



Nafeesa Valli-Hasham

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Partner

Capital Markets, Securities, Mergers & Acquisitions
Technology Transactions
Mining

Profile

With an entrepreneurial spirit and vast network of business connections, Nafeesa helps our clients reach new pinnacles of commercial growth. She works to understand the goals of businesses and their stakeholders to create legal strategies leading to lucrative outcomes.

Work Highlights

Private placement financings

- > \$13.7 million brokered unit private placement for TSX Venture Exchange listed company
- > \$13 million brokered subscription receipt private placement for TSX Venture Exchange listed company
- > \$7 million brokered special warrant financing for private company
- > \$7 million non-brokered secured convertible debenture financing for TSX Venture Exchange listed company

Financings for start-ups

- > Represented an online gaming start-up through their Series A and Series B financings and in negotiating an investment and joint venture with a private equity fund
- > Advised start-ups on founders' investments and friends and family financings

Initial public offerings

- > \$10 million initial public offering and listing on the TSX Venture Exchange of a Tier 1 Mining Issuer
- > \$7 million special warrant financing and the follow-on initial public offering on the exercise of these special warrants and listing on the TSX Venture Exchange of a Tier 2 Mining Issuer

Additional work highlights below

If a company is looking to go public, Nafeesa can assist. She has helped numerous clients get listed on Canadian stock exchanges and execute on Initial Public Offerings, Reverse Takeovers and other going public transactions, safeguarding them with creative legal solutions that allow them to take calculated risks to satisfy their business goals. Knowing the law and regulations explicitly, she has the ability to work within this framework to bring about progress and growth.

Nafeesa also works with private companies as they navigate through their growth spectrum. These industries range from technology, health and wellness, mining, transportation, clean energy and venture capital across all life stages. Whether their end goal is growth and retaining ownership, an acquisition, significant private investment or going public, she operates with a business-driven approach to advance their business interests.

Her savvy business background makes Nafeesa an invaluable resource for our clients. Coming from a family of entrepreneurs, she is alive to the challenges businesses face, from financing to personnel to the ideation of products, services and marketing. This background allows her to address client issues from an experienced commercial standpoint.

Services

- > Private placement financings of equity securities, debt and convertible debt
- > Venture capital and private equity investments
- > Initial public offerings
- > Purchase and sale of businesses, assets and technology
- > Business combination transactions, including plans of arrangement, reverse takeovers, mergers and acquisitions, and share exchange transactions
- > Joint ventures
- > Corporate reorganizations
- > Proxy-battles and hostile takeovers
- > Stock exchange listings on the Toronto Stock Exchange, TSX Venture Exchange, Canadian Securities Exchange, OTCQB and NYSE MKT
- > Purchase and sale of mineral property interests, mines, mills and the related assets
- > Going-private transactions for public companies
- > General corporate and commercial matters
- > Transaction structuring
- > Regulatory compliance
- > Corporate governance
- > Continuous disclosure requirements

Nafeesa is a trusted legal advisor whose forward thinking approach caters to clients' legal

needs of today and tomorrow. As the legal and technical landscapes shift in the industries her clients operate in, Nafeesa processes these changes with speed and precision so she can help her clients navigate the changing landscape and stay on course whatever their end goal is.

Nafeesa grew up in an environment where ethics and values were ingrained at an early age. She brings those principles of hard work and dedication to her practice, helping advance the business interests of our clients.

Credentials

Industry Involvement

- > Prospectors and Developers Association of Canada
- > Canadian Bar Association
- > Association of Corporate Growth
- > Association of Women in Finance
- > Ismaili Legal Professionals Network

Education & Call to Bar

- > Call to Bar: British Columbia, 2009
- > Bachelor of Laws, University of British Columbia, 2008
- > Bachelor of Arts (Honours with distinction), History and International and Comparative Studies, Western University, 2005
- > York House School, 2001

Additional Work Highlights

Stock exchange listings

- > Listings of issuers in a wide range of industries on the Toronto Stock Exchange, TSX Venture Exchange, Canadian Securities Exchange, NYSE MKT and OTCQB
- > Graduation of TSX Venture Exchange issuers to the Toronto Stock Exchange
- > Inter-listing of public companies

Technology companies on corporate and commercial matters

- > Corporate structuring
- > Shareholders' agreements
- > Non-disclosure agreements
- > Licensing agreements
- > Stock options

Mining and mineral exploration companies

- > Advise Australian publicly listed mining company on the purchase of a Canadian mine from a British Columbia company in insolvency proceedings
- > Purchase and sale of mineral property interests, mines, mills and related assets in North America and internationally, including in South America, Africa and Asia
- > Joint venture development agreements

- > Royalty agreements
- > Property use agreements
- > Negotiations of rights of way and easements
- > Title opinions for mineral claims
- > Review of technical reports and other disclosure for compliance with National Instrument 43-101

Going-private transactions and voluntary stock exchange de-listings

- > Advising a TSX Venture Exchange listed entertainment company on its largest shareholders redeeming all of the company's outstanding securities from other security holders for cash
- > Advising a TSX Venture Exchange listed run of river power company on the sale by its shareholders of all of its issued and outstanding shares to a third party for cash

Plans of Arrangement

- > Advised a TSX Venture Exchange listed clean energy company on their corporate re-organization, sale of their operating power plant to one party, sale of development assets and tax losses to another party, and concurrent going private transaction all by way of plan of arrangement

Reverse Takeovers

- > Reverse takeover and \$3.8 million financing for TSX Venture Exchange listed electric bus manufacturer
- > Reverse takeover and \$1.8 million financing for TSX Venture Exchange listed the TSX Venture Exchange by way of a reverse takeover
- > Reverse takeovers and concurrent financings for several TSX Venture Exchange mining issuers

Mergers and Acquisitions

- > Merger and \$5 million financing for Toronto Stock Exchange listed uranium company with international investment and resource company
- > Share exchange transaction to list a network marketing company focused on nutritional health products on the Canadian Securities Exchange

Corporate Governance and Regulatory Compliance

- > Advised a TSX Venture Exchange listed company on regulatory compliance and securities law matters in the course of their proceedings under the Companies' Creditors Arrangement Act (Canada) (CCAA) and eventual restructuring and exit from CCAA protection
- > Advised special committees of various board of directors on significant transactions, fiduciary duties, related party transactions and shareholder activists
- > Insider reporting
- > Corporate governance policies

Proxy-battles and hostile takeovers

- > Advised a shareholder group in the successful hostile takeover of a Toronto Stock Exchange listed mining company and related proxy-battle
- > Advised a TSX Venture Exchange listed company in defending itself in a proxy battle against dissident shareholders

- > Advise clients on defensive tactics including shareholder rights plans and advance notice provisions