Queen's University, BA (Political Studies)

Memberships

- Canada's Venture Capital and Private Equity Association
- Canadian Bar Association
- Law Society of Upper Canada
- Prospectors and Developers Association of Canada

Representative Work

- Counsel to SOL Global Investment Corp. in a transaction involving its portfolio company Bluma Wellness Inc. (formerly Goldstream Minerals Inc.) in its reverse takeover transaction with CannCure Investments Inc., effected by way of a “three-cornered” amalgamation involving Bluma, CannCure and a wholly-owned subsidiary of Bluma under the Business Corporations Act (Ontario) [June 2020]
- Counsel to Frankly Inc. in its business combination with Torque Esports Corp and Winview Inc. to create Engine Media Holdings, Inc., the first public entity which offers an integrated platform dedicated to live esports, news and gaming [May 2020]

- Canadian counsel to Starling Brands, Inc., in the sale of its wholly owned subsidiary Kase Farma Inc. to HTC Extraction Systems [January 2020]
- Canadian counsel to HeavenlyRx Ltd., a subsidiary of SOL Global Investments Corp., in its acquisition of a majority share of one of the largest top ranked CBD companies, PureKana, LLC [December 2019]
- Counsel to Israeli-based international medical cannabis firm I.M.C. Holdings Ltd. in connection with its reverse takeover of Navasota Resources Inc. (now IM Cannabis Corp.) and subsequent listing on the Canadian Securities Exchange [October 2019]
- Counsel to SOL Global Investments Corp. with respect to its purchase of common shares in the capital of HeavenlyRx Ltd. for an aggregate subscription amount of approximately \$23.9 million, as a result of which SOL Global now holds 44.53% of the issued and outstanding shares of the target company [July 2019]
- Counsel to SOL Global Investments Corp. in its US\$2 million capital infusion into its portfolio company CannCure Investments Inc., resulting in SOL Global owning 97.9% of CannCure [July 2019]
- Canadian counsel to international hemp and CBD company HeavenlyRx Ltd., a portfolio company of SOL Global Investments Corp., with respect to its acquisition of a 51% interest in the shares of Tru Brands, Inc., a wellness company that is building out a suite of all-natural food products [July 2019]
- Counsel to SOL Global Investments Corp. in its US\$6.5 million capital infusion into its portfolio company CannCure Investments Inc., resulting in SOL Global owning 97.8% of CannCure [July 2019]
- Canadian counsel to HeavenlyRx Ltd., a portfolio company of SOL Global Investments, in its acquisition of a 25% stake in Jones Soda Co. [July 2019]
- Counsel to SOL Global Investments Corp. with respect to its \$50 million private placement financing by way of the issue and sale of a senior secured non-convertible debenture to an arm's length institutional investor [July 2019]
- Counsel to Khiron Life Sciences Corp. in its acquisition of NettaGrowth International Inc. and its wholly-owned subsidiary Dormul S.A. [June 2019]
- Counsel to SOL Global Investments Corp. in its acquisition of common shares and common share purchase warrants of Frankly Inc., representing 16.3% of the issued and outstanding common shares of Frankly on a non-diluted basis and 22.5% of Frankly on a partially diluted basis [June 2019]
- Counsel to Phivida Holdings Inc. a manufacturer of cannabinoid infused foods, beverages and clinical products, with respect to its \$22.5 million acquisition of e-commerce technology firm Wikala.com Inc. [May 2019]

- Counsel to Khiron Life Sciences Corp. with respect to a bought deal short form prospectus offering of common shares for aggregate gross proceeds of approximately \$28.75 million [May 2019]
- Counsel to SOL Global Investments Corp. in a US\$30.06 million investment by its portfolio company, HeavenlyRx. Ltd., in Blüten Botanicals LLC, an industry-leading hemp and hemp-derived CBD biomass farming, processing, extraction and retail company headquartered in Knoxville, Tennessee [May 2019]
- Canadian counsel to international hemp and CBD company HeavenlyRx Ltd., a portfolio company of SOL Global Investments Corp., in a non-brokered private placement financing of common shares for aggregate gross proceeds of approximately \$12.6 million [April 2019]
- Canadian counsel to SOL Global Investments Corp. in its US\$41.2 million acquisition of CannCure Investments Inc., a privately-held Ontario corporation that indirectly holds 100% of 3 Boys Farms, LLC, a Florida limited liability company with a Florida state license to cultivate, process and dispense medical marijuana [April 2019]
- Counsel to SOL Global Investments Corp. on Canadian aspects of its investment in Jones Soda Co., in which it acquired 8.19% (subsequently increased to 9.8%) of the total issued and outstanding common shares of the premium soda maker [March 2019]
- Counsel to Khiron Life Sciences Corp. with respect to the negotiation of its joint venture agreement with Dixie Brands Inc., involving the creation of a new company 50% owned by each of the companies, to manufacture and distribute cannabis-infused products to the Latin American market [March 2019]
- Counsel to cannabis e-commerce company Namaste Technologies Inc. in its acquisition of 49% of the common shares of Pineapple Express Delivery Inc. [March 2019]
- Counsel to Khiron Life Sciences Corp., an integrated medical cannabis company with core operations in Colombia, with respect to a bought deal short form prospectus offering of common shares which raised aggregate gross proceeds of approximately \$28.8 million, including proceeds from the exercise in full of the over-allotment option [February 2019]
- Counsel to SOL Global Investments Corp. with respect to its investment in European Cannabis Holdings (“ECH”), bringing SOL Global's total position in ECH to approximately 19.4% of the total issued and outstanding ordinary shares of ECH [February 2019]
- Counsel to R&D Pharma Corp., a Canadian company building a vertically integrated medical cannabis business in Jamaica, in its acquisition by Weekend Unlimited Inc. [February 2019]

- Counsel to AF1 Capital Corp., a capital pool company, with respect to its initial public offering of common shares [January 2019]
- Counsel to Khiron Life Sciences Corp., an integrated medical cannabis company with core operations in Colombia, with respect to its joint venture agreement with Dayacann, holder of Chile's first and only medical cannabis cultivation license [January 2019]
- Counsel to SOL Global Investments Corp. with respect to its investment and strategic partnership with GreenLight Pharmaceuticals Ltd., a vertically-integrated medical cannabis company headquartered in Dublin, Ireland [January 2019]
- Counsel to Khiron Life Sciences Corp., an integrated medical cannabis company with core operations in Colombia, with respect to its acquisition of ILANS (the Latin American Institute of Neurology and the Nervous System) [December 2018]
- Counsel to SOL Global Investments Corp. with respect to its investment in OG DNA Genetics Inc., in which SOL Global acquired an approximate 8% stake in the company for \$13.3 million [December 2018]
- Counsel to Namaste Technologies Inc. in the acquisition by its wholly-owned subsidiary, Cannmart Inc., of the domain Buds2go.ca along with social media accounts and all intellectual property in connection therewith, including trademark applications [December 2018]
- Counsel to Namaste Technologies in its acquisition of 3% of the issued and outstanding shares of Kief Cannabis Company Ltd. and, further to a medical cannabis Supply Agreement signed previously by its wholly-owned subsidiary, Cannmart Inc. and Kief Cannabis, allowing Cannmart the right of first refusal on 35% of the total production of cannabis from Kief Cannabis [November 2018]
- Counsel to Namaste Technologies Inc. with respect to a \$51.75 million bought deal short form prospectus offering of units, including proceeds from the exercise in full of the over-allotment option granted to the underwriters [October 2018]
- Counsel to Scythian Biosciences Corp. with respect to a strategic deal with Aphria Inc. involving Aphria's \$193 million acquisition of Scythian's Latin American and Caribbean assets [September 2018]
- Counsel to Khiron Life Sciences Corp., a Canadian integrated medical cannabis company with its core operations in Colombia, with respect to a short form prospectus offering of common shares which raised aggregate gross proceeds of approximately \$12.9 million, including proceeds from the exercise in full of the over-allotment option [September 2018]
- Counsel to Scythian Biosciences Corp. in its acquisition of MMJ Colombia Partners Inc., a privately-held Ontario company that owns 90% of Colcanna SAS, a company that

cultivates, imports, extracts and produces Tetrahydrocannabinol (“THC”) and cannabidiol (“CBD”) in Colombia [August 2018]

- Counsel to Phivida Holdings Inc., a manufacturer of cannabinoid infused foods, beverages and clinical products, in the negotiation of a joint venture agreement with WeedMD Inc. to develop and operate Cannabis Beverages Inc. at WeedMD’s state-of-the-art greenhouse facility in Strathroy, Ontario [August 2018]
- Counsel to Scythian Biosciences Corp. with respect to its investment in and strategic partnership with PRØHBTD Media, Inc., a leading global cannabis media and brand platform [August 2018]
- Counsel to professional services company Figur8 Cloud Solutions, based in San Francisco and Toronto, in its cross-border acquisition by AllCloud BSD Ltd. headquartered in Israel [July 2018]
- Counsel to the agents co-led by Haywood Securities Inc. and Canaccord Genuity Corp. on a private placement offering of subscription receipts of Enthusiast Gaming Inc., a company which owns and operates an online network of websites devoted to video gaming, for gross proceeds of approximately \$7.7 million [June 2018]
- Counsel to Namaste Technologies Inc., a global leader in the sale of medical cannabis consumption devices, in its acquisition of 10% of the issued share capital of Israeli licensed producer of medical cannabis, Cannbit Ltd. [June 2018]
- Counsel to Namaste Technologies Inc., a global leader in the sale of medical cannabis consumption devices, in its cross-border acquisition of Findify AB, a Swedish-based A.I. and machine learning technology platform [May 2018]
- Counsel to Khiron Life Sciences Corp., a Canadian integrated medical cannabis company with core operations in Colombia, with respect to its qualifying transaction, pursuant to which a subsidiary of Adent Capital Corp. amalgamated with Khiron [May 2018]
- Counsel to Scythian Biosciences Corp. with respect to the negotiation of a letter agreement with and investment in Isodiol International Inc., a market leader in pharmaceutical grade phytochemical compounds and an industry leader in the manufacturing and development of CBD consumer products [May 2018]
- Counsel to Phivida Holdings Inc., a manufacturer of cannabinoid infused foods, beverages and clinical products, with respect to a bought deal financing of units for aggregate gross proceeds of approximately \$8 million [April 2018]
- Counsel to Namaste Technologies Inc., the largest online retailer for medical cannabis delivery systems globally, in a bought deal short form prospectus offering of units, including the exercise in full of the over-allotment option, for gross proceeds of

approximately \$40.25 million [February 2018]

- Counsel to 242 Cannabis, LLC, a Florida limited liability company and wholly-owned subsidiary of 242 Cannabis Canada Ltd., in its acquisition by Liberty Health Sciences Inc. [February 2018]
- Counsel to Scythian Biosciences Corp. with respect to a short form prospectus offering of units and a concurrent brokered private placement of units for combined gross proceeds of approximately \$28.7 million [February 2018]
- Counsel to 1Linx Ltd., a New York-based blockchain technology company, in its acquisition by Global Remote Technologies Ltd. [January 2018]
- Counsel to the agents led by Canaccord Genuity Corp. with respect to an initial public offering of units of Phivida Holdings Inc., a premiere brand of cannabidiol-infused functional foods, beverage and clinical health products [December 2017]
- Counsel to Scythian Biosciences Corp. with respect to the sale of its wholly-owned subsidiary Go Green B.C. Medicinal Marijuana Ltd. [November 2017]
- Counsel to Scythian Biosciences Corp., a research and development company that aims to prevent and treat concussions and traumatic brain injury with its proprietary cannabinoid combination, in its reverse takeover transaction with a wholly-owned subsidiary of Kitrinor Metals Inc. and with respect to a subscription receipt financing for gross proceeds of approximately \$13.3 million [August 2017]
- Counsel to SecureCom Mobile Inc. with respect to its business combination with DFMMJ Investments Ltd. and its subsequent change of name to Liberty Health Sciences Inc. and listing on the CSE [July 2017]
- Counsel to Namaste Technologies Inc. on its acquisition of Australian Vaporizers PTY Limited [March 2017]
- Counsel to Santa Maria Petroleum Inc. in connection with its reverse merger with Kalytera Therapeutics, Inc., a private US clinical-stage specialty pharmaceutical company developing cannabinoid medicines [December 2016]
- Counsel to MUNDOMedia Ltd. on its acquisition of 36 Labs, LLC [October 2016]
- Counsel to Namaste Technologies Inc. in its acquisition of certain assets of URT1 Limited and its wholly owned US subsidiaries [October 2016]
- Counsel to Santa Maria Petroleum Inc. on its non-brokered private placement of common shares [September 2016]
- Counsel to MUNDOMedia Ltd.'s CEO and Founder, Jason Theofilos, and the selling shareholders with respect to company buyout with private equity investors [September 2016]
- Counsel to Namaste Technologies Inc. on its acquisition of VaporSeller from Haze

Industries Inc. and non-brokered private placement [July 2016]

- Counsel to Hunter Douglas Metals, LLC in the negotiation of a strategic long-term offtake agreement with General Magnesium Corp. for the purchase of General Magnesium's projected eventual magnesium metal production from its Whitney Talc and Magnesium Project in Timmins, Ontario [November 2015]
- Counsel to Yappn Corp. in its acquisition of the intellectual property assets of Ortsbo Inc., a subsidiary of Intertainment Media Inc., for a total purchase price of approximately US\$17 million [September 2015]
- Counsel to Maven Marketing Group Inc. (operating under the name Avenlo) in the cross-border disposition of a 70% interest in the company to Matomy Media Group with an option for Matomy to acquire the remaining 30% over three years [April 2015]