



## Nafeesa Valli-Hasham

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Partner

Capital Markets, Securities, Mergers & Acquisitions  
Technology Transactions and Emerging Company Services  
Mining Law

### 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

#### **BBTV Holdings Inc. - \$172 Million IPO**

- > Acting as issuer's counsel on BBTV's \$172 million IPO of subordinate voting shares, TSX listing and concurrent buy-out of majority shareholder's interest in BroadbandTV Corp. and corporate restructuring.

#### **Enthusiast Gaming Holdings Inc. - \$198 Million Business Combination and Financing**

- > Acting as issuer's counsel on the qualifying transaction of J55 Capital Corp. involving its merger with Aquilini Gameco Inc., Luminosity Gaming Inc. and Enthusiast Gaming Holdings Inc. and the concurrent subscription receipt financing and corporate restructuring, to form one of the largest esports and gaming companies in the world.

## **Willow Biosciences Inc. - \$69 Million Business Combination and Financing**

- > Acting as counsel for Makena Resources Inc. on the plan of arrangement with BioCan Technologies Inc. and Epimeron Inc. to form Willow Biosciences Inc. and the concurrent financing.

*Additional work highlights below*

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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

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### Awards & Distinctions

- > Canadian Legal Lexpert Directory®, Lawyer to Watch, Corporate Finance & Securities, 2022
- > Best Lawyers in Canada, Mergers and Acquisitions Law, 2021-2024
- > Best Lawyers in Canada, Corporate Law, 2023-2024
- > Lexpert-ranked leading Finance and M&A lawyer, 2022

### Industry Involvement

- > Member, British Columbia Securities Commission Corporate Finance Stakeholder Forum
- > Canadian Bar Association (Securities Law and Business Law Subsections)
- > Prospectors and Developers Association of Canada
- > 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)

### Community Involvement

- > Westcoast Family Centres, Community Development Committee
- > Make-A-Wish British Columbia & Yukon, Gala Committee

## Additional Work Highlights

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### WELL Health Technologies Inc. - \$15 Million Short Form Prospectus Offering

- > Acting as counsel for WELL on its \$15 million bought deal short form prospectus offering of common shares and on its going public transaction, and advising on other securities related matters.

### Norsemont Mining Inc. - Acquisition of Chilean Mineral Exploration Project

- > Acting as counsel for Norsemont on its \$10.45 million acquisition of Choquelimpie gold/silver project in Northern Chile through the acquisition of Tavros Gold Corp.

### **TGS Esports Inc. - TSXV Listing and Esports Business Acquisitions**

- > Acting as counsel for Brockton Ventures Inc. to publicly list "The Gaming Stadium", and as counsel for TGS on its acquisition of Pepper Esports Inc. and other esports and technology businesses, on its strategic financing.

### **Trenchant Capital Corp. - \$12 Million Prospectus Offering of Convertible Debentures**

- > Acting as counsel for this investment issuer on its \$12 million prospectus offering of 8% convertible debentures.

### **Run of River Power Inc. - Plan of Arrangement and Going Private Transaction**

- > Acting as counsel for ROR on its going private transaction and delisting from the TSX Venture Exchange by way of a plan of arrangement involving a sale of the Skookum Power Project to Concord Pacific and sale of the Brandywine Creek Project to a third party.

### **Sun Entertainment Holding Corporation - Going Private Transaction**

- > Acting as counsel for Sun Entertainment, parent company for record label "Sun Records", on its going private transaction and delisting from the TSX Venture involving the buy-out of minority shareholders' interests by the largest shareholder.

### **Huldra Silver Inc. - CCAA Restructuring**

- > Acting as issuer's counsel advising Huldra on securities matters in connection with the company's restructuring under the Companies' Creditors Assistance Act (Canada).

### **Wolfden Resources Corporation - \$10 million IPO**

- > Acting as counsel for Wolfden on its \$10 million initial public offering and listing on the TSX Venture Exchange as a Tier 1 mining company and the concurrent acquisition of an advanced stage mining property.

### **Mining Issuer IPO - \$7 million Special Warrant IPO**

- > Acting as counsel for a mineral exploration company in its \$7 million special warrant financing, prospectus filing, exercise of special warrants and listing on the TSX Venture Exchange as a Tier 2 Mining Issuer.

### **Equity Drawdown Financings**

- > Acting as counsel for a private equity fund in its investments in Canadian publicly listed companies by way of equity drawdown facilities.

### **Sales of Private Technology Companies**

- > Acting as counsel for a private cybersecurity company through its early stage financings and corporate restructuring, and on its sale to an international accounting firm.

### **Start-Up Financings and Private Equity Investment**

- > Acting as counsel for a gaming start-up through their Series A and Series B financings and negotiating an investment and joint venture with a private equity fund. Advising start-ups on founders' investments and early stage financings.

## **Shareholder Activism**

- > Advising a shareholder group on requisitioning a shareholders' meeting and successfully taking over a Toronto Stock Exchange listed mining company and on the related proxy battle. Advising a TSX Venture Exchange listed company on defending itself in a proxy battle against dissident shareholders. Advising clients on defensive tactics including shareholders' rights plans and advance notice bylaws

## **Corporate Governance and Special Counsel**

- > Advising special committees of various boards of directors on significant transactions, fiduciary duties, related party transactions and shareholder activists.