

Michael Dolphin

Partner

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Practice Areas

Cannabis
Corporate & Commercial
Directors' Duties
Mergers & Acquisitions
Mining
Private Equity
Public Companies
Securities
Start-Ups

Michael Dolphin practises corporate and securities law, focusing on financings, public offerings, mergers and acquisitions, and corporate reorganizations. He is Co-Chair of the firm's Securities Practice Group.

Michael represents a broad range of private and public companies, both established and emerging, in various industries, including technology, cannabis, mining, oil and gas and industrial. He counsels companies in all aspects of corporate and commercial activities, including corporate governance, disclosure obligations and regulatory compliance issues.

Michael is also co-chair of the firm's Cannabis Practice Group. He advises licensed producers and dealers, applicants, technology and software companies with respect to a broad range of corporate, securities, licensing and compliance matters.

Michael's corporate practice also includes advising companies on shareholder and partnership agreements, joint venture agreements, share and asset transactions, executive employment and consulting agreements, and other commercial contracts.

WeirFoulds LLP

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Called to the Bar

- Ontario (2005)
- New York (2004)
- California (2002)

Education

- J.D., Southwestern University School of Law, 2002
- B.A., University of Western Ontario, 1997

Affiliations

- Ontario Bar Association
- Canadian Bar Association
- New York State Bar Association
- California State Bar Association

Significant Transactions

- Acted for Red Cloud Securities Inc. in connection with a \$9.65M brokered financing of charity flow-through units by Goliath Resources Limited.
- Acted for Red Cloud Securities Inc. in connection with a \$3M bought deal brokered financing of charity flow-through units by Baselode Energy Corp.
- Acted for Good2GoRTO Corp. in connection with a reverse takeover by FRX Innovations Inc. and its listing on the TSX Venture Exchange.
- Acted for Red Cloud Securities Inc. in connection with a \$3.5M brokered financing by Galleon Gold Corp.
- Acted for Hank Payments Corp. on its going public transaction by way of reverse takeover and concurrent brokered financing.
- Acted for Good2Go Corp. in connection with a reverse takeover by NowVertical Group Inc. and its listing on the TSX Venture Exchange.
- Acted for Red Cloud Securities Inc. in connection with a \$9M brokered financing by Southern Silver Exploration Corp.
- Acted for Majesta Minerals Inc. in connection with a reverse takeover by Verano Holdings Corp. and its listing on the Canadian Securities Exchange.
- Acted for Palamina Corp. in connection with a \$5M private placement financing.
- Acted for Platform 9 Capital Corp. in connection with a reverse takeover by SOL Cuisine Ltd. and listing on the TSX Venture Exchange.
- Acted for Arizona Metals Corp in connection with a \$21M bought deal financing led by Stifle GMP and Clarus Securities.
- Acted for Red Cloud Securities Inc. in connection with a \$9.3M brokered financing by Patagonia Gold Corp.
- Acted for Red Cloud Securities Inc. in connection with a \$10M brokered financing by Southern Silver Exploration Corp.
- Acted for Arizona Metals Corp in connection with a \$6M bought deal financing led by Stifle GMP and Canaccord.
- Acted for Arizona Mining Corp. on its going public transaction by way of reverse takeover and concurrent brokered financing.
- Acted for Platform Eight Capital Corp. in connection with a reverse takeover by Blue Thunder Mining Inc. and listing on the TSX Venture Exchange.
- Acted for Pele Mountain Resources Inc. in connection with a reverse takeover by Bhang Corporation and listing on the TSX Venture Exchange.
- Acted for Applied Inventions Management Corp. in connection with a reverse takeover by Acreage Holdings, Inc. and its listing on the Canadian Securities Exchange.
- Acted for GrowForce Holdings Inc. in connection with its acquisition of WILL Cannabis, a licensed producer under the *Cannabis Act*.
- Acted for GrowForce Holdings Inc. in connection with its brokered and non-brokered equity financings of an aggregate of approximately \$44.5M and debt facility of approximately \$96M.
- Acted for GrowForce Holdings Inc. in connection with its going public transaction by way of acquisition by MJardin Group, Inc. which is listed on the Canadian Securities Exchange.
- Acted for CannTx Life Sciences Inc. in connection with a streaming agreement with Cannabis Wheaton Income Corp.
- Acted for Danbel Ventures Inc. in connection with a reverse takeover by Maricann Inc. and its listing on the Canadian Securities Exchange.
- Acted for Platform Eight Capital Corp., a capital pool company, in connection with its initial public offering and listing on the TSX Venture Exchange.

- Acted for Palamina Corp. in connection with a \$2.15M private placement financing.
- Acted for Platform 9 Capital Corp., a capital pool company, in connection with its initial public offering and listing on the TSX Venture Exchange.
- Acted for Mjardin Group in connection with \$25M equity raise and \$32M debt facility.
- Acted for Lonestar West Inc. in connection with its acquisition by Clean Harbors, Inc. by way of an amalgamation under the Canada Business Corporations Act in a transaction valued at \$43 million.
- Acted for African Gold Group, Inc. in connection with a \$6.7M private placement financing.
- Acted for Boulevard Industrial Real Estate Investment Trust in connection with its disposition by way of a plan of arrangement to PRO Real Estate Investment Trust pursuant to which PROREIT acquired 100% of the issued and outstanding trust units and debentures of Boulevard.
- Acted for Soltoro Ltd. in connection with its successful disposition by plan of arrangement to Agnico Eagle Mines Limited pursuant to which Agnico Eagle acquired 100% of the issued and outstanding common shares of Soltoro for total consideration of approximately C\$32 million.
- Acted for Maple Power Capital Corporation, a capital pool company, in connection with its Qualifying Transaction with Intrinsic4D LLC.
- Acted for Lonestar West Inc. in connection with a \$20M brokered private placement financing
- Acted for African Gold Group, Inc. in connection with a \$12M brokered private placement financing.
- Acted for HHT Investments Inc., a capital pool company, in connection with its Qualifying Transaction with Boulevard Capital Corp. and its reorganization as a real estate investment trust by way of plan of arrangement.
- Acted for Lorne Park Capital Partners in connection with a reverse takeover and listing on the TSX Venture Exchange.
- Acted for Lingo Media Corporation in connection with its acquisition of Speak2Me Inc., a transaction valued at \$9 million.
- Acted for Amazon Mining Holding PLC in connection with its \$16 Million initial public offering.
- Acted for First Metals Inc. in connection with its \$10 Million initial public offering.
- Acted for Exall Energy Corporation in connection with its convertible debenture financing and listing on the TSX.
- Acted for the underwriters in connection with an offering of common shares pursuant to a short form prospectus for gross proceeds of \$28.75 Million.
- Acted for issuer in the public offering of limited partnership units for the purpose of investing in flow-through shares for gross proceeds of \$192.7 Million.
- Acted on behalf of private company in connection with a RTO of issuer and the completion of two private placements for aggregate gross proceeds of \$75 Million.

Awards

Recognized by *Best Lawyers in Canada* as a leading lawyer in Cannabis Law, 2022

Speaking Engagements

- Moderator, "New Financing Options", Canadian Securities Exchange Day Toronto - Spring Pitch

2016, April 28, 2016

- Speaker, "Legal Considerations of Going Public in Canada", Canadian Securities Exchange Day New York, October 17, 2015

Publications

- Prospectus Exemption Intended for Individuals with Relevant Proficiency Requirements: The "Self-Certified Investor Prospectus Exemption", November 01, 2022
- A New Prospectus Exemption Intended for Smaller Issuers – The "Listed Issuer Financing Exemption", September 20, 2022
- Going Public in Canada – Listing on the TSX, TSX V, CSE or NEO, October 17, 2021
- TSXV Introduces Changes to Capital Pool Company Program, December 11, 2020
- The Collapse of a House of Cards: Estoppel by Convention and the Need for a Shared Assumption, August 31, 2020
- New CSA, TSX, TSX-V and Legislative Measures Provide Guidance to Public Companies, April 15, 2020
- The Standard of Appellate Review for Standard Form Contracts versus CCAA Plans – *SFC Litigation Trust v. Chan*, 2019 ONCA 525, July 06, 2019
- International Commercial Arbitration Awards: When Does an Arbitration Award Become Binding?, August 03, 2018
- Update to Regulations and Distribution of Recreational Cannabis in Canadian Provinces and Territories, June 07, 2018
- Proposed Regulations and Distribution of Recreational Cannabis in Canadian Provinces and Territories, March 05, 2018
- Equity Rules the Day: The Supreme Court of Canada Clarifies the Tenets of Proprietary Estoppel, January 08, 2018
- Webinar Series: All About Shareholders, December 07, 2017
- WeirFoulds Securities Law Review, December 07, 2017
- Make a Will Month provides an annual checkup for lawyers and the public, November 21, 2017
- "Wealth Planning for Personal Equity Plans (PEPs) and "High Risk" Clients: Risks and Challenges", July 10, 2017