

A close-up photograph of cannabis plants under grow lights. The plants are illuminated with a mix of blue and red light, highlighting the green leaves and the developing buds. A large, semi-transparent purple shape is overlaid on the top left of the image.

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US Cannabis Capabilities and Experience

Grow | Protect | Operate | Finance

US Cannabis Group

Few industries in the United States present more complex legal issues than cannabis. Helping clients in these sectors Grow, Protect, Operate and Finance their business requires an understanding and appreciation of a broad range of legal, regulatory, operational, competitive and financial considerations.

For more than a decade, Dentons' industry-leading Cannabis team has advised and represented entities and individuals in or impacted by the fast-growing cannabis and hemp/CBD industries, including cultivators, processors, distributors and dispensaries; ancillary service providers; entrepreneurs and listed companies; cannabis-focused investment funds and real estate investment trusts; regulatory agencies and independent industrial standards bodies; and researchers and policy experts.

We have served as trusted advisors, dealmakers and external policy advocates including the following areas:

- Compliance with federal, state and local laws and regulations, including developing policy and procedures for cannabis and ancillary businesses
- Navigating tensions with federal law
- Facilitating financing, including identifying lending sources and advising on private placements and public offerings
- Structuring joint ventures and strategic alliances, mergers and acquisitions, supply and distribution agreements, and real estate transactions
- US domestic and cross-border tax planning and structuring
- Intellectual property protection and licensing
- Advising clients across sectors on employment law issues relating to state-legalized medical and recreational cannabis
- Commercial litigation and alternative dispute resolution
- Public policy advocacy and government relations at federal, state and local levels

Dentons' Cannabis group is distinguished by:

Deep industry knowledge: The group's leaders have served the cannabis and hemp industries for more than a decade.

Geographic reach: Dentons has a US national and a global presence in the cannabis industry. We have team members in most of the larger states that have legalized medical and adult-use cannabis and offer government relations support in all 50 states. Globally, we work with colleagues in Canada, the EU, Colombia, Mexico, the Caribbean, Central and South America, Southeast Asia and other emerging global markets.

A full spectrum of services: Our holistic approach to client service includes corporate/transactional (formation, funding, lending, M&A, real estate, public listing, etc.); compliance (state and federal cannabis regulations, FDA, intellectual property,

Multidisciplinary teams: We augment our industry regulatory expertise with lawyers from practices relevant to cannabis- and hemp-related companies and investors, building custom teams that can anticipate and address your specific needs.

A diverse and inclusive practice: Nearly half of our team members are racial or ethnic minorities, and a majority are women.

Thought leadership: We keep our clients abreast of industry trends and new developments through weekly newsletters; webinars and live events; interviews with journalists; articles in industry journals; and social media posts.



Cannabis Awards & Recognition



For the third year in a row, our Cannabis practice has been selected by Law360 as Practice Group of the Year. This annual award recognizes practices behind the litigation wins and major deals that resonated throughout the legal industry in the past year. Dentons' highly-regarded Cannabis practice assisted in the preparation and submission of multiple US state medical cannabis cultivation and dispensary applications, lending transactions, securities offerings and other corporate transactions.



Ranked Band 2 in Cannabis Law,
Chambers notes:

“Dentons is a global powerhouse with an increasing footprint in the cannabis world. It is best known for representing multinational businesses and investors in big-ticket buyouts and M&A. The team possesses notable strength in handling issues with Canadian elements due to its strong ties with its offices in Canada.”

“The team is comprised of standout cannabis lawyers.”



Dentons won Best Value-Creating Deal of the Year (\$500 million–\$1 billion) in the Americas Corporate deals category at the 12th Annual Americas M&A Atlas Awards. The award recognizes Dentons’ representation of Cura Partners, the largest cannabis company on the West Coast, in its sale to Curaleaf, the largest cannabis company on the East Coast. The deal required navigating a host of complex factors, including M&A, tax, intellectual property and regulatory compliance work.



Dentons’ US Cannabis practice achieved a prestigious Tier 1 ranking by *The Legal 500 US* in the first year of this ranking category and was awarded it for the third year in a row in 2022. *The Legal 500* is an annual legal directory that catalogues the nation’s top-rated lawyers and law firms based on in-depth research and interviews.



MGO named Dentons to its Cannabis 50 2020 Impact Review. The annual list recognizes the most inspiring, impactful and innovative figures and entities in the cannabis industry.

Key service areas

Our 20,000 many talented people will help you grow, protect, operate and finance your business.

M&A and Commercial Transactions

We advise producers on domestic and international acquisitions of cultivation, distribution and patent aggregation targets. We also assist cannabis companies with complex commercial agreements, including offtake and royalty, services, supply and licensing agreements.

Commercial Cannabis Operations

We represent businesses in applying for commercial cannabis licenses (medical and adult-use) for cultivation, manufacturing, distribution, and retail dispensary and delivery. We both prepare license applications and participate in presentations to state agencies.

Going Public Transactions

We have worked with some of the world's leading licensed producers and other industry participants on their going public transactions and related financing activities.

Companies with Cannabis Clients

We provide legal and regulatory counsel to entities that are not themselves engaged in commercial cannabis activities but who provide ancillary products or services to the cannabis industry.

Construction

We advise producers on the construction or expansion of cannabis facilities, including with respect to the design of the facilities and equipment procurement.

Corporate Governance

We assist both private and public companies, advising boards, committees, management and leadership on obligations and legal protection.

Distribution and Marketing

Our privacy and cybersecurity lawyers have substantial experience handling complex data management and consumer privacy matters relating to distribution and marketing platforms for cannabis and related products and services.

Employment Law

We advise employers across all sectors on their rights and obligations regarding employee use of cannabis, hemp and cannabidiol (CBD) products.

Entertainment

Our entertainment lawyers advise on matters relating to celebrity joint ventures, the licensing of intellectual property for integrated media products, and the sale and acquisition of rights.

Financial Distress

Financial distress may impact the industry in multiple ways, including operating cash burn, heavy debt service, burdensome contracts, material lawsuits or bunching upcoming debt maturities or defaults. Our multi-disciplinary team will help you develop a strong strategy to navigate tensions with government and law; to meet federal and state/provincial regulatory compliance; to incorporate public policy advocacy and government relationships considerations at federal, state/provincial and local levels; to review legal and business options; and to achieve your business objectives.





Government Investigations

Our white-collar criminal defense team includes many former federal and state prosecutors with experience navigating the interplay between federal and state laws.

Intellectual Property

We help clients select, acquire and enforce domestic and worldwide trademarks. In addition to prosecuting regular and official trademark applications, we review advertising, websites and other promotional materials; participate in re-branding and trademark acquisitions; negotiate licensing and co-branding agreements; facilitate due diligence; and litigate intellectual property matters, including domain name and Internet-related disputes.

Investors

We counsel investors on a range of cannabis-related investments, including cross-border private and public securities offerings, and equity investments in, and loans to, industry participants.

Legislative Advocacy

We understand the US federal and state regulatory landscape, and have a team of veteran public policy advocates skilled at influencing policy development and regulatory outcomes at all levels of government.

Lending and Finance

We regularly advise international and domestic lenders and borrowers in all areas of debt financing transactions, including syndicated financings, acquisition financings, bond financings, cannabis

royalty agreements, real estate financings, asset-based lending, securitizations, project finance and subordinated/mezzanine financings.

Real Estate

We advise producers and retailers on real estate acquisitions, leases and zoning matters.

Regulatory

We have advised clients on a broad range of regulatory matters relating to the distribution, marketing and sale of cannabis and related products under the laws of the US, Canada, Colombia, and various EU member states.

Tax

We have experience in all tax areas, including corporate tax planning, M&A, transfer pricing, commodity tax (GST/HST), payroll taxes, provincial taxes, customs duties and real estate.

CBD and Hemp Producers and Sellers

We have provided legal and regulatory advice relating to CBD and hemp production and international trade, including global surveys of CBD and hemp laws and guidance; US federal and state CBD assessment strategies; CBD and hemp-related business due diligence on acquisition targets and licensing candidates.

Clinical Trials

We advise clients on all aspects of their clinical trials, including negotiating trial agreements and related procurement agreements.



Matter Highlights

- **Weedmaps:** Responsible for the legal theories that enabled Weedmaps (through WM Holding Co., through the Silver Spike Acquisition Corp.) to be publicly listed and traded on Nasdaq. The estimated deal value is \$579 million. The work involved novel legal arguments relating to a technology company in the cannabis space and several sections of the Controlled Substances Act, the anti-money laundering laws and the RICO Act. The listing follows other cannabis-related companies that Dentons helped get Nasdaq listed: Greenlane; Akerna; Grow Generation; and AFC Gamma, a cannabis REIT.
- **AFC Gamma:** Advised this Florida-based real estate investment trust focused on companies in the state-regulated cannabis industry on its initial public offering of 6.25 million shares on the Nasdaq.
- **Schwazze.:** The firm advised Medicine Man Technology (which operates under the brand name "Schwazze"), one of the largest vertically integrated cannabis operators in Colorado, in its agreement to acquire substantially all the operating assets of Reynold Greenleaf & Associates, LLC, and the equity of Elemental Kitchen & Laboratories, LLC. Total consideration for the acquisition will be \$42 million (subject to potential working capital adjustments) with a potential performance based earnout.

- **Bright Green Corporation:** Obtained federal authority for this Grants, NM, company to grow cannabis for federally sanctioned research; and represented BGC in its acquisition of Grants Greenhouse Growers.

- Advised in its direct listing. Bright Green's stock closed at \$25.15 in Nasdaq trading, up 216% from its listing price of \$8, after going public through a direct listing rather than a traditional initial public offering. In a direct listing, a company registers existing shares and begins trading on an exchange without jumping through certain hoops associated with an IPO.

- **Chicago Atlantic Real Estate Finance Inc.:** The firm advised Chicago Atlantic on cannabis regulatory matters in its \$100 million initial public offering on the Nasdaq. The client, a newly formed subsidiary of investment firm Chicago

Atlantic Group, is cannabis-focused real estate investment trust that arranges mortgage loans and other financings secured by commercial real estate.

- **Green Thumb Industries Inc.:** Advised this Chicago-based national cannabis consumer packaged goods company and retailer in several recent acquisitions including two companies in Massachusetts, one each in Rhode Island and Minnesota, and the acquisition of interests from partners in Illinois and Maryland.

Representative Experience

- **Akerna Corp.:** Advising Akerna, a Colorado-based, NASDAQ listed leading cannabis compliance technology company, on its cross-border acquisition of all the issued and outstanding shares of Ample Organics Inc., an Ontario-based cannabis software solution provider, by way of a court-approved plan of arrangement, for CAD\$7.5 million in cash and approximately 3.3 million shares exchangeable into an equivalent number of Akerna common stock.
- **Amber Road:** Advised Amber Road, a global trade management software company, on its US\$110 million NASDAQ IPO and all aspects of its pending going private transaction.
- **Ascend Wellness Holdings Inc.:** Advised this multistate, vertically integrated cannabis operator on several transactions, including acquisitions of dispensaries, a large debt transaction and the buyout of minority members.
- **Connected International, Inc.:** Represented Sacramento-based wholesale and retail cannabis company in a pair of back-to-back debt and equity financings—a \$15 million secured debt facility followed by a \$25 million equity raise involving an atypical form of equity with characteristics of common stock and preferred stock. Provided cannabis-related regulatory advice on both transactions.
- **Cura Partners, Inc.:** Sale to Curaleaf Holdings, Inc. for approximately \$800 million, the largest cannabis M&A deal in US history when it was announced. The team navigated a host of complicating factors including enhanced scrutiny from US antitrust regulators, the need for certain state cannabis regulatory approvals, tax considerations and equity plan issues under both US and Canadian law.
- **Devi Holdings Inc., dba Nature's Medicines:** Advised this Phoenix-based multi-state operator in multiple acquisitions, buyouts of minority owners, fundraising transactions, debt transactions, corporate governance, license applications and regulatory counseling.
- **Dye Capital & Company LLC:** Advised this Florida-based private equity partnership on the formation of a pooled investment vehicle and private investment in public equity investment by such vehicle in Colorado-based Medicine Man Technologies Inc., an OTC-traded company in the cannabis industry that operates under the brand name "Schwazze".
- **Eurofins USA, Daniel J. Edelman Holdings Inc., Brink and others:** Provide ongoing advice to companies interested in the cannabis industry, including helping them identify business opportunities and keeping them abreast of the changing regulatory environment.
- **Fire & Flower Holdings Corp.:** Advised this Toronto-based company in its public listing and in identifying, and eventually acquiring, dispensaries throughout the US.

- **Green Leaf Medical LLC:** Represented this privately held, fully-integrated cannabis MSO in its sale to Columbia Care Inc. for US\$240 million.
- **GMP Securities LP:** Advised a syndicate of agents for this Toronto-based investment bank in connection with a CA\$520 million brokered private placement of subscription receipts by Curaleaf Holdings Inc.
- **Green Globe Data:** Green Globe owns the cannabis assets related to Jim Belushi and the Blues Brothers brands. We are working on securing intellectual property protections for those marks and licensing Belushi's and the Blues Brothers products in multiple states as well as Belushi's Farm in Oregon.
- **GSW Creative Corp. (dba dosist):** Structured multiple acquisition deals and licensing agreements in California and Florida.
- **Jushi Holdings Inc.:** Advised this Florida-based, multistate cannabis company in multiple private fundraising rounds, including a global \$75 million private equity financing; acquisitions in multiple states; a reverse takeover; and Canadian going-public transaction.
- **Nasdaq work:** Provided cannabis law advice to Greenlane, Akerna, GrowGeneration, AFC Gamma, Weedmaps, Silver Spike and Chicago Atlantic in connection with Nasdaq listing requirements. This work has been truly cutting edge from a legal perspective and a breakthrough for a fast growth industry eager to expand access to capital.
- **Pelorus Equity Group:** The Firm represented Pelorus, the leading provider of value-add bridge commercial real estate loans to entrepreneurs operating cannabis-use properties, in connection with the private placement of \$42,250,000 aggregate principal amount of its 7% Senior Unsecured Notes issued by an affiliated REIT.
- **Private equity firm:** Conducted due diligence on prospective CBD business acquisitions.
- **Silver Spike Investment Corp.:** Guided Silver Spike on its formation of a business development company and the NASDAQ listing. SSIC invests primarily in secured debt, unsecured debt, equity warrants and direct equity investments in middle-market cannabis companies and other companies in the health and wellness sector.
- **SLANG Worldwide Inc.:** Acquisition of Allied Concessions Group Inc., a Colorado-based Cannabis product manufacturer, for share and other consideration worth more than CAD \$21 million; acquisition of all of the issued and outstanding securities of National Concessions Group, Inc. and options to purchase Allied Concessions Group, Inc. and NS Holdings Inc.



- **Tilray Inc.:** Advising with respect to certain commercial arrangements in respect of regulated cannabis operations.
- **Tuatara Capital:** Served as US and Canadian counsel to this US-based private equity firm in connection with its strategic investment in Calgary-based Willow Biosciences Inc.
- **XS Financial, Inc.:** The firm represented XS Financial, a Canadian-listed provider of financing for equipment and other qualified capital expenditures to growing cannabis companies, in a private placement of unsecured convertible notes (the "Offering"). XS issued US\$43.5 million of notes, of which US\$33.5 million was funded at closing and US\$10 million was available on a delayed draw basis on the same terms until June 30, 2022. The financing was led by a large institutional investor, with participation from an existing XSF strategic partner, urban-gro, Landrace Financial, Bengal Capital, and KEY Investment Partners.

Key Contacts



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Eric, co-lead of Dentons' Cannabis Group, is widely recognized as one of the top cannabis lawyers, and has been involved in some of the industry's biggest deals and public listings as well as helping to craft several cannabis laws. The work earned Eric recognition as one of [Law360's 2022 Cannabis MVPs](#).

Eric maintains an excellent reputation for his sophisticated corporate and capital markets practice. **"The depth of his knowledge about regulations is unparalleled,"** say sources, praising his exceptional track-record of handling market-leading deals in the cannabis industry.

Band 1, Cannabis Law: Corporate/ Transactional—USA, *Chambers Nationwide*, 2020 – 2022.

The Legal 500 debuted Cannabis as a practice area in 2021 and has since ranked Eric as a Leading Lawyer.



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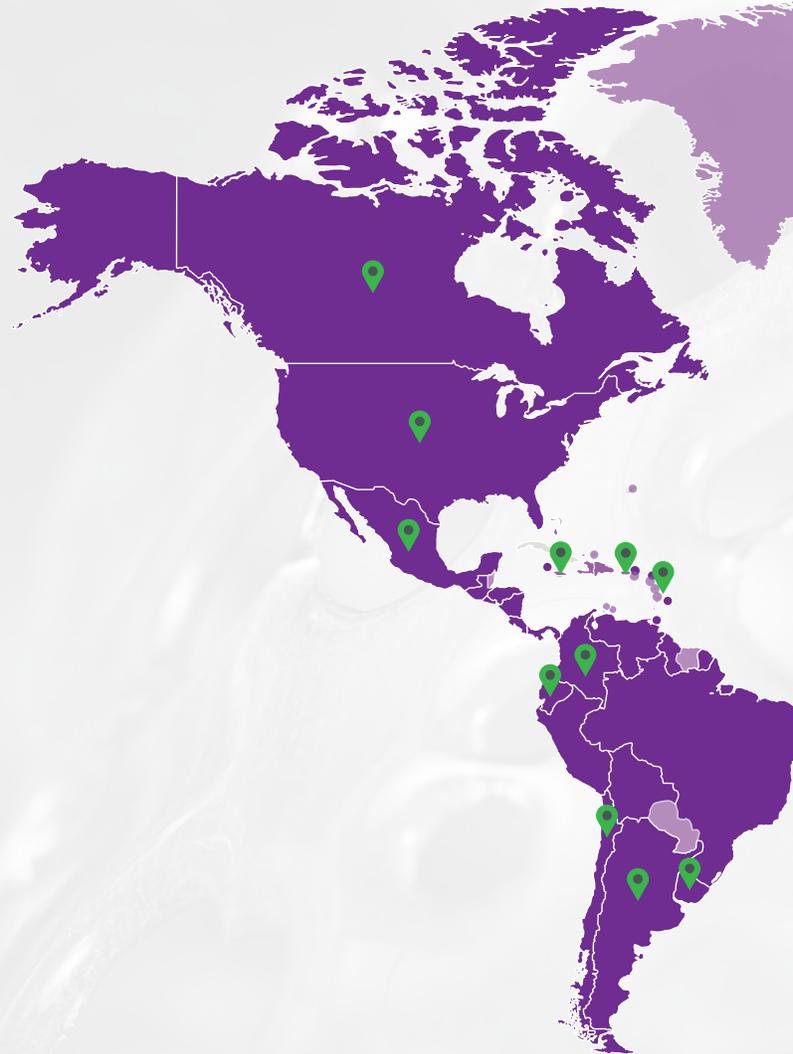
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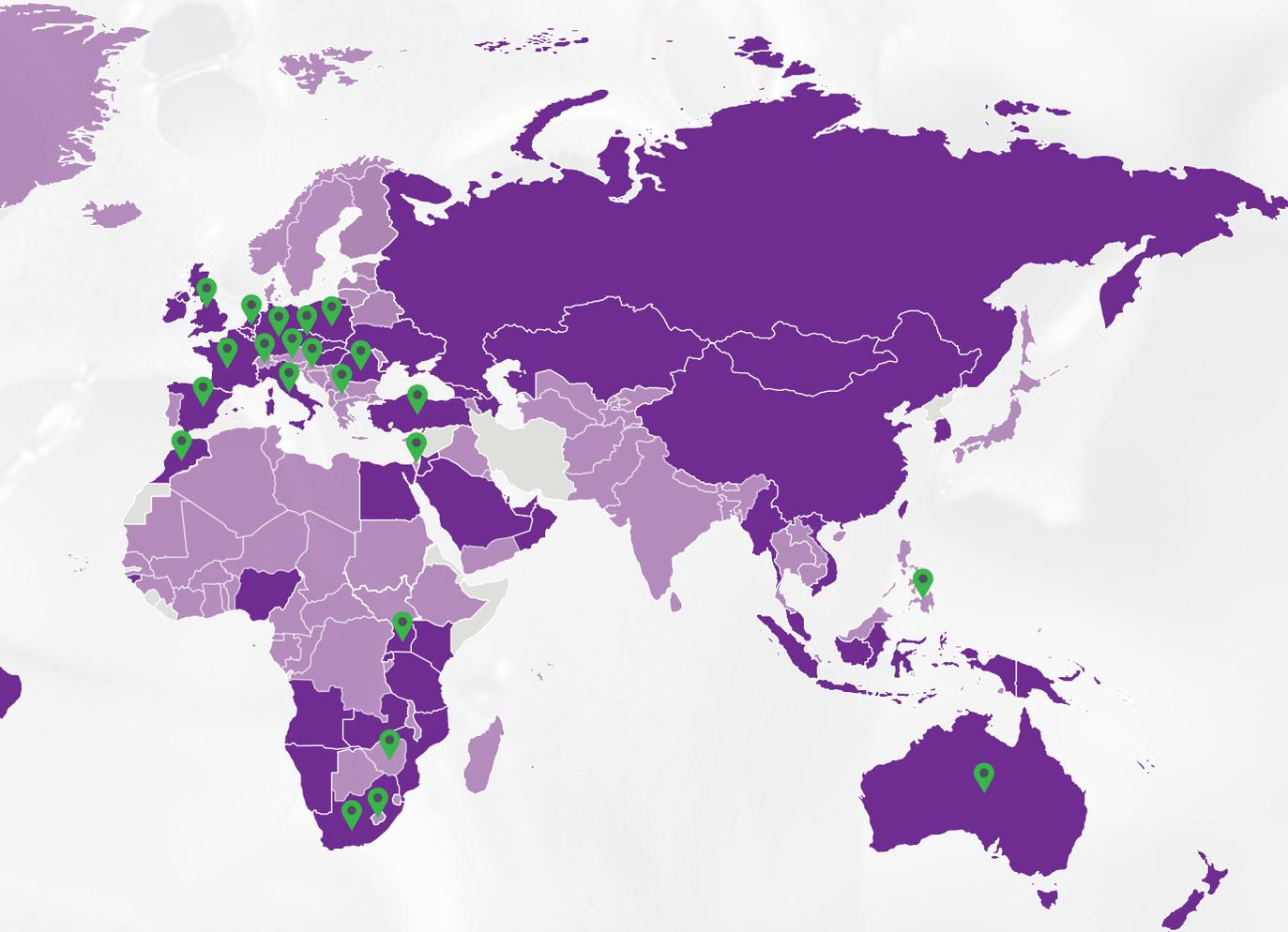
Unrivaled geographic footprint to support the cannabis industry

As client needs arise, team leadership can identify and assemble the right subject-matter experts to address a wide range of issues affecting cannabis industry clients.

The Dentons US cannabis team has extensive experience advising cannabis clients on US federal and state laws and other regulatory matters, providing operational assistance, assisting on corporate transactional matters, including securities offerings, and resolving disputes through litigation and negotiation



Dentons locations
Dentons referral network locations
Regions in which cannabis is legalized or decriminalized



Dentons is the world's first polycentric global law firm. We are committed to challenging the status quo by delivering legal services of consistent and uncompromising quality and value in new and inventive ways. Driven to provide clients with a competitive edge, and connected to the communities where our clients do business, Dentons knows how crucial understanding

local cultures and corporate environments is to successfully completing a deal, resolving a dispute or overcoming a business challenge. As the largest law firm in the world, Dentons builds tailored solutions to meet the needs of private and public clients of any size from offices in 200+ locations serving 80+ countries and through our global network of local experts. www.dentons.com

ABOUT DENTONS

Dentons is designed to be different. As the world's largest global law firm with 21,000 professionals in over 200 locations in more than 80 countries, we can help you grow, protect, operate and finance your business. Our polycentric and purpose-driven approach, together with our commitment to inclusion, diversity, equity and ESG, ensures we challenge the status quo to stay focused on what matters most to you.

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