

This decision was originally issued on a confidential basis and later published pursuant to the terms of the Order issued in the same proceeding on August 9, 2018.



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
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**IN THE MATTER OF
KATANGA MINING LIMITED**

D. Grant Vingoe, Vice-Chair and Chair of the Panel
Deborah Leckman, Commissioner
Mark J. Sandler, Commissioner

August 9, 2017

CONFIDENTIAL ORDER
Section 17 of the
Securities Act, RSO 1990, c S.5

WHEREAS on August 8, 2017, the Ontario Securities Commission held a hearing at the offices of the Commission located at 20 Queen Street West, 17th Floor, Toronto, Ontario, to consider an application made by Katanga Mining Limited (**Katanga**) for an order authorizing Katanga to disclose certain information pursuant to section 17 of the *Securities Act*, RSO 1990, c S.5 (the **Act**);

ON READING the confidential application record of Katanga dated August 4, 2017, the Factum and Book of Authorities of Staff of the Commission and on hearing the submissions of the representatives for Katanga and for Staff of the Commission;

IT IS ORDERED THAT:

1. Katanga's application to disclose the contents of the summons issued by Staff of the Commission to Katanga on April 19, 2017 (the **Summons**) to Deloitte AG, Deloitte LLP, and Deloitte Canada is dismissed, without prejudice to Katanga to refile its application with additional evidence;
2. pursuant to subsection 17(1) of the Act, Katanga is authorized to disclose the contents of the Summons to: Leon Taljaard, Wayne Megaw, George Tweedy and Murray Dicks, of Deloitte South Africa (each a **Permitted Individual**);
3. pursuant to subsection 17(4) of the Act, Katanga is authorized to disclose the letter attached to this Order as "Schedule A" to:
 - a. Leon Taljaard, Wayne Megaw, George Tweedy and Murray Dicks, of Deloitte South Africa;
 - b. Matthew Sheerin and Makhan Chahal, of Deloitte AG;
 - c. Jack Kelly, Steve Ward and Ian Joslin, of Deloitte LLP; and
 - d. Andrew Macartney, of Deloitte Canada
(also each a **Permitted Individual**);

4. pursuant to subsection 17(4) of the Act, it is a condition of this Order that, before disclosure of the Summons or of Schedule "A" is made to any Permitted Individual as permitted by this Order, Katanga shall obtain a written confirmation from the Permitted Individual that the Permitted Individual is bound by the confidentiality provisions of subsection 16(2) of the Act;
5. pursuant to subsection 17(4) of the Act, it is a condition of this Order that Schedule "A" is confidential and may not be disclosed to any person or company except to the Permitted Individuals;
6. pursuant to subsection 9(1.1) of the *Statutory Powers Procedure Act*, RSO 1990, c S.22 (**SPPA**) and Rule 5.2 of the *Ontario Securities Commission Rules of Procedure* (2014), 37 OSCB 4168 (the **Rules of Procedure**), the material filed with the Commission in connection with this application shall be kept confidential;
7. pursuant to Rule 8.2 of the Rules of Procedure and subsection 9(1.1) of the SPPA, the hearing of this matter shall be held *in camera* and any transcript of the hearing shall remain confidential; and
8. pursuant to Rule 17.2(2) of the Rules of Procedure, this Order and any written reasons associated with this Order shall remain confidential unless and until the Panel issues an additional Order regarding the continuing confidentiality, which issue shall be the subject of written submissions to be delivered by the parties no later than September 8, 2017.

"D. Grant Vingoe"

"Deborah Leckman"

D. Grant Vingoe

"Mark J. Sandler"

Deborah Leckman

Mark J. Sandler

**Schedule “A”
Letter to counsel**



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Counsel for Katanga Mining Limited

Dear Counsel:

Re: Confidential investigation into Katanga Mining Limited

Staff of the Ontario Securities Commission (“Staff”) are conducting a confidential investigation into Katanga Mining Limited (“Katanga”).

This investigation is subject to strict legal requirements for confidentiality. In particular, section 16 of the Ontario Securities Act prohibits disclosure, except in accordance with section 17 of the Act, by any person or company of, among other things, the following categories of information:

- the nature or content of an investigative order issued by the Commission;
- the name of any person examined or sought to be examined under section 13 of the Act;
- any testimony given under section 13;
- any information obtained under section 13;
- the nature or content of any questions asked under section 13;
- the nature or content of any demands for the production of any document or other thing under section 13; or
- the fact that any document or other thing was produced under section 13.

Nonetheless, section 16 of the Act does not restrict Katanga from answering questions or providing documents to its auditor on the basis that the same answers or documents may have also been produced to Staff.

By order of the Ontario Securities Commission, this letter is confidential and may not be disclosed to any person or company except as expressly ordered by the Ontario Securities Commission.

Regards,

STAFF OF THE ONTARIO SECURITIES COMMISSION

Carlo Rossi
Litigation Counsel
Enforcement Branch