



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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**IN THE MATTER OF
CANADA CANNABIS CORPORATION, CANADIAN CANNABIS CORPORATION,
BENJAMIN WARD, SILVIO SERRANO, and PETER STRANG**

Raymond Kindiak, Commissioner and Chair of the Panel

File Nos. 2019-34 and 2020-13

August 5, 2020

ORDER

WHEREAS on June 10 and July 24, 2020, the Ontario Securities Commission (the **Commission**) held hearings by telephone and by video conference with respect to procedural issues raised in a motion (the **Motion**) and an application (the **Application**) brought by a Respondent, Silvio Serrano, for disclosure of certain materials including a confidential Commission Order (the **Confidential Order**), and with respect to a process proposed by Enforcement Staff of the Commission (**Enforcement Staff**) for hearing the Motion and the Application;

ON READING the materials filed by the parties, the Confidential Order and its accompanying Confidential Reasons and Decision, and on hearing the submissions of the representatives of all parties;

IT IS ORDERED THAT, for reasons to follow:

1. The Confidential Order and the Confidential Reasons and Decision (collectively, the **Confidential Decisions**) continue to be subject to the confidentiality provisions set out therein and, despite the filing of the Confidential Decisions in these proceedings, the Confidential Decisions shall not be available to the public, pursuant to subsection 2(2) of the *Tribunal Adjudicative Records Act, 2019, SO 2019, c 7 (TARA)* and Rule 22(4) of the *Ontario Securities Commission Rules of Procedure and Forms, (2019) 42 OSCB 9714* (the **Commission Rules**);
2. The hearing of the Motion and the Application will consist of four phases: (i) First Non-Confidential Phase; (ii) Appointment of the Amicus Curiae (the **Amicus**); (iii) Confidential Phase; and (iv) Second Non-Confidential Phase;

I. First Non-Confidential Phase

3. During the First Non-Confidential Phase, which begins as of the date of this Order, the Respondents shall make submissions on all remaining issues raised in the Motion and the Application;

4. By no later than August 19, 2020, the parties shall provide the Registrar with their mutually agreeable proposed hearing dates for the First Non-Confidential Phase;
5. The Amicus may attend the hearing of the First Non-Confidential Phase and, with leave of the Panel, make submissions;

II. Appointment of the Amicus Curiae

Appointment and Scope

6. Nader R. Hasan of Stockwoods LLP is appointed as the Amicus to represent the interests of justice and, as directed, to assist with the Panel's determination of the issues raised in the Motion and Application;
7. The Amicus and the Commission will enter into a retainer agreement, which will establish terms for the payment of the Amicus's reasonable fees and disbursements;
8. The Amicus may address the Panel should there be any disagreements or misunderstandings on the reimbursement of the reasonable fees and disbursements of the Amicus;
9. This Order does not:
 - (a) create a solicitor-client relationship between the Amicus and any of the parties;
 - (b) create an ongoing duty of loyalty between the Amicus and any of the parties; or
 - (c) create a duty of candour between the Amicus and any of the parties;
10. The parties or the Amicus may apply to the Panel, on notice to the other parties, to vary terms 6 to 21 of this Order relating to the Amicus;

Access to Documents

11. The parties and their counsel may share any documents with the Amicus, including documents disclosed to the Respondents pursuant to Enforcement Staff's disclosure obligations;
12. Each party shall serve the Amicus with their respective materials already filed in connection with the Motion and the Application, except that Enforcement Staff shall not serve the Amicus with the Confidential Decisions;
13. The Amicus shall determine when he receives the Confidential Decisions, which will be provided by the Registrar upon the Amicus's written request. The Amicus's request shall copy all parties;
14. After the date of this Order, any document served by the parties in connection with the Motion and the Application shall also be served on the Amicus;
15. The Amicus may apply to the Panel, with notice to the parties, to request additional documents at any time;

Communications with the Amicus

16. The parties and their counsel may discuss scheduling matters with the Amicus and can have one-way communications from the parties to the Amicus at any time during the Motion and Application. The Amicus may acknowledge receipt of such communications at any time;

17. Communications between the parties and their counsel concerning legally privileged matters do not lose that privilege if shared with the Amicus;
18. Until the Amicus receives the Confidential Decisions, the Amicus may communicate with the parties and their counsel for any purposes he sees fit, including for the purpose of understanding the parties' positions;
19. After the Amicus receives the Confidential Decisions, the Amicus shall not, without prior leave of the Panel, reveal any information about the Confidential Decisions, or any other confidential information relating to the Application and Motion, to the Respondents or their counsel;
20. The Amicus will keep confidential from the public, the Respondents and their counsel all information and documents to which the Amicus has or has had access, including all materials filed in connection with the Confidential Phase (the **Confidential Filings**);
21. Nothing in this Order prevents the Amicus from sharing the Confidential Decisions or the Confidential Filings with other lawyers or staff at Stockwoods LLP acting under the direction of the Amicus, who shall also be bound by the terms of this Order;

III. Confidential Phase

22. The Confidential Phase will be conducted by way of *in camera* hearing, with Enforcement Staff and the Amicus in attendance, in the absence of the public and of the Respondents, unless expressly authorized by the Panel;
23. By no later than September 2, 2020, Enforcement Staff and the Amicus shall, copying all parties, provide the Registrar with their mutually agreeable proposed hearing dates for the Confidential Phase;
24. Any of the Respondents may, but are not required to, file confidential written materials in connection with the Confidential Phase and such materials must be filed and served on Enforcement Staff and the Amicus by no later than ten days before the scheduled hearing of the Confidential Phase;
25. During the hearing of the Confidential Phase:
 - (a) Enforcement Staff will make submissions to the Panel on all remaining issues raised in the Motion and the Application, based on the Confidential Decisions and the Confidential Filings;
 - (b) the Amicus may present issues, argument, and evidence favouring any party, including the Respondents, as he sees fit;
 - (c) the Amicus may read, hear, challenge, and respond to the evidence and the submissions made by Enforcement Staff or in any of the Confidential Filings, as the Amicus sees fit, taking into account the interests of any party. This can include cross-examination, calling witnesses, and making submissions to the Panel on factual and legal issues; and
 - (d) Enforcement Staff will have a right of reply to any submissions made by the Amicus;
26. The transcript of the hearing of the Confidential Phase and the Confidential Filings shall be kept confidential both from the Respondents and from the public, pursuant to subsection 2(2) of the TARA and Rule 22(4) of the Commission Rules;

IV. Second Non-Confidential Phase

27. The hearing of the Second Non-Confidential Phase will be held after the completion of the Confidential Phase and will be scheduled on a date to be agreed upon by the parties and set by the Office of the Secretary;
28. During the Second Non-Confidential Phase, the parties may make further submissions;
29. No additional evidence may be adduced during the Second Non-Confidential Phase, absent leave of the Panel; and
30. The Amicus may attend the hearing of the Second Non-Confidential Phase and, with leave of the Panel, make submissions.

"Raymond Kindiak"

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