



Capital
Markets
Tribunal

Tribunal des
marchés
financiers

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Toronto ON M5H 3S8

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Toronto ON M5H 3S8

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

File No. 2019-34

Adjudicators: Russell Juriansz (chair of the panel)
Cathy Singer
James Douglas

January 27, 2023

ORDER

WHEREAS on December 16, 2022, the Capital Markets Tribunal held a hearing by videoconference to consider what procedure to follow for the hearing of the motion filed by Silvio Serrano seeking the unredacted transcripts of the compelled interview of Benjamin Ward, and certain related materials including a Confidential Order and Confidential Reasons of the Tribunal (together, the **Confidential Materials**) and in the alternative, a stay of the proceedings (the **Motion**);

ON READING the materials filed by the parties and the Confidential Materials, and on hearing the submissions of the representatives for Staff of the Ontario Securities Commission (**OSC Staff**), and for each of Serrano and Peter Strang;

IT IS ORDERED, for reasons to follow, THAT:

1. the Confidential Materials previously filed in this proceeding continue to be subject to the confidentiality provisions set out therein and 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 *Capital Markets Tribunal Rules of Procedure and Forms* (**Rules**);
2. the hearing of the Motion will proceed in the following phases: (i) First Non-Confidential Phase; (ii) Confidential Phase; and (iii) Second Non-Confidential Phase;
3. an Amicus Curiae (**Amicus**) shall be appointed to represent the interests of justice and, as directed, assist with the Panel's determination of the issues raised in the Motion;

4. by no later than 4:30 p.m. on February 6, 2023, the parties shall provide the Registrar with their mutually agreeable proposed hearing date for the Motion, and a proposed schedule for the exchange of materials for each phase of the Motion;

Appointment of the Amicus Curiae

Appointment and Scope

5. Nader R. Hasan of Stockwoods LLP is appointed as the Amicus;
6. 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;
7. 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;
8. 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;
9. the parties or the Amicus may apply to the Panel, on notice to the other parties, to vary terms 5-16 of this Order relating to the Amicus;

Access to Documents

10. each party shall serve the Amicus with their respective materials already filed in connection with the Motion;
11. after the date of this Order, any document served by the parties in connection with the Motion shall also be served on the Amicus;
12. the Amicus may apply to the Panel, with notice to the parties, to request additional documents at any time;

Communications with the Amicus

13. the parties can communicate with the Amicus at any time, subject to the confidentiality restrictions contained in this Order;
14. communications between the parties and their counsel concerning legally privileged matters do not lose that privilege if shared with the Amicus;
15. the Amicus shall not, without prior leave of the Panel, reveal any information about the Confidential Material, or any other confidential information relating to the Motion, to the public, the respondents, or their counsel, including all materials filed in connection with the Confidential Phase (the **Confidential Filings**);

16. nothing in this Order prevents the Amicus from sharing the Confidential Materials 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;

First Non-Confidential Phase

17. during the First Non-Confidential Phase, all parties shall make submissions on the issues raised in the Motion;
18. the Amicus may attend the hearing of the First Non-Confidential Phase and, with leave of the Panel, make submissions;

Confidential Phase

19. the Confidential Phase will be conducted *in camera*, with OSC Staff and the Amicus in attendance, in the absence of the public and the respondents, unless expressly authorized by the Panel;
20. any of the respondents may, but are not required to, file confidential written materials in connection with the Confidential Phase;
21. during the Confidential Phase:
 - a. OSC Staff will make submissions to the Panel on all remaining issues raised in the Motion, based on 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 OSC 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. OSC Staff will have a right of reply to any submissions made by the Amicus;
22. 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 *Rules*;

Second Non-Confidential Phase

23. the Second Non-Confidential Phase of the Motion will be held after the completion of the Confidential Phase;
24. during the Second Non-Confidential Phase, the parties may make further submissions;
25. no additional evidence may be adduced during the Second Non-Confidential Phase, absent leave of the Panel; and

26. the Amicus may attend the hearing of the Second Non-Confidential Phase and, with leave of the Panel, make submissions.

"Russell Juriansz"

Russell Juriansz

"Cathy Singer"

Cathy Singer

"James Douglas"

James Douglas