Ontario

Capital Markets Tribunal | Tribunal des marchés financiers | 22nd Floor 20 Queen Street West Toronto ON M5H 3S8 | 22e étage 20, rue Queen ouest Toronto ON M5H 3S8

Citation: *Ontario Securities Commission v Tam*, 2025 ONCMT 15
Date: 2025-11-04
File No. 2025-17

BETWEEN:

ONTARIO SECURITIES COMMISSION

(Applicant)

- and -

JESSICA TAM

(Respondent)

REASONS FOR APPROVAL OF A SETTLEMENT

(Subsection 127(1) of the *Securities Act*, RSO 1990, c S.5)

Adjudicators:	James Douglas (chair of the panel) Cathy Singer Jane Waechter	
Hearing:	By videoconference, October 24, 2025	
Appearances:	Sakina Babwani Adam Gotfried	For the Ontario Securities Commission
	James Gibson	For Jessica Tam

REASONS FOR APPROVAL OF A SETTLEMENT

[1] The Ontario Securities Commission alleges that Jessica Tam engaged in illegal insider trading, contrary to subsection 76(1) of the *Securities Act*[1] (the ***Act***). The Commission and Tam agreed to resolve this allegation and sought approval of their settlement agreement. For the reasons that follow, we approved the agreement and ordered the sanctions agreed to by the parties.

[2] Tam was a close friend of Thi Anh Nguyet Pham and was acquainted with Pham's husband, Huy Le Huynh. Tam knew that Huynh was the VP of Finance at Score Media & Gaming Inc.

[3] On July 25, 2021, Tam obtained material non-public information from Huynh about the planned acquisition of Score by Penn National Gaming Inc.

[4] Huynh presented Tam with an opportunity to invest with him in Score through her tax-free savings account (**TFSA**). He proposed that the profits of their insider trading scheme be split 80% for Huynh and Pham, and 20% for Tam. Tam was unemployed at the time.

[5] Tam agreed with Huynh's proposal. Huynh provided Tam with $10,000 to deposit in her TFSA for the trading. Tam followed Huynh's instructions and purchased Score call options in July and August of 2021.

[6] On August 5, 2021, Score and Penn publicly announced the acquisition. That afternoon, Huynh told Tam to sell the options. They made a profit of approximately US$311,000.

[7] Tam understood it was important to Huynh that the arrangement be kept quiet. Huynh told Tam to pay his share of the trading profits slowly, and in cash. Tam communicated with Huynh and Pham via WhatsApp instant messaging to arrange the delivery of cash using codewords such as "toys".

[8] Following Huynh's written instructions, Tam used some of the remaining proceeds in her TFSA to allocate a portion of his share of the profits towards

[1] RSO 1990, c S.5

purchasing other securities. She also used some of the proceeds for her own benefit, including to pay personal expenses.

[9] Of the total trading profit of approximately $390,000, Tam has agreed to disgorge $120,000 to the Commission. Huynh has disgorged the remaining $270,000 to the Commission in accordance with a settlement agreement, approved by the Tribunal on September 26, 2025.

[10] The Commission and Tam have jointly proposed the following terms of settlement:

a. with the exceptions as set out in the order, Tam will be subject to a 2-year restriction on her ability to trade in any securities or derivatives, and to acquire securities; and

b. Tam shall disgorge to the Commission $120,000.

[11] Tam helped Huynh take advantage of material non-public information about the Score acquisition. Following Huynh's instructions, Tam used her account to buy options before the deal was announced. After the deal became public, they sold the options and made a large profit. They used deceptive tactics to try to avoid being caught.

[12] In approving the settlement, we took into account certain well-recognized sanctioning factors, including the seriousness of the breach, and specific and general deterrence. Illegal insider trading is among the most egregious breaches of Ontario securities law. It accords those who engage in it an unfair advantage, creates an unlevel playing field and generally erodes confidence in the capital markets.[2]

[13] The Commission submits that Tam is entitled to significant credit for cooperation. She admitted to serious misconduct and implicated others. She also agreed to testify in any subsequent proceedings. In addition to Tam's cooperation, we have taken into consideration the following mitigating factors:

a. Tam was not the architect of the scheme;

[2] *Cheng (Re)*, 2018 ONSEC 34 at para 2; *Hutchinson (Re)*, 2018 ONSEC 22 at para 4

b. Tam was unemployed and in a fraught emotional state when Huynh proposed the scheme;

c. Tam has accepted full responsibility for her conduct and admits to her part in the insider trading scheme; and

d. Tam has no history of prior misconduct.

[14] When deciding whether to approve an enforcement settlement, we must be satisfied that the proposed terms are in the public interest. We recognize that, in most instances, there will be a range of reasonable outcomes that are consistent with the public interest. If the proposed terms are within that reasonable range, the Tribunal will ordinarily approve the parties' agreement.

[15] We found that the proposed settlement in this proceeding was reasonable and in the public interest. We issued an order on October 24, 2025, substantially in the form of the draft attached to the settlement agreement.

Dated at Toronto this 4th day of November, 2025

"James Douglas"

James Douglas

"Cathy Singer"

Cathy Singer

"Jane Waechter"

Jane Waechter