

The Ontario Securities Commission

OSC Bulletin

November 2, 2017

Volume 40, Issue 44

(2017), 40 OSCB

The Ontario Securities Commission administers the *Securities Act* of Ontario (R.S.O. 1990, c. S.5) and the *Commodity Futures Act* of Ontario (R.S.O. 1990, c. C.20)

The Ontario Securities Commission

Cadillac Fairview Tower
22nd Floor, Box 55
20 Queen Street West
Toronto, Ontario
M5H 3S8

416-593-8314 or Toll Free 1-877-785-1555

Contact Centre – Inquiries, Complaints:

Office of the Secretary:

Published under the authority of the Commission by:

Thomson Reuters
One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

416-609-3800 or 1-800-387-5164

Fax: 416-593-8122
TTY: 1-866-827-1295

Fax: 416-593-2318



The OSC Bulletin is published weekly by Thomson Reuters Canada, under the authority of the Ontario Securities Commission.

Thomson Reuters Canada offers every issue of the Bulletin, from 1994 onwards, fully searchable on *SecuritiesSource*[™], Canada's pre-eminent web-based securities resource. *SecuritiesSource*[™] also features comprehensive securities legislation, expert analysis, precedents and a weekly Newsletter. For more information on *SecuritiesSource*[™], as well as ordering information, please go to:

<http://www.westlawecarswell.com/SecuritiesSource/News/default.htm>

or call Thomson Reuters Canada Customer Support at 1-416-609-3800 (Toronto & International) or 1-800-387-5164 (Toll Free Canada & U.S.).

Claims from *bona fide* subscribers for missing issues will be honoured by Thomson Reuters Canada up to one month from publication date.

Space is available in the Ontario Securities Commission Bulletin for advertisements. The publisher will accept advertising aimed at the securities industry or financial community in Canada. Advertisements are limited to tombstone announcements and professional business card announcements by members of, and suppliers to, the financial services industry.

All rights reserved. No part of this publication may be reproduced, stored in a retrieval system, or transmitted in any form or by any means, electronic, mechanical, photocopying, recording, or otherwise without the prior written permission of the publisher.

The publisher is not engaged in rendering legal, accounting or other professional advice. If legal advice or other expert assistance is required, the services of a competent professional should be sought.

© Copyright 2017 Ontario Securities Commission
ISSN 0226-9325
Except Chapter 7 ©CDS INC.



One Corporate Plaza
2075 Kennedy Road
Toronto, Ontario
M1T 3V4

Customer Support
1-416-609-3800 (Toronto & International)
1-800-387-5164 (Toll Free Canada & U.S.)
Fax 1-416-298-5082 (Toronto)
Fax 1-877-750-9041 (Toll Free Canada Only)
Email CustomerSupport.LegalTaxCanada@TR.com

Table of Contents

<p>Chapter 1 Notices / News Releases 8803</p> <p>1.1 Notices 8803</p> <p>1.1.1 OSC Staff Notice 11-737 (Revised) – Securities Advisory Committee – Vacancies 8803</p> <p>1.2 Notices of Hearing (nil)</p> <p>1.3 Notices of Hearing with Related Statements of Allegations 8805</p> <p>1.3.1 Lance Sandford Cook and CBM Canada’s Best Mortgage Corp. – ss. 127(1), 127(10) 8805</p> <p>1.3.2 Vicky Dancho (also known as Ju Huang) – ss. 127(1), 127(10) 8811</p> <p>1.4 News Releases (nil)</p> <p>1.5 Notices from the Office of the Secretary 8814</p> <p>1.5.1 Hanane Bouji et al. 8814</p> <p>1.5.2 Lance Sandford Cook and CBM Canada’s Best Mortgage Corp. 8814</p> <p>1.5.3 Vicky Dancho (also known as Ju Huang) 8815</p> <p>1.6 Notices from the Office of the Secretary with Related Statements of Allegations 8816</p> <p>1.6.1 Benedict Cheng et al. 8816</p> <p>Chapter 2 Decisions, Orders and Rulings 8823</p> <p>2.1 Decisions 8823</p> <p>2.1.1 Canadian Imperial Bank of Commerce and The PrivateBank and Trust Company 8823</p> <p>2.1.2 CI Investments Inc. et al. 8827</p> <p>2.2 Orders 8833</p> <p>2.2.1 Pacific Insight Electronics Corp. 8833</p> <p>2.2.2 Unigestion SA – s. 80 of the CFA 8835</p> <p>2.3 Orders with Related Settlement Agreements (nil)</p> <p>2.4 Rulings (nil)</p> <p>Chapter 3 Reasons: Decisions, Orders and Rulings 8845</p> <p>3.1 OSC Decisions 8845</p> <p>3.1.1 Hanane Bouji et al. – s. 8(3) 8845</p> <p>3.2 Director’s Decisions (nil)</p> <p>3.3 Court Decisions (nil)</p> <p>Chapter 4 Cease Trading Orders 8857</p> <p>4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders 8857</p> <p>4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders 8857</p> <p>4.2.2 Outstanding Management & Insider Cease Trading Orders 8857</p> <p>Chapter 5 Rules and Policies (nil)</p>	<p>Chapter 6 Request for Comments (nil)</p> <p>Chapter 7 Insider Reporting 8859</p> <p>Chapter 9 Legislation (nil)</p> <p>Chapter 11 IPOs, New Issues and Secondary Financings 8923</p> <p>Chapter 12 Registrations 8935</p> <p>12.1.1 Registrants 8935</p> <p>Chapter 13 SROs, Marketplaces, Clearing Agencies and Trade Repositories 8937</p> <p>13.1 SROs (nil)</p> <p>13.2 Marketplaces 8937</p> <p>13.2.1 Aequitas NEO Exchange Inc. – Proposed Amendments to Listing Manual – OSC Staff Notice and Request for Comment 8937</p> <p>13.3 Clearing Agencies (nil)</p> <p>13.4 Trade Repositories (nil)</p> <p>Chapter 25 Other Information 8939</p> <p>25.1 Consents 8939</p> <p>25.1.1 22 Capital Corp. – s. 4(b) of Ont. Reg. 289/00 under the OBCA 8939</p> <p>Index 8943</p>
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Chapter 1

Notices / News Releases

1.1 Notices

1.1.1 OSC Staff Notice 11-737 (Revised) – Securities Advisory Committee – Vacancies

OSC STAFF NOTICE 11-737 (REVISED)

SECURITIES ADVISORY COMMITTEE – VACANCIES

The Securities Advisory Committee ("SAC") is a committee of industry experts established by the Commission to advise it and its staff on a variety of matters including policy initiatives and capital markets trends. The Commission seeks four prospective candidates to serve on SAC beginning in January 2018 for a three-year term ending December 2020. There is a one-third turnover of SAC membership each calendar year.

SAC members will generally meet every other month and provide advice on a variety of matters, including legal and regulatory initiatives, as well as market implications of Commission rules, policies, operations, and administration. SAC members are also invited to provide their perspectives on emerging trends in the marketplace. Those who make a commitment to serve on SAC must be in a position to devote the time necessary to attend meetings and be an active participant at those meetings.

SAC members are expected to have excellent technical abilities and a strong interest in the development of securities regulatory policy. This includes having in-depth knowledge of the legislation and policies for which the Commission is responsible, as well as a significant practice and experience in the securities field. Expertise in an area of special interest to the Commission at the time of an appointment will also be a factor in selection. Diversification of membership on SAC continues to be a Commission priority in order to promote a broad perspective on the development of securities regulatory policy. In addition to candidates engaged in private practice, we continue to welcome the submission of applications from in-house counsel practicing in the securities area at an exchange, institutional investor or dealer.

Qualified individuals who have the support of their firms/employers for the commitment required to effectively participate on SAC, are invited to apply in writing for membership on SAC to the General Counsel's Office of the Commission, indicating areas of practice and relevant experience. Prospective candidates are encouraged to review OSC Policy 11-601 for further information about SAC.

SAC members whose terms continue past December 2017 are:

- Jeffrey Meade TD Bank Group
- Rhonda Goldberg IGM Financial Inc.
- Julie Shin Toronto Stock Exchange
- Ron Schwass Wildeboer Dellelce LLP
- Thomas Fenton Aird & Berlis LLP
- Eric Moncik Blake, Cassels & Graydon LLP
- Ramandeep Grewal Stikeman Elliott LLP
- Thomas Yeo Torys LLP

The Commission wishes to thank the following members whose terms will expire at the end of December 2017:

- Sheldon Freeman Goodmans LLP
- Mindy Gilbert Davies Ward Phillips & Vineberg LLP
- Blair Cowper-Smith OMERS Administration Corporation
- Kathleen Ritchie Gowling WLG

The Commission is very grateful to outgoing members for their able assistance and valuable input.

Applications for SAC membership will be considered if received on or before **November 24, 2017**. Applications should be submitted by email to:

James Sinclair
General Counsel
Ontario Securities Commission
20 Queen Street West, 22th Floor
Toronto, Ontario, M5H 3S8
Tel: (416) 263-3870
jsinclair@osc.gov.on.ca

1.3 Notices of Hearing with Related Statements of Allegations

1.3.1 Lance Sandford Cook and CBM Canada's Best Mortgage Corp. – ss. 127(1), 127(10)

**IN THE MATTER OF
LANCE SANDFORD COOK and
CBM CANADA'S BEST MORTGAGE CORP.**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10) of the Securities Act)**

TAKE NOTICE THAT the Ontario Securities Commission (the **Commission**) will hold a hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5 (the **Act**), at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on November 6, 2017 at 10:00 a.m., or as soon thereafter as the hearing can be held;

TO CONSIDER whether, pursuant to subsection 127(1) and paragraph 4 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against Lance Sandford Cook (**Cook**) that:

until the later of August 8, 2022, and the date on which the payments ordered against Cook in paragraphs 61(c) and 61(d) of the Order of the British Columbia Securities Commission dated August 8, 2017 (the **BCSC Order**) have been made:

- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Cook cease, except that he may trade securities or derivatives for his own account through a registered dealer, if he gives the registered dealer a copy of the BCSC Order, and a copy of the Order of the Commission in this proceeding, if granted;
- b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Cook cease, except that he may purchase securities for his own account through a registered dealer, if he gives the registered dealer a copy of the BCSC Order, and a copy of the Order of the Commission in this proceeding, if granted;
- c. pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Cook resign any positions that he holds as a director or officer of any issuer or registrant;
- d. pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Cook be prohibited from becoming or acting as a director or officer of any issuer or registrant; and
- e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Cook be prohibited from becoming or acting as a registrant, investment fund manager or promoter;

2. against CBM Canada's Best Mortgage Corp. (**CBM**) that:

- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by CBM cease;
- b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by CBM cease;
- c. pursuant to paragraph 8.5 of subsection 127(1) of the Act, CBM be prohibited from becoming or acting as a registrant, investment fund manager or promoter;

3. such other order or orders as the Commission considers appropriate.

BY REASON of the allegations set out in the Statement of Allegations of Staff of the Commission dated October 24, 2017, and by reason of the BCSC Order, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that at the hearing on November 6, 2017 at 10:00 a.m., Staff will bring an application to proceed with the matter by written hearing, in accordance with Rule 11 of the Ontario Securities Commission *Rules of Procedure* (2014), 37 OSCB 4168 and section 5.1 of the *Statutory Powers Procedure Act*, RSO 1990, c S.22, and any party to the proceeding may make submissions in respect of the application to proceed by written hearing;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by a representative at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of the party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French on request of a party, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 24th day of October, 2017.

"Grace Knakowski"
Secretary to the Commission

**IN THE MATTER OF
LANCE SANDFORD COOK and
CBM CANADA'S BEST MORTGAGE CORP.**

**STATEMENT OF ALLEGATIONS OF
STAFF OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (Staff) allege:

I. OVERVIEW

1. Lance Sandford Cook (**Cook**) and CBM Canada's Best Mortgage Corp. (**CBM**) (together, the **Respondents**) are subject to an order made by the British Columbia Securities Commission (the **BCSC**) dated August 8, 2017 (the **BCSC Order**) that imposes sanctions, conditions, restrictions or requirements upon them.
2. In its findings on liability dated April 19, 2017 (the **Findings**), a panel of the BCSC (the **BCSC Panel**) found that Cook and CBM engaged in illegal distributions of securities, contrary to section 61 of the British Columbia *Securities Act*, RSBC 1996, c 418 (the **BC Act**), and that Cook was liable for CBM's contraventions of BC securities law under section 168.2 of the BC Act.
3. Staff are seeking an inter-jurisdictional enforcement order, pursuant to paragraph 4 of subsection 127(10) of the Ontario *Securities Act*, R.S.O. 1990, c. S.5 (the **Act**).

II. THE BCSC PROCEEDINGS

The BCSC Findings

4. The conduct for which the Respondents were sanctioned took place between June and December 2010 (the **Material Time**).
5. As of the date of the Findings, Cook was a resident of British Columbia. During the Material Time, Cook was registered as a mortgage broker in British Columbia, but has never been registered, nor filed a prospectus, under the BC Act.
6. CBM was a federally registered Canadian corporation, and was extra-provincially registered in British Columbia. Cook was its President and sole director. During the Material Time, CBM was registered as a mortgage broker company in British Columbia, but has never been registered, nor filed a prospectus, under the BC Act. CBM was dissolved for failure to file annual reports on June 28, 2014.

Investor A

7. Investor A and her husband were clients of the Respondents' mortgage broker business. On September 19, 2007, Investor A provided Cook, personally, with a bank draft for \$80,000, and in return received a promissory note issued by Cook for the same amount, with a one year term and bearing 15% annual interest. Investor A was under the impression the funds she invested with Cook were to be invested in a technology company.
8. Investor A received interest as promised on this note. The investment was subsequently renewed on three occasions between September 19, 2008 and June 19, 2010. Upon each renewal, Investor A and/or Investor A and her husband, entered into new interest-bearing promissory notes with Cook for \$80,000. Interest payments on these subsequent notes were made by Cook until May 2011.
9. In May 2011, Investor A learned that the technology company she had discussed with Cook had gone into bankruptcy. Cook advised Investor A and her husband that he was in financial difficulty and could not repay or continue making interest payments on the June 19, 2010 promissory note. On Cook's proposing, Investor A and her husband entered into a new, non-interest bearing promissory note for \$40,000, issued by Cook on June 10, 2011. In June 2012, Cook proposed restructuring that note by reducing it further. Investor A and her husband did not agree to the reduction, and have not received any further payments from Cook since June 10, 2011.

Investor B

10. Investor B met Cook at a real estate investment club. On October 26, 2007, Investor B provided Cook with \$70,000, and in return received a promissory note for \$70,000 issued by Cook, with a one-year term and bearing 15% annual interest. Investor B received interest as promised on this note. Investor B and Cook subsequently renewed the

investment on three occasions between October 26, 2008 and October 14, 2010. On each occasion, Investor B and Cook entered into new interest-bearing promissory notes for \$70,000, issued by Cook.

11. In June 2011, Cook advised Investor B that he was unable to continue making interest payments on the October 14, 2010 note. Cook proposed issuing Investor B a further, non-interest bearing promissory note for \$42,750. Investor B refused Cook's offer, and has not received any further payments from him since May 2011.

Investor C

12. Investor C met Cook through a mutual acquaintance, and ultimately made three overlapping investments with the Respondents.

First Investment

13. On December 27, 2007, Investor C provided Cook with \$100,000, and in return, received a promissory note, in the names of Cook personally and another individual whom Investor C had never met. The promissory note offered a one-year term and 15% annual interest. Investor C received interest payments on this note from CBM. Between December 21, 2008 and October 14, 2010, Investor C agreed to three renewals of the investment. Upon each renewal, Investor C entered into new interest-bearing promissory notes with CBM, each for \$100,000. Interest payments on these subsequent notes were made by CBM until May 2011.
14. At that time, Cook proposed issuing Investor C a further, non-interest bearing promissory note for \$50,000. Investor C agreed, and on June 10, 2011, was issued such a note by CBM. In September 2012, Cook proposed restructuring that note by reducing it further. Investor C agreed and was issued a further promissory note for \$9,854 by Cook. Investor C received no further payments on her first investment from CBM or Cook following May 2011.

Second Investment

15. On May 21, 2008, Investor C entered into a promissory note with the Respondents for \$50,000, with a one-year term and 15% annual interest. CBM made interest payments as promised on this note. The promissory note was subsequently renewed on three occasions, in each instance for \$50,000 and bearing interest payable to Investor C, between May 21, 2009 and March 31, 2011. Investor C received interest on these subsequent notes from CBM until May 2011.
16. At that time, Cook proposed issuing Investor C a further, non-interest bearing promissory note for \$28,125. Investor C agreed, and on June 10, 2011, was issued such a note by CBM. In September 2012, Cook proposed restructuring that note by reducing it further. Investor C agreed and was issued a further promissory note for \$5,391 by Cook. Investor C received no further payments on her second investment from CBM or Cook after May 2011.

Third Investment

17. On September 30, 2009, Investor C provided Cook with \$50,000 and in return, received a promissory note issued by Cook, with a one-year term and bearing 15% annual interest. Interest payments on this note were made by a numbered company controlled by Cook. On September 9, 2010, Investor C and Cook agreed to renew the investment and entered into a new interest-bearing promissory note. Interest payments on the new note were made by the numbered company until May 2011.
18. At that time, Cook proposed issuing to Investor C a further, non-interest bearing promissory note for \$37,500. On June 10, 2011, Investor C received such a note, issued by Cook. In September, 2012, Cook again proposed restructuring that note by reducing it further. Investor C agreed and was issued a further promissory note by Cook in the amount of \$7,188. Investor C has not received any further payments on her third investment from the numbered company or Cook since May 2011.

Investor D

19. Investor D met Cook when the Respondents assisted her with obtaining a mortgage on her home. On December 1, 2008, Investor D provided Cook with \$30,000, and in return, received a promissory note for the same amount issued by Cook, with a one-year term and bearing 15% annual interest. Investor D received interest payments on this note from CBM. Investor D and Cook subsequently renewed the investment on December 1, 2009 and December 1, 2010. On both occasions, Investor D and CBM entered into new interest-bearing promissory notes for \$30,000. Investor D received interest payments from CBM on these notes until May 2011.

20. In May 2011, Cook proposed issuing Investor D a further, non-interest bearing, promissory note for \$19,125. Investor D agreed, and on June 10, 2011, was issued such a note by CBM. Investor D has not received any further payments from Cook nor CBM since June 2011.

Limitation Period

21. The BCSC Panel found that a new security was issued to Investors A, B, C and D, respectively, every time an interest bearing promissory note was renewed. In each case, the new interest bearing promissory note was issued in satisfaction of repayment of its predecessor interest bearing promissory note.
22. The BCSC panel found that the following distributions by the Respondents occurred after April 25, 2010 (being the date that was six years prior to the date of BCSC Staff's notice of hearing):
- Investor A – \$80,000 promissory note on June 19, 2010
 - Investor B – \$70,000 promissory note on October 14, 2010
 - Investor C – \$100,000 promissory note on October 14, 2010; \$50,000 promissory note on March 31, 2011; and \$50,000 promissory note on September 9, 2010
 - Investor D – \$30,000 promissory note on December 1, 2010
23. The BCSC Panel determined that the above six distributions of securities by the Respondents, for an aggregate total of \$380,000, occurred within the limitation period under section 159 of the BC Act.
24. The BCSC Panel found that neither of the Respondents filed a prospectus with respect to any of the promissory notes, and that CBM's contraventions of the BC Act involved a subset of the same distributions in which Cook also took part.
25. In its Findings, the BCSC Panel concluded that:
- a. Cook contravened section 61 of the BC Act with respect to six distributions of securities to four investors for total proceeds of \$380,000;
 - b. CBM contravened section 61 of the BC Act with respect to three distributions of securities to two investors for total proceeds of \$180,000; and
 - c. Cook was liable under section 168.2 of the BC Act for CBM's contraventions of section 61 of the BC Act.

The BCSC Order

26. The BCSC Order imposed the following sanctions, conditions, restrictions or requirements:
- a. upon Cook:
 - i. under section 161(1)(d)(i) of the BC Act, that Cook resign any position he holds as a director or officer of an issuer or registrant;
 - ii. Cook be prohibited, for the later of five years or until such time as the amounts referred to in subparagraphs (iii) and (iv) below have been paid:
 - 1. under section 161(1)(b)(ii) of the BC Act, from trading in or purchasing any securities or exchange contracts, except that he may trade and purchase securities or exchange contracts for his own account through a registered dealer, if he gives the registered dealer a copy of the BCSC Order;
 - 2. under section 161(1)(d)(ii) of the BC Act, from becoming or acting as a director or officer of any issuer or registrant;
 - 3. under section 161(1)(d)(iii) of the BC Act, from becoming or acting as a registrant or promoter;
 - 4. under section 161(1)(d)(iv) of the BC Act, from acting in a management or consultative capacity in connection with activities in the securities market; and

5. under section 161(1)(d)(v) of the BC Act, from engaging in investor relations activities;
 - iii. under section 161(1)(g) of the BC Act that Cook pay to the BCSC \$218,500, being the total amount of \$380,000 he avoided paying as a result of his contraventions of the BC Act, less total interest payments returned to investors of \$161,500; and
 - iv. under section 162 of the BC Act, Cook pay to the BCSC an administrative penalty of \$25,000;
- b. upon CBM:
- CBM be prohibited for five years:
- i. under section 161(1)(b)(ii) of the BC Act, from trading in or purchasing securities;
 - ii. under section 161(1)(d)(iii) of the BC Act, from becoming or acting as a promoter;
 - iii. under section 161(1)(d)(iv) of the BC Act, from acting in a management or consultative capacity in connection with activities in the securities market; and
 - iv. under section 161(1)(d)(v) of the BC Act, from engaging in investor relations activities.

III. JURISDICTION OF THE ONTARIO SECURITIES COMMISSION

27. The Respondents are subject to an order of the BCSC imposing sanctions, conditions, restrictions or requirements upon them.
28. Pursuant to paragraph 4 of subsection 127(10) of the Act, an order made by a securities regulatory authority, derivatives regulatory authority or financial regulatory authority, in any jurisdiction, that imposes sanctions, conditions, restrictions or requirements on a person or company may form the basis for an order in the public interest made under subsection 127(1) of the Act.
29. Staff allege that it is in the public interest to make an order against the Respondents.
30. Staff reserve the right to amend these allegations and to make such further and other allegations as Staff deem fit and the Commission may permit.
31. Staff request that this application be heard by way of a written hearing pursuant to Rules 2.6 and 11 of the Ontario Securities Commission *Rules of Procedure*.

DATED at Toronto, this 24th day of October, 2017.

1.3.2 Vicky Dancho (also known as Ju Huang) – ss. 127(1), 127(10)

IN THE MATTER OF
VICKY DANCHO
(also known as JU HUANG)

NOTICE OF HEARING
(Subsections 127(1) and 127(10) of the Securities Act)

TAKE NOTICE THAT the Ontario Securities Commission (the **Commission**) will hold a hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5 (the **Act**), at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on November 6, 2017 at 10:30 a.m., or as soon thereafter as the hearing can be held;

TO CONSIDER whether, pursuant to subsection 127(1) and paragraphs 4 and 5 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against Vicky Dancho (also known as Ju Huang) (**Dancho**) that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Dancho cease permanently, except that she may trade securities through one account in her own name through a registrant if she first provides to the registrant a copy of the Order of the British Columbia Securities Commission (**BCSC**) dated February 16, 2017 (the **BCSC Order**), and a copy of the Order of the Commission in this proceeding, if granted;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Dancho cease permanently, except that she may purchase securities through one account in her own name through a registrant if she first provides to the registrant a copy of the BCSC Order, and a copy of the Order of the Commission in this proceeding, if granted;
 - c. pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act, Dancho resign any positions that she holds as a director or officer of any issuer or registrant;
 - d. pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act, Dancho be prohibited permanently from becoming or acting as a director or officer of any issuer or registrant; and
 - e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Dancho be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter;
2. or such other order or orders as the Commission considers appropriate.

BY REASON of the allegations set out in the Statement of Allegations of Staff of the Commission dated October 23, 2017, and by reason of a Settlement Agreement between Dancho and the BCSC dated February 16, 2017, the BCSC Order, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by a representative at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of the party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French on request of a party, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français sur demande d'une partie, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 23rd day of October, 2017.

"Grace Knakowski"
Secretary to the Commission

**IN THE MATTER OF
VICKY DANCHO
(also known as JU HUANG)**

**STATEMENT OF ALLEGATIONS OF
STAFF OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (“**Staff**”) allege:

I. OVERVIEW

1. On February 16, 2017, Vicky Dancho (also known as Ju Huang) (**Dancho** or the **Respondent**) entered into a Settlement Agreement (the **Settlement Agreement**) with the British Columbia Securities Commission (the **BCSC**).
2. Dancho is subject to an order made by the BCSC dated February 16, 2017 (the **BCSC Order**) that imposes sanctions, conditions, restrictions or requirements upon her.
3. Staff are seeking an inter-jurisdictional enforcement order reciprocating the BCSC Order, pursuant to paragraphs 4 and 5 of subsection 127(10) of the Ontario *Securities Act*, R.S.O. 1990, c. S.5 (the “**Act**”).

II. THE BCSC PROCEEDINGS

Agreed Statement of Facts

4. In the Settlement Agreement, Dancho agreed with the following facts:

Background

5. At the time of the BCSC proceedings, Dancho was a resident of British Columbia.
6. Dancho has never been registered under the British Columbia *Securities Act*, RSBC 1996 c 418 (the **BC Act**) in any capacity.
7. Between April 2008 and August 2012 (the **Relevant Period**), Dancho was a director of Careseng Cancer Institute Inc. (**Careseng Cancer**), a British Columbia company. Dancho’s role as a director of Careseng Cancer was limited to the conduct described below.

Misconduct

8. During the Relevant Period, Pegasus Pharmaceuticals Group Inc. (**Pegasus**), a British Columbia company, raised money from investors in Taiwan by issuing Pegasus bonds. Each bond consisted of an investment certificate and a promissory note.
9. Approximately 800 of these promissory notes stated that Careseng Cancer guaranteed repayment of principal at maturity. Dancho signed these promissory notes as a director of the guarantor, Careseng Cancer.
10. Approximately \$22.9 million of these promissory notes were for investments to which no exemptions applied.
11. Dancho did not control Careseng Cancer or Pegasus and took no active role in the business or affairs of Careseng Cancer.
12. Dancho contravened section 61 of the BC Act by performing acts in furtherance of trades in Pegasus bonds, for which no exemptions applied.

Public Interest

13. Dancho’s conduct described in the Settlement Agreement is contrary to the public interest.

Undertaking

14. Pursuant to the Settlement Agreement, Dancho agreed to pay \$70,000 to the BCSC in settlement of the BCSC proceedings.

The BCSC Order

15. The BCSC Order imposed the following sanctions, conditions, restrictions or requirements upon Dancho:
 - i. under section 161(1)(b)(ii) of the BC Act, Dancho permanently cease trading in any securities, except that she may trade securities through one account in her own name through a registrant if she first provides a copy of the BCSC Order to the registrant;
 - ii. under section 161(1)(d)(ii) of the BC Act, Dancho is permanently prohibited from becoming or acting as a director or officer of any issuer or registrant;
 - iii. under section 161(1)(d)(iii) of the BC Act, Dancho is permanently prohibited from becoming or acting as a registrant or promoter; and
 - iv. under section 161(1)(d)(iv) of the BC Act, Dancho is permanently prohibited from acting in a management or consultative capacity in connection with activities in the securities market.

Consent to Regulatory Orders

16. Dancho consents to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the Orders set out in paragraph 2 of the Settlement Agreement.

III. JURISDICTION OF THE ONTARIO SECURITIES COMMISSION

17. The Respondent is subject to an order of the BCSC that imposes sanctions, conditions, restrictions or requirements upon her.
18. Pursuant to paragraphs 4 and 5, respectively, of subsection 127(10) of the Act, an order made by a securities regulatory authority, derivatives regulatory authority or financial regulatory authority, in any jurisdiction, that imposes sanctions, conditions, restrictions or requirements on a person or company, or an agreement with a securities regulatory authority, derivatives regulatory authority or financial regulatory authority, in any jurisdiction, that a person or company is to be made subject to sanctions, conditions, restrictions or requirements may form the basis for an order in the public interest made under subsection 127(1) of the Act.
19. Staff allege that it is in the public interest to make an order against the Respondent.
20. Staff reserve the right to amend these allegations and to make such further and other allegations as Staff deem fit and the Commission may permit.

DATED at Toronto, this 23rd day of October, 2017.

1.5 Notices from the Office of the Secretary

1.5.1 Hanane Bouji et al.

**FOR IMMEDIATE RELEASE
October 25, 2017**

**IN THE MATTER OF
HANANE BOUJI,
GLOBAL RESP CORPORATION and
GLOBAL GROWTH ASSETS INC.**

TORONTO – Following the hearing held in the above noted matter, the Commission issued its Reasons and Decision.

A copy of the Reasons and Decision dated October 24, 2017 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.2 Lance Sandford Cook and CBM Canada's Best Mortgage Corp.

**FOR IMMEDIATE RELEASE
October 25, 2017**

**IN THE MATTER OF
LANCE SANDFORD COOK and
CBM CANADA'S BEST MORTGAGE CORP.**

TORONTO – The Office of the Secretary issued a Notice of Hearing pursuant to Subsections 127(1) and 127(10) of the *Securities Act* setting the matter down to be heard on November 6, 2017 at 10:00 a.m. or as soon thereafter as the hearing can be held in the above named matter. The hearing will be held at the offices of the Commission at 20 Queen Street West, 17th Floor, Toronto.

A copy of the Notice of Hearing dated October 24, 2017 and Statement of Allegations of Staff of the Ontario Securities Commission dated October 24, 2017 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.5.3 Vicky Dancho (also known as Ju Huang)

**FOR IMMEDIATE RELEASE
October 26, 2017**

**IN THE MATTER OF
VICKY DANCHO
(also known as JU HUANG)**

TORONTO – The Office of the Secretary issued a Notice of Hearing pursuant to Subsections 127(1) and 127(10) of the *Securities Act* setting the matter down to be heard on November 6, 2017 at 10:30 a.m. or as soon thereafter as the hearing can be held in the above named matter. The hearing will be held at the offices of the Commission at 20 Queen Street West, 17th Floor, Toronto.

A copy of the Notice of Hearing dated October 23, 2017 and Statement of Allegations of Staff of the Ontario Securities Commission dated October 23, 2017 are available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

1.6 Notices from the Office of the Secretary with Related Statements of Allegations

1.6.1 Benedict Cheng et al.

**FOR IMMEDIATE RELEASE
October 26, 2017**

**IN THE MATTER OF
BENEDICT CHENG,
FRANK SOAVE,
JOHN DAVID ROTHSTEIN AND
ERIC TREMBLAY**

TORONTO – Staff of the Ontario Securities Commission filed an Amended Statement of Allegations dated October 26, 2017 with the Office of the Secretary in the above noted matter.

A copy of the Amended Statement of Allegations dated October 26, 2017 is available at www.osc.gov.on.ca.

OFFICE OF THE SECRETARY
GRACE KNAKOWSKI
SECRETARY TO THE COMMISSION

For media inquiries:

media_inquiries@osc.gov.on.ca

For investor inquiries:

OSC Contact Centre
416-593-8314
1-877-785-1555 (Toll Free)

**IN THE MATTER OF
THE SECURITIES ACT,
R.S.O. 1990, c. S.5, AS AMENDED**

AND

**IN THE MATTER OF
BENEDICT CHENG,
FRANK SOAVE,
JOHN DAVID ROTHSTEIN AND
ERIC TREMBLAY**

**AMENDED STATEMENT OF ALLEGATIONS OF
STAFF OF THE ONTARIO SECURITIES COMMISSION**

Staff of the Ontario Securities Commission (“Staff”) make the following allegations:

A. Overview

1. This case is about illegal insider tipping and trading, misleading statements made to Staff investigators, and breaches of confidentiality, involving some senior market participants.
2. In or about April 2014, Benedict Cheng (“Cheng”), in the course of his duties as a portfolio manager and Co-Chief Investment Officer at Aston Hill Asset Management Inc. (“AHAM”), became aware of generally undisclosed material facts with respect to Amaya Gaming Group Inc. (“Amaya”).
3. On or about June 11, 2014, while in a special relationship with Amaya, Cheng informed John David Rothstein (“Rothstein”) of generally undisclosed material facts with respect to Amaya, contrary to subsection 76(2) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”).
4. On or about June 11, 2014, Cheng instructed, encouraged and/or suggested to Rothstein that he inform others about generally undisclosed material facts with respect to Amaya, contrary to the public interest.
5. On or about June 11 and 12, 2014, while in a special relationship with Amaya, Rothstein informed Frank Soave (“Soave”) of generally undisclosed material facts with respect to Amaya, contrary to subsection 76(2) of the Act.
6. On June 11 and 12, 2014, respectively, while in a special relationship with Amaya, Rothstein and Soave traded in shares of Amaya with knowledge of generally undisclosed material facts with respect to Amaya, contrary to subsection 76(1) of the Act.
7. In the course of its investigation, Staff examined Cheng, Soave, Rothstein and Eric Tremblay (“Tremblay”) under oath pursuant to subsection 13(1) of the Act. In the course of those examinations, Cheng, Soave and Tremblay made misleading statements to Staff on material matters and/or omitted facts required to make the statements not misleading, contrary to subsection 122(1)(a) of the Act.
8. Cheng disclosed to others (other than his counsel) the nature and/or content of the confidential summons he received from Staff on May 4, 2016, plus information about his confidential examination, contrary to section 16 of the Act.
9. Cheng instructed, encouraged and/or suggested to Rothstein what Rothstein’s evidence to Staff should be when examined under oath, contrary to the public interest.

B. The Respondents

10. In 2014, Cheng was the President of Aston Hill Financial Inc. (“AHF”) and the Co-Chief Investment Officer at AHF and AHAM. He was registered with the Ontario Securities Commission (the “Commission”) as a portfolio manager. He personally managed three funds which together had approximately \$3 billion in assets. Cheng completed the Canadian Securities Course in 1988, obtained a Bachelor of Commerce degree in 1989 and earned the CFA designation in 1994. Cheng has been registered with the Commission since at least 1997.
11. In 2014, Rothstein was a Senior Vice President and National Sales Manager at AHAM. Rothstein first became employed in the securities industry in 1996 after taking the Canadian Securities Course. In 2014, Rothstein reported to Cheng and Cheng was his boss.

12. In 2014, Soave was a First Vice President and Investment Advisor at CIBC Wood Gundy ("CIBC"). Soave first got registered with the Commission in 1991 as a registered representative of an investment dealer and has been registered for over 26 years. He has completed the Canadian Securities Course, the examination based on the Manual for Registered Representatives and the Partners, Directors and Senior Officers Course.
13. In 2014, Tremblay was the Chief Executive Officer of AHF, the Chairman of the Board of Directors of AHF and the ultimate designated person of AHAM. He had been in these roles since 2006.

C. Background to the Allegations

14. In 2014:
 - a. AHAM was a wholly-owned subsidiary of AHF. According to AHF's Annual Information Form for the year ended December 31, 2014, in 2014:
 - i. AHF (through its subsidiaries) was engaged in the management, marketing, distribution and administration of mutual funds, closed-end funds, private equity funds, hedge funds and segregated institutional funds; and
 - ii. AHAM was a Toronto-based registered investment fund manager specializing in the development, sales and management of closed-end investment funds, open-end funds and hedge funds;
 - b. AHF was a reporting issuer in Ontario with its shares publicly traded on the Toronto Stock Exchange (the "TSX") under the symbol AHF;
 - c. Amaya was an entertainment solutions provider for the regulated gaming industry and a reporting issuer in Ontario. Its shares traded on the TSX under the symbol AYA. In April 2014 Amaya had a market capitalization of approximately \$600 million; and
 - d. Canaccord Genuity Group Inc. ("Canaccord") was a Toronto-based financial services firm providing financial advice to Amaya.
15. On or about April 25, 2014, a representative of Canaccord invited AHAM to sign a non-disclosure agreement in order to attend a meeting to learn about an investment opportunity which, to pursue, would require AHAM to learn generally undisclosed material facts about Amaya.
16. Cheng agreed to have AHF sign the non-disclosure agreement on behalf of AHAM, and on April 29, 2014 a representative of AHAM met with representatives of Canaccord and Amaya and learned about a proposed transaction whereby Amaya would acquire all of the issued and outstanding shares of Oldford Group Limited, the parent company of the owner and operator of the PokerStars and Full Tilt Poker brands in a transaction valued at over US\$4 billion (the "Acquisition"). The Acquisition was a material fact in respect of Amaya.
17. The investment opportunity was for funds managed by AHAM to participate in financing the Acquisition (together with significant debt and new Amaya shares to be issued at \$20 per share). The price for Amaya shares closed on the TSX on April 29, 2014 at \$6.82 per share. Amaya's intention to issue new shares at \$20 per share represented a significant premium over the then market price for those shares, and was also a material fact in respect of Amaya.
18. Two funds managed by Cheng agreed to participate in financing the Acquisition and, from that time until the Acquisition was announced, Cheng knew the material terms of the Acquisition before they were generally disclosed.
19. In particular, Cheng knew the following material facts before the Acquisition was generally disclosed on June 12, 2014:
 - a. Amaya was going to purchase the ultimate owner and operator of the PokerStars and Full Tilt Poker brands in a transaction valued at over US\$4 billion;
 - b. the Acquisition was confidential and not yet generally disclosed;
 - c. the Acquisition would be announced that day after market close;
 - d. AHAM was providing partial financing for the Acquisition (i.e., funds managed by Cheng were providing partial financing for the Acquisition);
 - e. Amaya would be issuing new shares at \$20 per share to help pay for the Acquisition; and

- f. \$20 per share represented a premium of approximately 66% per Amaya share over the then market price for those shares.

D. Cheng Informs Rothstein of Material Facts

- 20. On or about June 11, 2014, contrary to subsection 76(2) of the Act, Cheng informed Rothstein of the following material facts:
 - a. Amaya was about to acquire the PokerStars and Full Tilt Poker brands in a major transaction;
 - b. the Acquisition was confidential and not yet generally disclosed;
 - c. public announcement of the Acquisition was imminent; and
 - d. Cheng was aware of these facts because AHAM was participating in the Acquisition.
- 21. Rothstein understood that the Acquisition would cause the price for Amaya shares to increase significantly. Also at the meeting, Cheng instructed, encouraged and/or suggested to Rothstein to inform others, who had lost money on certain other investments promoted by AHF and/or AHAM, about the Acquisition before it was announced. Rothstein understood that the purpose of providing them with the material, undisclosed information was to make up for these losses.
- 22. Rothstein agreed to follow Cheng's instructions, encouragement and/or suggestion.

E. Rothstein Informs Soave of Material Facts

- 23. Shortly after his discussion with Cheng on or about June 11, 2014, Rothstein tried to contact individuals who had losses on investments that had been promoted by AHF and/or AHAM in order to inform them about the Acquisition before it was announced. Rothstein connected with one individual about the Acquisition – Soave.
- 24. At about 4pm on June 11, 2014, Rothstein texted to Soave "AYA". Soave texted back "Sorry never owned it should I". A few minutes later Rothstein texted back "Yes".
- 25. Rothstein called Soave the morning of June 12, 2014 and informed Soave of the following material facts:
 - a. Amaya was about to announce a major transaction that would be significantly positive for its share price (i.e., the Acquisition);
 - b. the Acquisition was confidential and not yet generally disclosed;
 - c. public announcement of the Acquisition was imminent; and
 - d. the information came from Cheng who was aware of these facts because AHAM was participating in the Acquisition.
- 26. At approximately 10:15am on June 12, 2014, Soave sent an email to Rothstein stating "Thanks". At approximately 10:18am, Rothstein replied by email with "Blackrock, blackstone and another huge one behind it."
- 27. In 2014, BlackRock Inc. ("BlackRock") and The Blackstone Group L.P. ("Blackstone") were very large U.S. based asset managers with trillions of dollars under management. The participation of BlackRock and Blackstone in the Acquisition was a material fact with respect to Amaya. It would later be publicly disclosed that both of these companies provided financing to Amaya to help pay for the Acquisition.
- 28. Rothstein informing Soave of material facts before they were generally disclosed was contrary to subsection 76(2) of the Act.

F. Soave Trades in Amaya Shares With Knowledge of Material Facts

- 29. At approximately 10:35am on June 12, 2014, Soave placed an order to purchase and that day did purchase 5,000 shares of Amaya at \$12.10 per share at CIBC for a total investment of \$60,755 (including commission).
- 30. Trading in the shares of Amaya was halted less than two hours later at 12:22pm.

31. At approximately 1:23pm, Soave sent a text to Rothstein stating “Wholy Shit” (sic).
32. The Acquisition was announced that evening at approximately 9pm. The price for Amaya shares opened on the TSX the next morning at \$19.05 per share, an increase of approximately 57% relative to Soave’s purchase price the day before.
33. Soave sold all his Amaya shares on June 13, 2014 at an average price of \$19.78 per share for total proceeds of \$98,921 (net of commission) – a profit of \$38,166, or a return of approximately 63% over 1 day. Soave had never purchased Amaya shares before.
34. On June 13, 2014, after the bulk of his Amaya shares had been sold, Soave texted “Thank you” to Rothstein. Rothstein replied “Unbelievable”.
35. Soave’s purchase of Amaya shares on June 12, 2014 was an insider trade contrary to subsection 76(1) of the Act.

G. Rothstein Trades in Amaya Shares With Knowledge of Material Facts

36. On June 11, 2014 at about 2:49pm, after speaking to Cheng about Amaya, Rothstein entered an order to purchase and did purchase 700 shares of Amaya at \$11.875 per share in an account in trust for his children at BMO InvestorLine for a total investment of \$8,322 (including commission).
37. Amaya announced the Acquisition the next day. The price for Amaya shares opened on the TSX on June 13, 2014 at \$19.05 per share, an increase of approximately 60% relative to Rothstein’s purchase price two days prior.
38. Rothstein sold his Amaya shares on June 13, 2014 at \$19.77 per share for total proceeds of \$13,829 (net of commission) – a profit of \$5,507, or a return of approximately 66% over 2 days. Rothstein had never purchased Amaya shares before.
39. Rothstein’s purchase of Amaya shares on June 11, 2014 was an insider trade contrary to subsection 76(1) of the Act.

H. Misleading Statements

(a) Cheng’s Misleading Statements

40. During his compelled examination with Staff, Cheng made numerous statements that, in a material respect and at the time and in the light of the circumstances under which they were made, were misleading or untrue or did not state a fact that was required to be stated or that was necessary to make the statements not misleading. In particular, Cheng misled Staff by, among other things:
 - a. denying that he informed Rothstein of material facts before they were generally disclosed; and
 - b. claiming not to know anything about Rothstein informing Soave about material facts before they were generally disclosed.
41. These statements were materially misleading and were not corrected by Cheng until he was confronted with evidence to the contrary, or at all. These statements concealed the truth, which was that Cheng informed Rothstein of generally undisclosed material facts, and that Cheng instructed, encouraged and/or suggested to Rothstein that he inform others about generally undisclosed material facts.
42. Cheng’s conduct in making misleading statements to Staff was a breach of subsection 122(1)(a) of the Act.

(b) Soave’s Misleading Statements

43. During his compelled examination with Staff, Soave made numerous statements that, in a material respect and at the time and in the light of the circumstances under which they were made, were misleading or untrue or did not state a fact that was required to be stated or that was necessary to make the statements not misleading.
44. In particular, Soave misled Staff by, among other things:
 - a. denying that Rothstein informed him of material facts;
 - b. denying that he purchased shares of Amaya because of the material facts about which Rothstein had informed him;

- c. claiming falsely that he purchased Amaya shares in June 2014 because of rumours in the marketplace and because of movement in the price and volume of the shares; and
 - d. providing false explanations for texts and emails he sent.
45. These statements were materially misleading and were not corrected by Soave until he was confronted with evidence to the contrary, or at all. These statements concealed the truth, which was that Rothstein informed Soave about generally undisclosed material facts and that Soave purchased shares of Amaya because of that generally undisclosed information.
46. Soave's conduct in making misleading statements to Staff was a breach of subsection 122(1)(a) of the Act.

(c) Tremblay's Misleading Statements

47. During his compelled examinations with Staff, Tremblay made numerous statements that, in a material respect and at the time and in the light of the circumstances under which they were made, were misleading or untrue or did not state a fact that was required to be stated or that was necessary to make the statements not misleading.
48. In particular, Tremblay misled Staff by, among other things:
- a. disavowing any knowledge of Cheng informing Rothstein about material facts before they were generally disclosed;
 - b. disavowing any knowledge of Cheng instructing, encouraging and/or suggesting to Rothstein that he inform others about material facts before they were generally disclosed;
 - c. disavowing any knowledge that Rothstein informed Soave of material facts before they were generally disclosed; and
 - d. claiming that Rothstein told him that he purchased shares of Amaya because of information he heard from brokers.
49. These statements were materially misleading and were not corrected by Tremblay until he was confronted with evidence to the contrary, or at all. These statements concealed the truth, which was that Tremblay knew that:
- a. Cheng had informed Rothstein about material facts before they were generally disclosed;
 - b. Cheng had instructed, encouraged and/or suggested to Rothstein that he inform others about material facts before they were generally disclosed;
 - c. Rothstein did inform Soave of material facts before they were generally disclosed; and
 - d. Rothstein purchased shares of Amaya while in possession of material facts he learned from Cheng, before they were generally disclosed.
50. Tremblay's conduct in making misleading statements to Staff was a breach of subsection 122(1)(a) of the Act.

I. Cheng's Breaches of Confidentiality

(a) Disclosure of Summons

51. On May 4, 2016, Staff served a summons on Cheng compelling him to attend for an interview with Staff pursuant to subsection 13(1) of the Act, and to provide documents relating to Amaya during the period September 1, 2013 to December 31, 2014. The cover letter to the summons explained the confidentiality requirements surrounding Staff's investigation as per section 16 of the Act, and reproduced the full text of that provision.
52. Notwithstanding the cover letter explaining the confidentiality requirements of the summons, Cheng informed others (other than his counsel) about the fact he had received a summons, and that it related to an investigation by the OSC into trading in the shares of Amaya.
53. Cheng's disclosures concerning the nature and/or content of the summons he received were contrary to section 16 of the Act.

(b) Disclosure of Staff Examination

54. Staff examined Cheng on June 9, 2016. At the commencement and end of that examination, Cheng acknowledged that he understood the confidentiality of Staff's investigative process under section 16 of the Act. However, despite acknowledging his understanding, Cheng disclosed the nature and content of his compelled examination to others who were interviewed by Staff.
55. Cheng's disclosures to other witnesses include:
- a. that he had been examined by Staff of the OSC;
 - b. questions asked by Staff and the answers given;
 - c. documents referenced by Staff in the course of the examination; and
 - d. names of individuals of interest to Staff.
56. By supplying this information, Cheng provided witnesses interviewed by Staff with an opportunity to tailor their evidence to his, thereby undermining Staff's ability to fulfill its statutory mandate.
57. Cheng's disclosures concerning Staff's confidential investigation were contrary to section 16 of the Act.

J. Conduct Contrary to the Public Interest

58. In 2016, in the course of Staff's investigation, Cheng instructed, encouraged and/or suggested to Rothstein (i) that he tell Staff, falsely, that he bought Amaya shares because of rumours in the marketplace, and (ii) that he should deny he received information about the Acquisition from Cheng.
59. As a senior capital markets participant, Cheng was expected to adhere to a very high standard of behaviour. Cheng failed to adhere to that very high standard by providing the instruction, encouragement and/or suggestion to Rothstein that he should mislead Staff as to why he purchased Amaya shares on June 11, 2014. This conduct was contrary to the public interest.
60. The breaches of the Act alleged herein are also conduct contrary to the public interest.
61. Staff reserve the right to make such other allegations as Staff may advise and the Commission may permit.

DATED at Toronto, October 26, 2017.

Chapter 2

Decisions, Orders and Rulings

2.1 Decisions

2.1.1 Canadian Imperial Bank of Commerce and The PrivateBank and Trust Company

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Exemption from registration and prospectus requirements – Foreign bank wants to offer certificates of deposit to Canadian residents – The applicant is a foreign bank subject to a comprehensive scheme of regulation and supervision in its home jurisdiction comparable to Canadian regulatory requirements governing Schedule I and II banks, including its proposed deposit taking activities with Canadian residents; the applicant's Canadian deposit holders will be covered by the deposit insurance scheme in its home jurisdiction.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., ss. 74(1), 25, 53.

October 24, 2017

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO**

AND

**IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS**

AND

**IN THE MATTER OF
CANADIAN IMPERIAL BANK OF COMMERCE
AND
THE PRIVATEBANK AND TRUST COMPANY
(the Filers)**

DECISION

Background

1 The securities regulatory authority or regulator in each of British Columbia and Ontario (each a Dual Exemption Decision Maker) has received an application from The PrivateBank and Trust Company (PrivateBank) for a decision under the securities legislation of those jurisdictions (the Dual Legislation) for an exemption for PrivateBank from the registration requirement and prospectus requirement in respect of deposit-taking activities of PrivateBank with Canadian residents (the Dual Exemption);

In addition, the securities regulatory authority or regulator in British Columbia (the Passport Decision Maker) has received an application from Canadian Imperial Bank of Commerce (CIBC) for a decision under the securities legislation of British Columbia (the Passport Legislation) for an exemption for CIBC from the registration requirement in respect of the marketing and administrative activities of CIBC in furtherance of the deposit-taking activities of PrivateBank with Canadian residents (the Passport Exemption).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application;

- (b) the Filers have provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System* (MI 11-102) is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut; and
- (c) the decision is the decision of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Under the Process for Exemptive Relief Applications for Multiple Jurisdictions (for a passport application):

- (a) the British Columbia Securities Commission is the principal regulator for this application; and
- (b) the Filers have provided notice that subsection 4.7(1) of MI 11-102 is intended to be relied upon in Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut.

Interpretation

- 2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined.

In this decision, the following additional terms have the following meanings:

Bancorp Holdco means PrivateBancorp, Inc., a Delaware corporation, which was a bank holding company registered under the *Bank Holding Company Act of 1956*, as amended;

Bank Act means the *Bank Act* (Canada);

CFPB means the United States Consumer Financial Protection Bureau;

CIBC Holdco means CIBC Holdco Inc., a wholly-owned subsidiary of CIBC, established to facilitate the Transaction;

FDIC means the United States Federal Deposit Insurance Corporation;

FRB means the United States Federal Reserve Board;

IDFPR means the Illinois Department of Financial and Professional Regulation, Division of Banking;

OSFI means the Office of the Superintendent of Financial Institutions;

Transaction means the acquisition by CIBC of all of the issued and outstanding shares of Bancorp Holdco on June 23, 2017 pursuant to an Agreement and Plan of Merger among CIBC, Bancorp Holdco and CIBC Holdco; and

US Deposit means the United States dollar deposit-taking chequing and savings accounts issued by PrivateBank.

Representations

- 3 This decision is based on the following facts represented by the Filers:
- 1. CIBC is a Schedule I Bank under the Bank Act and is subject to extensive governance expectations and regulatory oversight by, in particular, OSFI; the head office of CIBC is located in Toronto, Ontario;
 - 2. PrivateBank is an Illinois state-chartered bank; the head office of PrivateBank is located in Chicago, Illinois, U.S.A.;
 - 3. PrivateBank carries on the business of banking in the United States; PrivateBank provides customized business and personal financial services to middle market companies, as well as business owners, executives, entrepreneurs and families; PrivateBank operates out of 36 offices located primarily in the Midwest of the United States, and its specialty banking businesses serve clients throughout the United States;
 - 4. PrivateBank's business includes the offering and/or maintenance of US Deposits to a small number (approximately 47 as of July 2017) of Canadian residents;

5. prior to June 23, 2017, PrivateBank was wholly-owned by Bancorp Holdco;
6. on June 23, 2017, Bancorp Holdco merged with CIBC Holdco and PrivateBank became an indirect wholly-owned subsidiary of CIBC; the Transaction received the approval of the shareholders of Bancorp Holdco, the approval of OSFI, and approvals from the FRB and the IDFPFR;
7. PrivateBank is an Illinois state-chartered bank and subject to regulation, examination and supervision by the FDIC, CFPB and IDFPFR; the primary federal regulator of PrivateBank is the FDIC; as a depository institution with more than US\$10 billion in assets, PrivateBank is also subject to the jurisdiction of the CFPB relative to consumer protection laws; CIBC Holdco, as PrivateBank's holding company, is subject to regulation, examination, and supervision by the FRB; the IDFPFR is a regulatory authority created under the state laws of Illinois; each of the FDIC, the FRB and the CFPB is a regulatory authority created under the federal laws of the United States;
8. the FDIC, FRB, and IDFPFR has each been granted extensive discretionary authority to assist it with the fulfillment of its supervisory and enforcement obligations; the FDIC, CFPB and IDFPFR exercise such authority for the purpose of conducting periodic examinations of PrivateBank's compliance with various regulatory requirements, including capital requirements and consumer disclosure requirements, and to establish policies respecting the classification of assets and the establishment of loan loss reserves for regulatory purposes; the FRB also exercises its authority for the purpose of conducting periodic examinations of CIBC Holdco's compliance with various regulatory requirements, including capital requirements;
9. PrivateBank is subject to continual, ongoing bank supervision, examination and audits by the IDFPFR and FDIC; PrivateBank is required to file reports with the FDIC and the IDFPFR concerning its activities and financial condition and it must obtain the approval of such agencies before entering into certain transactions, such as mergers with other depository institutions; CIBC Holdco is required to file reports with the FRB concerning its activities and financial condition and must obtain the FRB's approval before entering into certain transactions, such as mergers with other bank holding companies or the acquisition of additional bank or non-bank subsidiaries;
10. as a result, PrivateBank is subject to a comprehensive scheme of regulation and supervision in the United States which the Filers believe is comparable to the regulatory framework governing Schedule I and II banks pursuant to the Bank Act and the supervisory responsibilities of OSFI;
11. in addition, the US Deposits are insured by the FDIC under the United States *Federal Deposit Insurance Act*, as amended, and the regulations promulgated thereunder, for up to U.S.\$250,000 at this time for each depositor (deposits owned by the same depositor may be combined for purposes of calculating this limit); PrivateBank and other United States federally insured depository institutions are required to pay premiums for this deposit insurance; the FDIC deposit insurance is guaranteed by the United States Treasury Department;
12. PrivateBank will market the US Deposits in the United States; CIBC intends that PrivateBank will also solicit US Deposits from residents of Canada, including individuals, corporations and other entities; the US Deposits may also be marketed in Canada by CIBC to Canadian residents, including through CIBC's Canadian bank branches and through CIBC's internet sites;
13. in addition, CIBC employees may, to the extent permitted by the Bank Act, engage from time to time in certain clerical steps to facilitate the opening of the US Deposits in the United States by Canadian residents; it is currently anticipated that these clerical steps would be operational and administrative in nature and would include, for example, providing Canadian residents who wish to open a US Deposit with the applicable account document, which may be made available via an online or mobile application, or referring them to the PrivateBank sales team; Canadian residents may also be able to open accounts directly through CIBC's internet sites;
14. the offering of the US Deposits by PrivateBank to Canadian residents will constitute a distribution of securities as a result of the meaning attributable to the terms "security" and "dealer" under the Dual Legislation; as a result, PrivateBank is subject to the registration requirement and prospectus requirement;
15. although PrivateBank is an indirect wholly-owned subsidiary of CIBC and is engaged in the business of banking in the United States, it is not a Schedule I, II or III bank for purposes of the Bank Act; as a result, the Canadian bank exemptions under the Dual Legislation are not available to PrivateBank in these circumstances;

Decisions, Orders and Rulings

16. the US Deposits are, and will be, issued in compliance with applicable U.S. law, including applicable anti-money laundering and consumer protection legislation;
17. the US Deposits are, and will be, insured by the FDIC for up to the maximum applicable FDIC deposit coverage amount;
18. the US Deposits offered by PrivateBank to Canadian residents will not contravene any federal or provincial deposit-taking legislation or any provision of the Bank Act;
19. the US Deposits that are offered to residents of Canada will be subject to the same regulation and oversight by the FDIC, IDFPFR and CFPB as US Deposits that are offered to residents of the United States;
20. other than in compliance with Canadian securities laws, PrivateBank will not trade in any securities other than US Deposits with or on behalf of persons or companies who are resident in Canada;
21. except for the inadvertent activities described in paragraph 4, the Filers are not in default of securities legislation in any jurisdiction; and
22. CIBC has not applied for the Passport Exemption in Ontario because it is exempt from the registration requirement pursuant to subsection 35.1(1) of the Securities Act (Ontario); as a result, CIBC will not be receiving a decision about the Passport Exemption from the securities regulatory authority or regulator in Ontario.

Decision

- 4 Each of the Dual Exemption Decision Makers is satisfied that the exemptive relief application meets the test set out in the Dual Legislation for the Dual Exemption Decision Makers to make the decision and the Passport Decision Maker is satisfied that the Passport Decision meets the test set out in the Passport Legislation for the Passport Decision Maker to make the decision.

The decision of the Dual Exemption Decision Makers under the Dual Legislation is that the Dual Exemption is granted, provided that at the relevant time activities are engaged in:

- (a) CIBC continues to be subject to regulation, examination and supervision by OSFI;
- (b) PrivateBank continues to be subject to regulation, examination and supervision by the IDFPFR and/or the FDIC;
- (c) the US Deposits are insured by the FDIC up to the applicable coverage limits under the FDIC rules, regardless of the residence or citizenship of the holder of a US Deposit; and
- (d) the details of the FDIC insurance coverage in respect of the US Deposits are disclosed to each prospective holder of a US Deposit prior to the opening of the US Deposit.

The decision of the Passport Decision Maker under the Passport Legislation is that the Passport Exemption is granted, provided that at the relevant time activities are engaged in:

- (a) CIBC continues to be subject to regulation, examination and supervision by OSFI;
- (b) PrivateBank continues to be subject to regulation, examination and supervision by the IDFPFR and/or the FDIC;
- (c) the US Deposits are insured by the FDIC up to the applicable coverage limits under the FDIC rules, regardless of the residence or citizenship of the holder of a US Deposit; and
- (d) the details of the FDIC insurance coverage in respect of the US Deposits are disclosed to each prospective holder of a US Deposit prior to the opening of the US Deposit.

“Andrew S. Richardson, CPA, CA”
Acting Director, Corporate Finance
British Columbia Securities Commission

2.1.2 CI Investments Inc. et al.

Headnote

National Policy 11-203 Process for Exemptive Relief Applications in Multiple Jurisdictions – Approval of mutual fund mergers – approval required because the mergers do not meet the criteria for pre-approved reorganizations and transfers in National Instrument 81-102 – the fundamental investment objectives are not substantially similar – the merger will not be effected as a “qualifying transaction” or as a tax-deferred transactions – Continuing Funds do not have a current prospectus as they are not in distribution, fund facts document of Continuing Fund will not be sent to unitholders of Terminating Funds – unitholders of the terminating funds are provided with timely and adequate disclosure regarding the merger.

Applicable Legislative Provisions

National Instrument 81-102 Investment Funds, s. 5.5(1)(b).

October 24, 2017

IN THE MATTER OF
THE SECURITIES LEGISLATION OF
ONTARIO
(the Jurisdiction)

AND

IN THE MATTER OF
THE PROCESS FOR EXEMPTIVE RELIEF APPLICATIONS
IN MULTIPLE JURISDICTIONS

AND

IN THE MATTER OF
CI INVESTMENTS INC.
(the Manager)

AND

CI G5|20 2039 Q1 FUND,
CI G5|20 2039 Q4 FUND,
CI G5|20 2040 Q2 FUND,
CI G5|20 2040 Q3 FUND,
CI G5|20 2041 Q1 FUND,
CI G5|20 2041 Q2 FUND,
CI G5|20i 2034 Q2 FUND,
CI G5|20i 2034 Q3 FUND,
CI G5|20i 2034 Q4 FUND,
CI G5|20i 2035 Q3 FUND AND
CI G5|20i 2035 Q4 FUND
(the Terminating Funds)

DECISION

Background

The principal regulator in the Jurisdiction has received an application from the Manager on behalf of the Terminating Funds for a decision under the securities legislation of the Jurisdiction (the **Legislation**) approving the proposed mergers described below (the **Mergers**) of the Terminating Funds into the Continuing Funds (defined below) pursuant to paragraph 5.5(1)(b) of National Instrument 81-102 *Investment Funds* (**NI 81-102**) (the **Approval Sought**).

Under the Process for Exemptive Relief Applications in Multiple Jurisdictions (for a passport application):

1. the Ontario Securities Commission is the principal regulator for this application; and

2. the Manager has provided notice that subsection 4.7(1) of Multilateral Instrument 11-102 *Passport System (MI 11-102)* is intended to be relied upon in British Columbia, Alberta, Saskatchewan, Manitoba, Quebec, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, Yukon, Northwest Territories and Nunavut (together with Ontario, the **Jurisdictions**).

Interpretation

Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this decision, unless otherwise defined. The following additional terms shall have the following meanings:

Continuing Fund means each of CI G5|20 2040 Q4 Fund, CI G5|20 2040 Q1 Fund, CI G5|20i 2035 Q1 Fund and CI G5|20i 2035 Q2 Fund;

Fund or **Funds** means, individually or collectively, the Terminating Funds and the Continuing Funds;

IRC means the independent review committee of the Funds; and

Tax Act means the *Income Tax Act* (Canada).

Representations

This decision is based on the following facts represented by the Manager:

The Manager

1. The Manager is a corporation subsisting under the laws of Ontario with its head office located in Toronto, Ontario. The Manager is registered:
 - (a) under the securities legislation of all provinces of Canada as a portfolio manager;
 - (b) under the securities legislation of Ontario, Québec, and Newfoundland and Labrador as an investment fund manager;
 - (c) under the securities legislation of Ontario as an exempt market dealer; and
 - (d) under the *Commodity Futures Act* (Ontario) as a commodity trading counsel and a commodity trading manager.
3. The Manager is the investment fund manager and portfolio adviser of each Fund.

The Funds

4. Each Fund is a mutual fund governed by a declaration of trust dated June 28, 2013, as amended.
5. The Manager and each Fund is not in default of securities legislation in any Jurisdiction.
6. Each Fund is a reporting issuer under the securities legislation of each Jurisdiction and is subject to the requirements of NI 81-102.
7. Each Fund is a tactical balanced fund with a globally diversified and actively managed investment portfolio, and seeks to preserve unitholders' retirement payment stream against volatile markets by providing them with a guaranteed monthly cash flow, while also providing potential for capital appreciation.
8. Units of a Fund were only available for purchase during a specified issue period, which was typically the three-month period following the date of the final prospectus of the Fund (the **Issue Period**). After the Issue Period has completed, units of a Fund were no longer available for purchase.
9. During its Issue Period, each Fund was authorized to issue an unlimited number of Class A units, Class F units and Class O units. At the end of its Issue Period, each Fund had outstanding, and continues to have outstanding, Class A units, Class F units and Class O units. Units of a Fund are redeemable daily at a price equal to the unit's net asset value (**NAV**).

10. Each of CI G5|20 2039 Q1 Fund, CI G5|20 2039 Q4 Fund, CI G5|20 2040 Q1 Fund, CI G5|20 2040 Q2 Fund, CI G5|20 2040 Q3 Fund, CI G5|20 2040 Q4 Fund, CI G5|20 2041 Q1 Fund and CI G5|20 2041 Q2 Fund (each, a **G5|20 Fund**) has a targeted lifespan of 25 years, comprised of an initial 5-year accumulation phase (the **Accumulation Phase**) followed by a 20-year cash flow phase in which guaranteed monthly distributions are paid (the **Distribution Phase**).
11. Each of CI G5|20i 2034 Q2 Fund, CI G5|20i 2034 Q3 Fund, CI G5|20i 2034 Q4 Fund, CI G5|20i 2035 Q1 Fund, CI G5|20i 2035 Q2 Fund, CI G5|20i 2035 Q3 Fund and CI G5|20i 2035 Q4 Fund (each, a **G5|20i Fund**) has a targeted lifespan of 20 years, during each month of which the G5|20i Fund pays guaranteed monthly distributions.
12. Therefore, the only significant difference between the G5|20 Funds and the G5|20i Funds is that the G5|20 Funds have an Accumulation Phase before moving into the Distribution Phase, whereas the G5|20i Funds go immediately into the Distribution Phase at the end of the Issue Period.
13. Over the course of the Distribution Phase, investors in a Fund are guaranteed to receive at least the amount they invested in a Fund as return of capital (the **Guaranteed Distributions**). The total amount of Guaranteed Distributions on units paid over the life of a Fund is equal to the greater of (i) the amount originally paid for the units by an investor, and (ii) the NAV per unit on the last date of the Accumulation Phase (for G5|20 Funds) or on the last day of the Issue Period (for G5|20i Funds) (the **Guaranteed Asset Value**).
14. The Guaranteed Asset Value may increase over the life of a Fund if the NAV per unit on certain dates is higher than the then current Guaranteed Asset Value. In this way, investors in a Fund may lock in higher Guaranteed Distributions if the NAV of the Fund continues to increase during its life.
15. BMO Nesbitt Burns Inc. has the obligation to ensure that the Guaranteed Distributions are made to investors, and its parent company, Bank of Montreal, has guaranteed its obligations in this regard.
16. If significant declines in interest rates or the performance of a Fund occur, which decrease the spread between the NAV of the Fund and the present value of its future liabilities¹ to a prescribed spread, the assets of the Fund will be shifted into a portfolio consisting of fixed income securities issued by the Canadian federal and/or provincial governments and cash equivalents (the **Protection Portfolio**). Once a Fund's assets are moved into the Protection Portfolio, the possibility of future capital appreciation is extremely limited.

Background to the Mergers

17. In order to qualify as a "mutual fund trust" under the Tax Act, a mutual fund must have, among other things, at least 150 holders of one class of units. As the Funds were launched with three classes (Class A, F and O) for a limited time, this divided a finite number of unitholders among three classes. Further, each G5|20 Fund was launched concurrently with a G5|20i Fund, which further split the number of investors between the two Funds. As a result, the Funds had a lower number of unitholders in any one class of units at launch than would have been ideal for purposes of remaining a "mutual fund trust" throughout each Fund's life.
18. As units of the Funds are no longer available for sale, there is no mechanism by which additional investors can be brought into a Fund. In other words, unlike with conventional mutual funds, the Funds are not able to increase the number of unitholders by issuing more units to the public.
19. Given these facts, and that units of the Funds are redeemable daily, since their launch the number of unitholders in the Funds has declined such that certain Funds have fallen below 150 unitholders in one class and others risk falling below 150 unitholders by the end of 2017. As stated above, when a Fund falls below 150 unitholders, the Fund no longer qualifies as a "mutual fund trust" under the Tax Act, which has negative tax consequences for the Fund and its unitholders.
20. Accordingly, the Manager believes it is in the best interest of the Funds and their unitholders to effect the Mergers in order to combine the multiple Funds into fewer larger mutual funds to ensure that the Funds do not lose "mutual fund trust" status. Further, the Mergers must be completed by December 15, 2017 (the Funds' taxation year-end), as that is the date when multiple Funds will lose their "mutual fund trust" status if they have less than 150 unitholders. Additionally, following the Mergers, each Continuing Fund will have more assets, thereby allowing more efficient management of portfolio risk due to economies of scale and the fact that exchange-traded derivatives are more efficiently used when the assets of a mutual fund are larger.

¹ A Fund's liabilities are comprised of the Guaranteed Distributions, management fees, administration fees, taxes and other fees and expenses payable by the fund (as projected by BMO Nesbitt Burns Inc.) if the fund went in the Protection Portfolio on that day.

Details of the Mergers

21. The Manager intends to merge each Terminating Fund into the Continuing Fund shown opposite its name in the table below:

Terminating Fund		Continuing Fund
CI G5 20 2039 Q1 Fund CI G5 20 2040 Q3 Fund CI G5 20 2041 Q1 Fund CI G5 20 2041 Q2 Fund	→	CI G5 20 2040 Q4 Fund
CI G5 20 2039 Q4 Fund CI G5 20 2040 Q2 Fund	→	CI G5 20 2040 Q1 Fund
CI G5 20i 2034 Q2 Fund CI G5 20i 2034 Q3 Fund CI G5 20i 2034 Q4 Fund	→	CI G5 20i 2035 Q1 Fund
CI G5 20i 2035 Q3 Fund CI G5 20i 2035 Q4 Fund	→	CI G5 20i 2035 Q2 Fund

22. In accordance with National Instrument 81-106 *Investment Fund Continuous Disclosure*, the Mergers were announced in a press release and material change report each dated September 28, 2017, each of which has been filed on SEDAR.
23. As required by National Instrument 81-107 *Independent Review Committee for Investment Funds*, the Manager presented the terms of the Mergers to the IRC for its review. The IRC determined that the Mergers, if implemented, will achieve a fair and reasonable result for each of the Funds.
24. The Manager is convening a special meeting (each, a **Meeting**) of the unitholders of each Terminating Fund in order to seek the approval of the unitholders to complete the Mergers, as required by paragraph 5.1(1)(f) of NI 81-102. The Meetings will be held on or about November 21, 2017. In connection with the Meetings, the Manager will send to such unitholders a management information circular (a **Circular**) and a related form of proxy.
25. The Circular will contain prospectus-like disclosure concerning each Continuing Fund, including information regarding its fees and expenses, and investment objective and investment strategy, and a summary of the principal differences between each Terminating Fund and its corresponding Continuing Fund. The Circular will also disclose that unitholders of the Funds may obtain the most recently filed financial statements and management reports of fund performance of the Funds from the Manager upon request or on SEDAR at www.sedar.com.
26. The Manager has also produced communications regarding the Mergers tailored to financial advisors so that financial advisors are equipped to appropriately explain the Mergers to their clients that are unitholders of the Funds.
27. The Manager has concluded that the Mergers will not be material to the Continuing Funds, as the Mergers will have no impact to the NAV per unit of the Continuing Funds or the Guaranteed Distributions paid to unitholders of the Continuing Funds, and the investment objectives and strategies of the Continuing Funds will not be affected by the Mergers. Accordingly, approval of the unitholders of the Continuing Funds for the Mergers will not be sought.
28. If all required approvals for a Merger are obtained, it is intended that the Merger will occur after the close of business on or about November 24, 2017 (the **Effective Date**). The Manager therefore anticipates that each unitholder of a Terminating Fund will become a unitholder of its Continuing Fund after the close of business on the Effective Date. Each Terminating Fund will be wound-up as soon as reasonably possible following its Merger.
29. The cost of effecting the Mergers (consisting primarily of legal and regulatory fees, proxy solicitation, and printing and mailing, as applicable) will be borne by the Manager.
30. No sales charges will be payable by unitholders of the Funds in connection with the Mergers.

31. Units of the applicable Continuing Funds received by unitholders of the Terminating Funds as a result of the Mergers will have the same sales charge option and, for units purchased under a deferred sales charge option, the same remaining deferred sales charge schedule, as their units in the Terminating Funds.
32. Unitholders of each Terminating Fund will continue to have the right to redeem their units of the Terminating Fund at any time up to the close of business on the business day before the Effective Date. Following each Merger, any optional plans which were established with respect to the Terminating Fund will be re-established in comparable plans with respect to its Continuing Fund unless unitholders advise otherwise.

Merger Steps

33. The specific steps to implement each Merger are as follows:
 - (a) The value of the Terminating Fund's investment portfolio and other assets will be determined at the close of business on the Effective Date in accordance with the constating documents of the Terminating Fund.
 - (b) Each of the Terminating Fund and the Continuing Fund will declare, pay and automatically reinvest a distribution to its unitholders of net realized capital gains and net income, if any, to ensure that it will not be subject to tax for its current tax year. Immediately thereafter, units of the Fund will be consolidated so that, except in the case of unitholders that are not residents of Canada, the number of units of the Fund held by a unitholder after the consolidation is the same as before the distribution.
 - (c) The Terminating Fund will transfer substantially all of its assets to the Continuing Fund. In return, the Continuing Fund will issue to the Terminating Fund units of the Continuing Fund having an aggregate NAV equal to the value of the assets transferred to the Continuing Fund.
 - (d) Each Continuing Fund will not assume liabilities of the applicable Terminating Fund and the Terminating Fund will retain sufficient assets to satisfy its estimated liabilities, if any, as of the Effective Date.
 - (e) Immediately thereafter, units of the Continuing Fund received by the Terminating Fund will be distributed to unitholders of the Terminating Fund in exchange for their units in the Terminating Fund on a dollar-for-dollar and class-by-class basis.
 - (f) The Terminating Fund will be wound up within 30 days following its Merger.
34. The result of each Merger will be that investors in each Terminating Fund will cease to be unitholders of the Terminating Fund and will become unitholders of the equivalent class of the corresponding Continuing Fund.

Benefits of the Mergers

35. In the opinion of the Manager, the Mergers will be beneficial to unitholders of the Funds for the following reasons:
 - (a) as a result of the greater number of unitholders in each Continuing Fund, the Continuing Funds will continue to qualify as "mutual fund trusts" under the Tax Act and will avoid the negative tax consequences of losing that status;
 - (b) in the case of the Mergers of certain G5|20i Funds, the Continuing Fund has a later termination date than the corresponding Terminating Fund, which means that unitholders of the Terminating Fund will receive Guaranteed Distributions for a longer period of time as a result of the Merger than if they remained in the Terminating Fund;
 - (c) following the Mergers, each Continuing Fund will have more assets, thereby allowing more efficient management of portfolio risk due to economies of scale and the fact that exchange-traded derivatives are more efficiently used when the assets of a mutual fund are larger; and
 - (d) the Manager will only proceed with a Merger if, immediately following the Merger, each unitholder of the applicable Terminating Fund will be entitled to an aggregate amount per Guaranteed Distribution that is equal to or higher than the unitholder's entitlement immediately prior to the Merger.
36. The Manager considers that each Terminating Fund will be merged into a Continuing Fund that has substantially similar investment strategies and valuation procedures.
37. The annual management fee and fixed administration fee paid by each Fund are identical.

Reasons for Approval Sought

38. Regulatory approval of the Mergers is required because each Merger does not satisfy all of the criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102. In particular,
- (a) a reasonable person may not consider the investment objectives of each Terminating Fund to be substantially similar to the investment objectives of its corresponding Continuing Fund;
 - (b) none of the Continuing Funds has a current prospectus in any jurisdiction of Canada;
 - (c) other than the Mergers of CI G5|20 2039 Q1 Fund, CI G5|20 2040 Q3 Fund and G5|20 2041 Q1 Fund into CI G5|20 2040 Q4 Fund (collectively, the **Non-Taxable Mergers**), no Merger will be a “qualifying exchange” or a tax deferred transaction under the Tax Act; and
 - (d) as the Continuing Funds are not in distribution, the materials that will be sent to unitholders of a Terminating Fund will not include the most recently filed fund facts document for the applicable Continuing Fund.
39. While all the Funds generally have identical investment objectives, the objectives of each Fund include reference to the Fund’s Distribution Phase. Given each Fund was launched at a different date, this means that each Fund’s Distribution Phase is different. As a result of the different Distribution Phases, a reasonable person may not consider the investment objectives of each Terminating Fund and its corresponding Continuing Fund to be substantially similar.
40. Similarly, as units of the Continuing Funds are no longer being distributed, the Continuing Funds do not have fund facts documents which could be sent to unitholders of the applicable Terminating Funds, and the Circular cannot include a statement that unitholders of the Terminating Funds may obtain the current prospectus or the most recently filed fund facts documents of the Continuing Funds by contacting the Manager.
41. The Mergers of CI G5|20 2039 Q1 Fund, CI G5|20 2040 Q3 Fund and G5|20 2041 Q1 Fund into CI G5|20 2040 Q4 Fund are being effected on a tax-deferred basis. This means that unitholders of each of those Terminating Funds will not realize a taxable event in respect of their investment as a result of these Mergers.
42. In respect of the Merger of CI G5|20 2041 Q2 Fund into CI G5|20 2040 Q4 Fund, CI G5|20 2041 Q2 Fund is currently not a “mutual fund trust” under the Tax Act, as it does not have at least 150 holders in at least one class of its units. Accordingly, it is not possible to effect a merger of CI G5|20 2041 Q2 Fund on a non-taxable basis.
43. In respect of the other Mergers that are being effected on a taxable basis, each Continuing Fund has loss carryforwards for tax purposes that will be lost if these Mergers are implemented on a tax-deferred basis. Consequently, these Mergers will be effected on a taxable basis so that such Continuing Funds will preserve their unutilized loss carryforwards for use to shelter income and capital gains realized by the Continuing Funds in future years. Further, investors in these Terminating Funds that hold units of the Terminating Funds in non-registered accounts are generally in a loss position. As a result, by effecting these Mergers on a taxable basis, these investors will generally not realize capital gains.
44. Other than as described above, the Mergers comply with all of the other criteria for pre-approved reorganizations and transfers set out in section 5.6 of NI 81-102.

Decision

The principal regulator is satisfied that the decision meets the test set out in the Legislation for the principal regulator to make the decision.

The decision of the principal regulator under the Legislation is that the Approval Sought is granted provided that the Manager obtains the prior approval of the unitholders of the Terminating Funds for the Mergers.

“Vera Nunes”
Manager, Investment Funds and Structured Products Branch
Ontario Securities Commission

2.2 Orders

2.2.1 Pacific Insight Electronics Corp.

Headnote

National Policy 11-206 Process for Cease to be a Reporting Issuer Applications – The issuer ceased to be a reporting issuer under securities legislation.

Applicable Legislative Provisions

Securities Act, R.S.O. 1990, c. S.5, as am., s. 1(10)(a)(ii).

October 20, 2017

**IN THE MATTER OF
THE SECURITIES LEGISLATION OF
BRITISH COLUMBIA AND ONTARIO
(THE JURISDICTIONS)**

AND

**IN THE MATTER OF
THE PROCESS FOR CEASE TO BE
A REPORTING ISSUER APPLICATIONS**

AND

**IN THE MATTER OF
PACIFIC INSIGHT ELECTRONICS CORP.
(THE FILER)**

ORDER

Background

1 The securities regulatory authority or regulator in each of the Jurisdictions (**Decision Maker**) has received an application from the Filer for an order under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer has ceased to be a reporting issuer in all jurisdictions of Canada in which it is a reporting issuer (the **Order Sought**).

Under the Process for Cease to be a Reporting Issuer Applications (for a dual application):

- (a) the British Columbia Securities Commission is the principal regulator for this application,
- (b) the Filer has provided notice that subsection 4C.5(1) of Multilateral Instrument 11-102 *Passport System* (**MI 11-102**) is intended to be relied upon in Alberta, and
- (c) this order is the order of the principal regulator and evidences the decision of the securities regulatory authority or regulator in Ontario.

Interpretation

2 Terms defined in National Instrument 14-101 *Definitions* and MI 11-102 have the same meaning if used in this order, unless otherwise defined.

Representations

3 This order is based on the following facts represented by the Filer:

1. the Filer is not an OTC reporting issuer under Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*;

Decisions, Orders and Rulings

2. the outstanding securities of the Filer, including debt securities, are beneficially owned, directly or indirectly, by fewer than 15 securityholders in each of the jurisdictions of Canada and fewer than 51 securityholders in total worldwide;
3. no securities of the Filer, including debt securities, are traded in Canada or another country on a marketplace as defined in National Instrument 21-101 *Marketplace Operation* or any other facility for bringing together buyers and sellers of securities where trading data is publicly reported;
4. the Filer is applying for an order that the Filer has ceased to be a reporting issuer in all of the jurisdictions of Canada in which it is a reporting issuer; and
5. the Filer is not in default of securities legislation in any jurisdiction.

Order

- 4 Each of the Decision Makers is satisfied that the order meets the test set out in the Legislation for the Decision Maker to make the order.

The decision of the Decision Makers under the Legislation is that the Order Sought is granted.

“Andrew S. Richardson, CPA, CA”
Acting Director, Corporate Finance
British Columbia Securities Commission

2.2.2 Unigestion SA – s. 80 of the CFA

Headnote

Section 80 of the Commodity Futures Act (Ontario) – Foreign adviser exempted from the adviser registration requirement in paragraph 22(1)(b) of the CFA where such adviser acts as an adviser in respect of commodity futures contracts or commodity futures options (Contracts) for certain investors in Ontario who meet the definition of “permitted client” in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103) – Contracts are primarily traded on commodity futures exchanges outside of Canada and primarily cleared outside of Canada – foreign adviser relies on the international sub-adviser exemption under section 8.26.1 of NI 31-103 to act as sub-adviser in respect of securities.

Terms and conditions of exemption correspond to the relevant terms and conditions of the comparable exemption from the adviser registration requirement available to international advisers in respect of securities set out in section 8.26 of National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations – Exemption also subject to a “sunset clause” condition.

Statutes Cited

Commodity Futures Act, R.S.O. 1990, c. C.20, as am., ss. 1(1), 22(1)(b), 80.
Securities Act, R.S.O. 1990, c. S.5, as am., s. 25(3).

Instruments Cited

National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations, ss. 1.1, 8.26, 8.26.1.
Ontario Securities Commission Rule 13-502 Fees.

**IN THE MATTER OF
THE COMMODITY FUTURES ACT,
R.S.O. 1990, CHAPTER C.20, AS AMENDED
(the CFA)**

AND

**IN THE MATTER OF
UNIGESTION SA**

**ORDER
(Section 80 of the CFA)**

UPON the application (the **Application**) of Unigestion SA (the **Applicant**) to the Ontario Securities Commission (the **Commission**) for an order pursuant to section 80 of the CFA that the Applicant and any individuals engaging in, or holding themselves out as engaging in, the business of advising others as to trading in Contracts (as defined below) on the Applicant’s behalf (the **Representatives**) be exempt, for a specified period of time, from the adviser registration requirement in paragraph 22(1)(b) of the CFA, subject to certain terms and conditions;

AND UPON considering the Application and the recommendation of staff of the Commission;

AND WHEREAS for the purposes of this Order:

“**CFA Adviser Registration Requirement**” means the requirement in paragraph 22(1)(b) of the CFA that prohibits a person or company from acting as an adviser with respect to trading in Contracts unless the person or company is registered in the appropriate category of registration under the CFA;

“**Contract**” has the meaning ascribed to that term in subsection 1(1) of the CFA;

“**FINMA**” means the Swiss Financial Market Supervisory Authority;

“**Foreign Contract**” means a Contract that is primarily traded on one or more organized exchanges that are located outside of Canada and primarily cleared through one or more clearing corporations that are located outside of Canada;

“**International Adviser Exemption**” means the exemption set out in section 8.26 of NI 31-103 from the OSA Adviser Registration Requirement;

“**International Investment Fund Manager Exemption**” means the exemption set out in section 4 of Multilateral Instrument 32-102 – *Registration Exemptions for Non-Resident Investment Fund Managers*;

“**NI 31-103**” means National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*, as amended from time to time;

“**OSA**” means the *Securities Act*, R.S.O. 1990, c. S.5, as amended from time to time;

“**OSA Adviser Registration Requirement**” means the requirement in the OSA that prohibits a person or company from engaging in or holding himself, herself or itself out as engaging in the business of advising others as to the investing in or the buying or selling of securities, unless the person or company is registered in the appropriate category of registration under the OSA;

“**Permitted Client**” means a client in Ontario that is a “permitted client”, as that term is defined in section 1.1 of NI 31-103, except that for purposes of this Order such definition shall exclude a person or company registered as an adviser or dealer under the securities legislation or derivatives legislation, including commodity futures legislation, of a jurisdiction of Canada; and

“**specified affiliate**” has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 *Registration Information*.

AND UPON the Applicant having represented to the Commission that:

1. The Applicant is a société anonyme formed under the laws of Switzerland, with its head office and principal place of business located at 8C, avenue de Champel, CP 387, CH 1211 Geneva 12, Switzerland.
2. The Applicant is regulated as an investment fund manager (**IFM**) by FINMA. The IFM registration with FINMA includes the authority to act as portfolio manager, including the authority to advise on, inter alia, securities, options, futures, swaps, forward rate agreements and any other derivative contracts, and to act as distributor. The Applicant is a portfolio manager with four principal areas of expertise: listed equities, private equity, multi-asset and alternative strategies. The Applicant currently provides advice with respect to Contracts to numerous investment funds and separately managed accounts in Switzerland.
3. As of June 30, 2017, the Applicant had CA\$16.1 billion of assets under direct management worldwide.
4. The Applicant is not registered in any capacity under the CFA or the OSA, or the securities legislation, commodity futures legislation, or derivatives legislation of any other jurisdiction in Canada.
5. In Ontario, the Applicant currently relies upon the international sub-adviser exemption under section 8.26.1 of NI 31-103. In Quebec, the Applicant currently relies and intends to continue to rely upon the International Investment Fund Manager Exemption and the International Adviser Exemption to act as an investment fund manager in respect of certain investment funds and to provide certain advisory services in respect of securities to Permitted Clients.
6. The Applicant is not in default of securities legislation, commodity futures legislation or derivatives legislation of any jurisdiction in Canada. The Applicant is also in compliance in all material respects with securities laws, commodity futures laws and derivatives laws of Switzerland.
7. The Applicant is a wholly-owned subsidiary of Unigestion Holding Inc., a privately held company, which also owns all of the shares of Unigestion Asset Management (Canada) Inc. (**UAMC**) and Unigestion (UK) Ltd. (**Unigestion UK**). The assets under management of UAMC, as a registered portfolio manager and investment fund manager, and the Applicant and Unigestion UK, under the International Adviser Exemption, for Canadian clients was approximately USD \$2.1 billion as of June 30, 2017.
8. In addition to the Applicant, UAMC and Unigestion UK, Unigestion Holding Inc. owns shares of other portfolio management subsidiaries carrying on business in different countries. Unigestion Holding Inc. and all of its subsidiaries are referred to as the “Unigestion Group”. Established in 1971, Unigestion Group is a privately owned asset management and advisory company with 227 employees having 29 nationalities as of June 30, 2017. The Unigestion Group is headquartered in Geneva, Switzerland and has offices in major financial centers around the world. The Unigestion Group’s focus is to offer robust, tailor-made investment solutions to a limited number of sophisticated institutions and families. As of June 30, 2017, the Unigestion Group had USD\$24.2 billion of assets under management, 94% managed on behalf of around 400 institutional investors and 6% on behalf of a few high net worth families.

9. UAMC is a corporation incorporated under *Canada Business Corporations Act* with a head office in Toronto, Ontario and a place of business in Montreal, Quebec. UAMC is registered as a portfolio manager and an exempt market dealer with the securities regulators of Alberta, British Columbia, Manitoba, New Brunswick, Nova Scotia, Ontario, Québec and Saskatchewan, and as an investment fund manager with the Commission and the Autorité des marchés financiers.
10. Unigestion UK, a company incorporated under the laws of England, with its head office and principal place of business located at Media House, 4 Stratford Pl., Marylebone, London W1C 1AT, U.K., is authorized and regulated as a portfolio manager by the UK Financial Services Authority. Unigestion UK currently relies upon the International Adviser Exemption to provide certain advisory services to a Permitted Client in Saskatchewan.
11. In Canada, UAMC acts as the investment fund manager and portfolio manager with respect to securities and other asset classes, other than Contracts, to the Unigestion Funds, a group of non-prospectus qualified mutual funds formed or to be formed under the laws of Ontario. State Street Trust Company Canada is the trustee, custodian, registrar and transfer agent of the Unigestion Funds. The Applicant acts as sub-adviser with respect to securities and other asset classes, other than Contracts, to each of the Unigestion Funds.
12. All of the subscribers, to date, in the Unigestion Funds are both “accredited investors,” as defined by National Instrument 45-106 – *Prospectus Exemptions*, and Permitted Clients, except one, which has been granted a discretionary prospectus exemption when purchasing as principal by the Commission.
13. UAMC will be establishing new Unigestion Funds that may invest in Foreign Contracts, in addition to securities and other asset classes. It is expected that Foreign Contracts will represent around 20% of the gross exposure of the portfolios of these new funds.
14. UAMC is not currently registered or relying on any exemption from registration under the CFA. UAMC will not act as principal adviser with respect to Contracts unless it becomes registered in the appropriate category under the CFA with the Commission.
15. The Applicant will be appointed principal adviser with respect to Foreign Contracts to the Unigestion Funds. UAMC will continue to act as the investment fund manager and portfolio manager, and the Applicant will continue to act as sub-adviser, to the Unigestion Funds with respect to securities and other asset classes, other than Contracts.
16. Both UAMC and the Applicant will implement policies, procedures and controls to ensure that there will be no confusion of the Applicant’s roles and responsibilities as principal adviser with respect to Foreign Contracts and as sub-adviser with respect to securities and other asset classes, other than Contracts, to the Unigestion Funds. This will include the Applicant entering into a separate principal adviser agreement with the Unigestion Funds investing in Foreign Contracts. The principal adviser agreement will provide that the Applicant alone will have the authority to advise with respect to and the responsibility to instruct futures brokers and the custodian of the Unigestion Funds as to trades in Foreign Contracts. Also, the sub-adviser agreement between UAMC and the Applicant will be amended to exclude Contracts from the perimeter of UAMC’s responsibility.
17. In addition to the Applicant’s intention to become the principal adviser with respect to Foreign Contracts to the Unigestion Funds, institutional investors in Ontario that are Permitted Clients currently seek to engage the Applicant as a discretionary investment manager for purposes of implementing certain specialized investment strategies.
18. The Applicant currently seeks to act as a discretionary commodity futures advisory manager for Ontario institutional investors that are Permitted Clients (including non-prospectus qualified mutual funds such as the Unigestion Funds). The Applicant’s advisory services to Permitted Clients in Ontario will primarily include the use of specialized investment strategies employing Foreign Contracts.
19. Were the proposed advisory services limited to securities (as defined in subsection 1(1) of the OSA), the Applicant would be able to rely on the International Adviser Exemption and carry out such activities for Permitted Clients on a basis that would be exempt from the OSA Adviser Registration Requirement.
20. There is currently no exemption from the CFA Adviser Registration Requirement that is equivalent to the International Adviser Exemption. Consequently, in order to advise Permitted Clients as to trading in Foreign Contracts, in the absence of this Order, the Applicant would be required to satisfy the CFA Adviser Registration Requirement by applying for and obtaining registration under the CFA in the appropriate category of registration.
21. To the best of the Applicant’s knowledge, the Applicant confirms that there are currently no regulatory actions of the type contemplated by the Notice of Regulatory Action attached as Appendix “B”.

AND UPON being satisfied that it would not be prejudicial to the public interest for the Commission to make this Order;

IT IS ORDERED, pursuant to section 80 of the CFA, that the Applicant and the Representatives are exempt from the adviser registration requirement in paragraph 22(1)(b) of the CFA in respect of providing advice to Permitted Clients as to the trading of Foreign Contracts provided that:

- (a) the Applicant provides advice to Permitted Clients only as to trading in Foreign Contracts and does not advise any Permitted Client as to trading in Contracts that are not Foreign Contracts, unless providing such advice is incidental to its providing advice on Foreign Contracts;
- (b) the Applicant's head office or principal place of business remains in Switzerland;
- (c) the Applicant is registered in a category of registration, or operates under an exemption from registration, under the applicable securities or commodity futures legislation of Switzerland that permits it to carry on the activities in Switzerland that registration under the CFA as an adviser in the category of commodity trading manager would permit it to carry on in Ontario;
- (d) the Applicant continues to engage in the business of an adviser (as defined in the CFA) in Switzerland;
- (e) as at the end of the Applicant's most recently completed financial year, not more than 10% of the aggregate consolidated gross revenue of the Applicant, its affiliates and its affiliated partnerships (excluding the gross revenue of an affiliate or affiliated partnership of the Applicant if the affiliate or affiliated partnership is registered under securities legislation, commodity futures legislation or derivatives legislation of a jurisdiction of Canada) was derived from the portfolio management activities of the Applicant, its affiliates and its affiliated partnerships in Canada (which, for greater certainty, includes both securities-related and commodity-futures-related activities);
- (f) before advising a Permitted Client with respect to Foreign Contracts, the Applicant notifies the Permitted Client of all of the following:
 - (i) the Applicant is not registered in Ontario to provide the advice described in paragraph (a) of this Order;
 - (ii) the foreign jurisdiction in which the Applicant's head office or principal place of business is located;
 - (iii) all or substantially all of the Applicant's assets may be situated outside of Canada;
 - (iv) there may be difficulty enforcing legal rights against the Applicant because of the above; and
 - (v) the name and address of the Applicant's agent for service of process in Ontario;
- (g) the Applicant has submitted to the Commission a completed *Submission to Jurisdiction and Appointment of Agent for Service* in the form attached as Appendix "A";
- (h) the Applicant notifies the Commission of any regulatory action initiated after the date of this Order with respect to the Applicant or any predecessors or the specified affiliates of the Applicant by completing and filing Appendix "B" within 10 days of the commencement of each such action; and
- (i) if the Applicant is not registered under the OSA and does not rely on the International Adviser Exemption, by December 31st of each year, the Applicant pays a participation fee based on its specified Ontario revenues for its previous financial year in compliance with the requirements of Part 3 and section 6.4 of Ontario Securities Commission Rule 13-502 *Fees* as if the Applicant relied on the International Adviser Exemption; and

IT IS FURTHER ORDERED that this Order will terminate on the earliest of:

- (a) the expiry of any transition period as may be provided by law, after the effective date of the repeal of the CFA;
- (b) six months, or such other transition period as may be provided by law, after the coming into force of any amendment to Ontario commodity futures law (as defined in the CFA) or Ontario securities law (as defined in the OSA) that affects the ability of the Applicant to act as an adviser to a Permitted Client; and
- (c) five years after the date of this Order.

DATED at Toronto, Ontario, this 27th day of October, 2017.

“Tim Moseley”
Commissioner
Ontario Securities Commission

“Deborah Leckman”
Commissioner
Ontario Securities Commission

APPENDIX "A"

SUBMISSION TO JURISDICTION AND APPOINTMENT OF AGENT FOR SERVICE

INTERNATIONAL DEALER OR INTERNATIONAL ADVISER EXEMPTED FROM
REGISTRATION UNDER THE COMMODITY FUTURES ACT, ONTARIO

1. Name of person or company ("International Firm"):
2. If the International Firm was previously assigned an NRD number as a registered firm or an unregistered exempt international firm, provide the NRD number of the firm:
3. Jurisdiction of incorporation of the International Firm:
4. Head office address of the International Firm:
5. The name, e-mail address, phone number and fax number of the International Firm's individual(s) responsible for the supervisory procedure of the International Firm, its chief compliance officer, or equivalent.

Name:
E-mail address:
Phone:
Fax:
6. The International Firm is relying on an exemption order under section 38 or section 80 of the *Commodity Futures Act* (Ontario) that is similar to the following exemption in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations* (the "Relief Order"):

 Section 8.18 [*international dealer*]

 Section 8.26 [*international adviser*]

 Other [specify]:
7. Name of agent for service of process (the "Agent for Service"):
8. Address for service of process on the Agent for Service:
9. The International Firm designates and appoints the Agent for Service at the address stated above as its agent upon whom may be served a notice, pleading, subpoena, summons or other process in any action, investigation or administrative, criminal, quasi-criminal or other proceeding (a "Proceeding") arising out of or relating to or concerning the International Firm's activities in the local jurisdiction and irrevocably waives any right to raise as a defence in any such proceeding any alleged lack of jurisdiction to bring such Proceeding.
10. The International Firm irrevocably and unconditionally submits to the non-exclusive jurisdiction of the judicial, quasi-judicial and administrative tribunals of the local jurisdiction in any Proceeding arising out of or related to or concerning the International Firm's activities in the local jurisdiction.
11. Until 6 years after the International Firm ceases to rely on the Relief Order, the International Firm must submit to the regulator
 - a. a new Submission to Jurisdiction and Appointment of Agent for Service in this form no later than the 30th day before the date this Submission to Jurisdiction and Appointment of Agent for Service is terminated;
 - b. an amended Submission to Jurisdiction and Appointment of Agent for Service no later than the 30th day before any change in the name or above address of the Agent for Service;
 - c. a notice detailing a change to any information submitted in this form, other than the name or above address of the Agent for Service, no later than the 30th day after the change.
12. This Submission to Jurisdiction and Appointment of Agent for Service is governed by and construed in accordance with the laws of the local jurisdiction.

Decisions, Orders and Rulings

Dated: _____

(Signature of the International Firm or authorized signatory)

(Name of signatory)

(Title of signatory)

Acceptance

The undersigned accepts the appointment as Agent for Service of _____ [*Insert name of International Firm*] under the terms and conditions of the foregoing Submission to Jurisdiction and Appointment of Agent for Service.

Dated: _____

(Signature of the Agent for Service or authorized signatory)

(Name of signatory)

(Title of signatory)

This form, and notice of a change to any information submitted in this form, is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

APPENDIX "B"

NOTICE OF REGULATORY ACTION

1. Settlement Agreements

Has the firm, or any predecessors or specified affiliates¹ of the firm entered into a settlement agreement with any financial services regulator, securities or derivatives exchange, SRO or similar agreement with any financial services regulator, securities or derivatives exchange, SRO or similar organization?

Yes ____ No ____

If yes, provide the following information for each settlement agreement:

Name of entity
Regulator/organization
Date of settlement (yyyy/mm/dd)
Details of settlement
Jurisdiction

2. Disciplinary History

Has any financial services regulator, securities or derivatives exchange, SRO or similar organization:

	Yes	No
a) Determined that the firm, or any predecessors or specified affiliates of the firm violated any securities regulations or any rules of a securities or derivatives exchange, SRO or similar organization?	___	___
(b) Determined that the firm, or any predecessors or specified affiliates of the firm made a false statement or omission?	___	___
(c) Issued a warning or requested an undertaking by the firm, or any predecessors or specified affiliates of the firm?	___	___
(d) Suspended or terminated any registration, licensing or membership of the firm, or any predecessors or specified affiliates of the firm?	___	___
(e) Imposed terms or conditions on any registration or membership of the firm, or predecessors or specified affiliates of the firm?	___	___
(f) Conducted a proceeding or investigation involving the firm, or any predecessors or specified affiliates of the firm?	___	___
(g) Issued an order (other than an exemption order) or a sanction to the firm, or any predecessors or specified affiliates of the firm for securities or derivatives-related activity (e.g. cease trade order)?	___	___

If yes, provide the following information for each action:

Name of entity	
Type of action	
Regulator/organization	
Date of action (yyyy/mm/dd)	Reason for action
Jurisdiction	

¹ In this Appendix, the term "specified affiliate" has the meaning ascribed to that term in Form 33-109F6 to National Instrument 33-109 Registration Information.

3. Ongoing Investigations

Is the firm aware of any ongoing investigation of which the firm or any of its specified affiliates is the subject?

Yes _____ No _____

If yes, provide the following information for each investigation:

Name of entity
Reason or purpose of investigation
Regulator/organization
Date investigation commenced (yyyy/mm/dd)
Jurisdiction

Name of firm:
Name of firm's authorized signing officer or partner
Title of firm's authorized signing officer or partner
Signature
Date (yyyy/mm/dd)

Witness

The witness must be a lawyer, notary public or commissioner of oaths.

Name of witness
Title of witness
Signature
Date (yyyy/mm/dd)

This form is to be submitted through the Ontario Securities Commission's Electronic Filing Portal:

<https://www.osc.gov.on.ca/filings>

Chapter 3

Reasons: Decisions, Orders and Rulings

3.1 OSC Decisions

3.1.1 Hanane Bouji et al. – s. 8(3)

**IN THE MATTER OF
HANANE BOUJI,
GLOBAL RESP CORPORATION and
GLOBAL GROWTH ASSETS INC.**

**REASONS AND DECISION
(Subsection 8(3) of the Securities Act, RSO 1990, c S.5)**

Citation: *Bouji (Re)*, 2017 ONSEC 38

Date: 2017-10-24

Hearing: August 23, 2017

Decision: October 24, 2017

Panel: Timothy Moseley – Commissioner and Chair of the Panel
Deborah Leckman – Commissioner
William J. Furlong – Commissioner

Appearances: Kevin Richard – For Hanane Bouji, Global RESP Corporation and Global Growth
Brendan Monahan – Assets Inc.
Michelle Vaillancourt – For Staff of the Commission
Michael Denyszyn

TABLE OF CONTENTS

- I. OVERVIEW
- II. BACKGROUND
 - A. The Firms
 - B. The 2014 Settlement
 - C. The applications
- III. LEGAL FRAMEWORK
- IV. ISSUES AND ANALYSIS
 - A. Introduction
 - B. Standard applicable to registration applications
 - C. What is the relevance, if any, of Mr. Bouji's and the Firms' history of non-compliance?
 - D. Has Mr. Bouji acted, or does it appear that he has acted, as an officer or director of Global RESP since the new CEO and UDP was appointed?
 - 1. Staff's position
 - 2. Applicable factors
 - 3. Evidence
 - (a) M.M.
 - (b) Ms. Bouji
 - 4. Analysis
 - 5. Conclusion as to Mr. Bouji's activities
 - E. Does Ms. Bouji's role as chair during the relevant time mean that her proposed registration as UDP appears to be "otherwise objectionable"?
 - 1. Introduction
 - 2. Analysis
 - 3. Conclusion as to the implications of Ms. Bouji's role as chair
 - F. To what extent, if any, does Ms. Bouji's lack of independence from Mr. Bouji make her proposed registration as UDP appear to be "otherwise objectionable"?
 - G. Conclusion
- V. RESULT

REASONS AND DECISION

I. OVERVIEW

- [1] Ms. Hanane Bouji and two firms at which she is a registrant, Global RESP Corporation (**Global RESP**) and Global Growth Assets Inc. (**GGAI**) (together, the **Firms**), request a review of a decision of a Director of the Ontario Securities Commission. The Director denied Ms. Bouji's and the Firms' application to amend Ms. Bouji's registration to designate her as the ultimate designated person (**UDP**) for the Firms.
- [2] Subsection 27(1) of the *Securities Act*¹ (the **Act**) requires the Director to amend a person's registration as requested "unless it appears to the Director" that the person is "not suitable for registration" or the proposed amendment "is otherwise objectionable."
- [3] Staff of the Commission does not contend that Ms. Bouji is "not suitable for registration" as UDP. Instead, Staff maintains that the proposed amendment to her registration is objectionable, given:
- a. the history of non-compliance by the Firms and by Ms. Bouji's father Mr. Issam El-Bouji (**Mr. Bouji**), which resulted in the imposition of terms and conditions on Global RESP's registration in 2003, 2004, 2005, and 2012;
 - b. a settlement dated April 14, 2014, entered into by, among other parties, Staff, Mr. Bouji, and the Firms (the **2014 Settlement**),² which resulted in Mr. Bouji's permanent suspension as the UDP of the Firms and a nine-year prohibition against him acting as an officer or director of any registrant;
 - c. that while Ms. Bouji has been chair of Global RESP, Mr. Bouji has been in charge of sales and recruiting at that firm;
 - d. Ms. Bouji's lack of independence from her father; and
 - e. the critical role of a UDP in promoting compliance at a registered firm.
- [4] The Applicants deny that the proposed amendment is objectionable and submit that it should be granted because:
- a. Mr. Bouji's involvement in sales and recruiting activities at Global RESP does not contravene the terms of the 2014 Settlement;
 - b. there is no requirement that a new UDP of the Firms be independent; and
 - c. Ms. Bouji is capable of fulfilling the role of UDP for the Firms.
- [5] At the conclusion of the hearing on August 23, 2017, we reserved our decision. On September 5, 2017, we issued an order dismissing this application, for reasons to follow.³ These are our reasons.
- [6] We find for the sole purpose of this proceeding that even after a new Chief Executive Officer (**CEO**) and UDP was appointed, Mr. Bouji has acted as an officer of Global RESP, despite the prohibition against him from doing so.
- [7] We also find that during the time Ms. Bouji has been chair of the board for each of the Firms, neither she nor the Firms took appropriate steps to restrict Mr. Bouji's activities in order to ensure compliance with the terms of the 2014 Settlement. Ms. Bouji had both the obligation and opportunity to do so.
- [8] Ms. Bouji's failure to do so is especially troubling, given the Firms' and Mr. Bouji's record of non-compliance. That non-compliance increases the risk of future harm to investors and therefore underscores the importance of implementing measures designed to ensure compliance with the 2014 Settlement and with Ontario securities law.
- [9] In these circumstances, Ms. Bouji's conduct is inconsistent with what is expected from an individual seeking to become a UDP. The proposed amendment to Ms. Bouji's registration therefore appears to be "otherwise objectionable," and we refuse the application to amend her registration.

¹ RSO 1990, c S.5.

² *Re El-Bouji* (2014), 37 OSCB 4125.

³ *Re Hanane Bouji* (2017), 40 OSCB 7521.

II. BACKGROUND

A. The Firms

[10] GGAI, a registered investment fund manager, is the administrator and investment fund manager of the Legacy Education Savings Plan (formerly Global Education Trust Plan) and the Advanced Education Savings Plan (together, the **Plans**). The Plans are designed for investors who want to save for their children's post-secondary education.

[11] Global RESP, a registered scholarship plan dealer, is the distributor of the Plans. Global RESP's dealing representatives sell units of the Plans directly to investors.

[12] Mr. Bouji is the sole shareholder of both GGAI and Global RESP.

B. The 2014 Settlement

[13] On April 14, 2014, Mr. Bouji, the Firms, and two other respondents entered into the 2014 Settlement with Staff. The agreement proposed to resolve Staff's allegations that the respondents in that proceeding had committed numerous contraventions of Ontario securities law. On April 16, 2014, the Commission issued an order (the **2014 Order**)⁴ approving the settlement and imposing the agreed-upon sanctions.

[14] At the time of the 2014 Settlement, Mr. Bouji was the Firms' CEO and UDP. He had been the UDP of Global RESP since December 2009 and the UDP of GGAI since August 2011.

[15] In the 2014 Settlement, the respondents admitted that, among other things:

- a. GGAI had directed one of the Plan's portfolio advisers to purchase \$30 million in subordinated notes using funds from Plan subscribers, resulting in approximately \$1.95 million in finders' fees for a company owned by Mr. Bouji. GGAI was not registered to advise in securities. The purchases of the notes were effected without advice from a registered portfolio manager, and resulted in conflicts of interest that were neither referred to the Plan's independent review committee nor disclosed in the Plan's prospectuses;
- b. the Firms' compliance systems did not meet reasonable compliance practices;
- c. Mr. Bouji breached his obligations as the UDP of the Firms, as set out in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)*; and
- d. Mr. Bouji, as an officer and director of the Firms, authorized, permitted and/or acquiesced in the breaches of Ontario securities law by the Firms.

[16] The 2014 Order provided, among other things, that:

- a. Mr. Bouji was required to disgorge approximately \$1.95 million to the Commission;
- b. within nine months of the order (*i.e.*, by January 2015), each of the Firms was to "appoint a new independent CEO and UDP to replace [Mr.] Bouji," with "independent" having the meaning set out in sections 1.4 and 1.5 of National Instrument 52-110 *Audit Committees*, "except that the point of reference shall be [Mr.] Bouji or any entities owned or controlled by [him]";
- c. Mr. Bouji was permanently suspended as UDP of each Firm, which suspension would be effective on the earlier of the date on which the Firm found a new independent CEO and UDP, or nine months from the date of the 2014 Order;
- d. within 60 days, each of the Firms was required to "create and permanently maintain" an independent board of directors (as defined in the 2014 Order), the independent members of which were to be approved by a manager in the Commission's Compliance and Registrant Regulation (**CRR**) branch; and
- e. Mr. Bouji was prohibited, for a period of nine years, from becoming or acting as a director or officer of any reporting issuer, registrant, or investment fund manager.

⁴ *Re El-Bouji* (2014), 37 OSCB 4112.

[17] As reflected above, the requirement that each Firm maintain an independent board of directors, and the suspension of Mr. Bouji as UDP of the Firms, were permanent. The 2014 Order did not specify a time period for the requirement of an independent CEO and UDP.

[18] In January 2015, as required by the 2014 Order, the Firms appointed a new and independent UDP.

C. The applications

[19] The newly appointed UDP now intends to retire, and Ms. Bouji wants to succeed him. On February 17, 2017, the Applicants submitted an application to the Commission to amend Ms. Bouji's registration to add the category of UDP for the Firms (the **Amended Registration Application**).

[20] The parties agree that because Ms. Bouji is Mr. Bouji's daughter, she is not "independent" as that term is defined in the 2014 Order.

[21] In various correspondence, CRR Staff advised the Applicants that it opposed the Amended Registration Application. In at least some of that correspondence, CRR Staff maintained that for the nine-year period referred to in the 2014 Order, during which Mr. Bouji is prohibited from being an officer or director of any registrant, any new UDP would have to be independent. On April 13, 2017, CRR Staff recommended to the Director that the Amended Registration Application be refused.

[22] In response to CRR Staff's opposition, the Applicants moved before the Commission for directions relating to the 2014 Order or, alternatively, for an order compelling the Director to amend Ms. Bouji's registration as requested. On May 2, 2017, the Commission dismissed the motion on jurisdictional grounds.⁵

[23] Following the dismissal of the motion, the Amended Registration Application was placed before the Director for his decision. On June 22, 2017, he found that the proposed registration of Ms. Bouji as UDP of the Firms is "otherwise objectionable." He therefore refused the proposed amendment to her registration.

[24] On June 28, 2017, the Applicants applied to the Commission for this review of the Director's decision (the **Review Application**).

III. LEGAL FRAMEWORK

[25] Subsection 8(3) of the Act provides that on a review of a Director's decision, the Commission "may by order confirm the decision under review or make such other decision as the Commission considers proper."

[26] The Review Application is a fresh consideration of the matter. The Commission may substitute its own decision for that of the Director, and need not show deference to that decision. Staff must still demonstrate, on a balance of probabilities (as it was required to do before the Director), that the proposed amendment to Ms. Bouji's registration ought not to be granted.⁶

IV. ISSUES AND ANALYSIS

A. Introduction

[27] Staff cites two principal concerns in support of its position that Ms. Bouji's amended registration is objectionable and should be refused.

[28] First, Staff points to Ms. Bouji's lack of independence from Mr. Bouji. While Staff now acknowledges (contrary to its earlier view) that the 2014 Order does not require a new UDP to be independent, Staff contends that in all the circumstances, including the Firms' and Mr. Bouji's history of non-compliance, and Mr. Bouji's ongoing active role within Global RESP, the registration of any non-independent UDP would be objectionable.

[29] Second, Staff emphasizes that Mr. Bouji's involvement in Global RESP has been in contravention of the 2014 Order, and has taken place while Ms. Bouji has been chair of the Firms' boards. Therefore, she has failed to meet her obligation to ensure that the Firms took appropriate steps to ensure Mr. Bouji's and the Firms' compliance. Staff submits that given the Firms' and Mr. Bouji's history of non-compliance, her registration as the Firms' UDP would be objectionable.

⁵ *Re Global RESP Corporation*, 2017 ONSEC 11.

⁶ *Re Sawh*, 2012 ONSEC 27 at paras 16-17 (**Sawh**), citing *Re Triax Growth Fund Inc.*, 2005 ONSEC 16 at para 25.

[30] In response, the Applicants submit that: (i) Mr. Bouji has not contravened the 2014 Order; (ii) there is no requirement that a new UDP be independent; and (iii) Ms. Bouji has presented evidence to show that she is capable of fulfilling the role of the Firms' UDP.

[31] The Amended Registration Application therefore presents the following issues:

- a. What is the relevance, if any, of Mr. Bouji's and the Firms' history of non-compliance?
- b. Has Mr. Bouji acted, or does it appear that he has acted, as an officer or director of Global RESP since the new CEO and UDP was appointed?
- c. If so, does Ms. Bouji's role as chair during the relevant time mean that her proposed registration as UDP appears to be objectionable? and
- d. To what extent, if any, does Ms. Bouji's lack of independence from Mr. Bouji make her proposed registration as UDP appear to be objectionable?

[32] We begin by discussing the standard applicable to applications for registration, following which we address each of the above issues in turn.

B. Standard applicable to registration applications

[33] It is well established that registration is a privilege, not a right.⁷

[34] Section 27 of the Act prescribes the test for determining whether the privilege of registration should be granted. Subsection 27(1) of the Act provides that upon receipt by the Director of an application, the Director "shall" amend a registration unless the applicant appears not to be suitable for the amended registration or the proposed amendment appears to be objectionable. As noted above, Staff does not claim that Ms. Bouji is not suitable for registration. Staff relies solely on its assertion that the proposed amendment to Ms. Bouji's registration is objectionable.

[35] The phrase "otherwise objectionable" is not defined in the Act. However, the Commission has previously determined that a purposive approach should be taken in considering whether registration is objectionable. The purposes of the Act, as described in section 1.1, are to provide protection to investors from unfair, improper or fraudulent practices and to foster fair and efficient capital markets and confidence in capital markets.⁸

[36] In promoting the purposes of the Act, the Commission must have regard to a number of fundamental principles, including the "requirements for the maintenance of high standards of fitness and business conduct to ensure honest and responsible conduct by market participants."⁹

C. What is the relevance, if any, of Mr. Bouji's and the Firms' history of non-compliance?

[37] As noted in paragraph [3] above, Staff's concerns about the Firms' compliance with Ontario securities law resulted in the imposition of terms and conditions on the Firms' registrations in 2003, 2004, 2005, and 2012. Subsequent allegations led to the 2014 Settlement, which resolved an enforcement proceeding.

[38] Those matters are concluded. However, that does not preclude us from taking the history into account when considering the Amended Registration Application. Indeed, we must do so. Mr. Bouji's role as sole shareholder, CEO, and UDP of Global RESP from 2009 to 2014, his continuing role as sole shareholder, and his own admitted contraventions of Ontario securities law as set out in the 2014 Settlement make us concerned about whether the Firms will operate in a compliant manner. The greater Mr. Bouji's current involvement in the Firms, the more our investor protection concerns are heightened, given Mr. Bouji's central role in the misconduct admitted in the 2014 Settlement and the accompanying sanctions specifically designed to limit his influence on decision-making within the Firms.

⁷ *Re Sterling Grace & Co. Ltd.*, 2014 ONSC 24 at para 145; *Sawh* at para 142.

⁸ *Sawh* at para 289.

⁹ s 2.1(2)(iii) of the Act.

D. Has Mr. Bouji acted, or does it appear that he has acted, as an officer or director of Global RESP since the new CEO and UDP was appointed?

1. Staff's position

[39] In written submissions, Staff contends that it appears that Mr. Bouji has acted as an officer or director of Global RESP despite the terms of the 2014 Order. However, at the hearing, Staff did not pursue the submission that Mr. Bouji has acted as a director. We therefore confine our analysis to whether Mr. Bouji has acted as an officer.

[40] Further, while Staff says that we need not find that Mr. Bouji actually contravened the 2014 Order, Staff submitted at the hearing that the evidence does support that conclusion.

2. Applicable factors

[41] As the Commission stated in *Re Momentas Corporation (Momentas)*,¹⁰ in determining whether an individual has acted as an officer or director, it is important to assess "whether, under the particular circumstances, the alleged [officer or] director is an integral part of the mind and management of the company."¹¹ In *Momentas*, the Commission set out a non-exhaustive list of factors relevant to that assessment. Those factors include consideration of whether the individual:

- a. is responsible for the supervision, direction, control, and operation of the company; and
- b. has negotiated on behalf of the company.¹²

[42] We adopt those factors, both of which Staff relies on in this case. We also note that a firm may have many officers, some of whom may share the responsibility for supervision, direction, and operation of an activity of the company. Accordingly, an individual who exercises meaningful supervision or direction over the firm's activities may be found to be acting as an officer, even though other individuals bear those formal responsibilities, or even though other individuals also exercise supervision or direction. As a result, a number of officers can simultaneously be an integral part of the mind and management of the company.

3. Evidence

[43] In support of its position that Mr. Bouji has acted as an officer or director of Global RESP following his removal as CEO and UDP, Staff relies primarily on evidence from M.M., a former employee at Global RESP, and from Ms. Bouji herself.

(a) M.M.

[44] The record before the Director included the transcript of CRR Staff's interview of M.M., conducted in December 2016. In this proceeding, Staff filed an affidavit from M.M. to supplement that transcript. In addition, M.M. was cross-examined at this hearing by counsel for the Applicants.

[45] Mr. Bouji's administrative assistant found M.M.'s résumé on the internet in March 2015. Mr. Bouji interviewed her that same month. However, M.M. advised Mr. Bouji that she was not interested in the position when she learned that it was not salary-based but commission-based.

[46] In June 2015, Mr. Bouji's administrative assistant contacted M.M. about a salary-based position. M.M. attended a second interview with Mr. Bouji, and expressed an interest in being a branch manager. Mr. Bouji promised her such a position after she completed her training and licencing to be both a dealing representative and a branch manager. In M.M.'s presence, Mr. Bouji advised another Global RESP employee that M.M. would be joining the company, and directed that employee to complete the necessary paperwork.

[47] M.M. began work at Global RESP in late July 2015 and was registered as a dealing representative in August 2015. She became a branch manager in October 2015, following which she provided compliance reports to Global RESP's Chief Compliance Officer (CCO) and sales reports to Mr. Bouji.

[48] In October of 2016, Global RESP terminated her employment, advising her that this was due to a "shortage of work." M.M. contends that she was fired because she made an internal report about the improper conduct of an employee. As of the date of this hearing, M.M. and Global RESP are engaged in litigation.

¹⁰ 2006 ONSEC 15.

¹¹ *Momentas* at para 101, citing *Re World Stock Exchange* (2000), 9 ASCS 658 at 18.

¹² *Momentas* at para 102.

- [49] M.M. states that Mr. Bouji “actually directed the day-to-day affairs of Global RESP.” She says that Mr. Bouji “would reprimand sales managers for failing to meet their sales targets” and would, on a daily basis, “walk the halls ... to monitor the work carried out by Global RESP employees.” M.M. states her understanding that Global RESP’s CCO “reported to Mr. Bouji on a daily basis.”
- [50] Having reviewed M.M.’s evidence, we now turn to an assessment of the reliability of that evidence.
- [51] To the extent that M.M. testified about her direct interactions with Mr. Bouji regarding her negotiation with him with respect to joining Global RESP, her evidence was unimpeached and we accept it.
- [52] The Applicants submit that on the other hand, we ought to give less weight to M.M.’s evidence about Mr. Bouji’s overall role at Global RESP, for two reasons:
- a. M.M. gave inconsistent answers about the dates and sequence of the events that took place in late September and early October 2016 (including her reporting of an employee’s misconduct and her nearly contemporaneous application for employment at another firm); and
 - b. M.M.’s dispute with Global RESP about the circumstances of her termination.
- [53] M.M. acknowledged that she did not have a precise recollection of the specific dates and sequence of events. In particular, M.M. was uncertain as to whether some events happened during one week in October 2016 or during the following week.
- [54] We were not asked to conclude, and we do not conclude, that M.M.’s minor errors and uncertainty about the sequence and dates reflect any attempt by her to be deceitful. Further, neither the sequence of events in October 2016 nor the dates on which the events happened are relevant to any matter in issue in this proceeding.
- [55] As for her observations about Mr. Bouji’s involvement in Global RESP more generally, we do not attach significant weight to that evidence. The fact that she is engaged in litigation with Global RESP warrants the caution that Applicants’ counsel urges us to apply, and her limited interactions with Mr. Bouji make her evidence on this topic less reliable, even if her beliefs are honestly held.

(b) Ms. Bouji

- [56] In March 2017, CRR Staff conducted an examination of Ms. Bouji in connection with the Amended Registration Application. The transcript of that examination formed part of the record before the Director and in this proceeding. In addition, in the hearing before us, the Applicants filed an affidavit from Ms. Bouji in response to M.M.’s affidavit, and Ms. Bouji was cross-examined by Staff.
- [57] In the March 2017 examination, Staff asked Ms. Bouji, “What is your father’s role at Global RESP Corp.?” Ms. Bouji answered, “He’s in charge of sales and recruiting” (emphasis added). Ms. Bouji alluded to the fact that Mr. Bouji works with sales management to meet sales objectives, sets sales targets, and is involved with the hiring and terminating of sales managers. Ms. Bouji also confirmed that Mr. Bouji sometimes attends and participates in executive and board meetings, usually in relation to his sales activities.
- [58] Ms. Bouji maintains that: (i) Mr. Bouji is not present in those meetings between Global RESP’s CEO and UDP and Global RESP’s CCO that discuss compliance-related functions of that entity; and (ii) his meetings with Global RESP’s CCO pertain only to sales-related matters, and not to compliance-related matters.
- [59] At the hearing, Ms. Bouji testified that Global RESP’s most senior sales employees, the vice-presidents of sales (there were two such individuals prior to March 2017 and there is one currently), report to Mr. Bouji regarding sales and sales targets. Further, Mr. Bouji is involved in the hiring and termination of individuals for that position.

4. Analysis

- [60] As noted above, Staff submits that it is not necessary for us to find that Mr. Bouji has acted in breach of the 2014 Order.
- [61] We are mindful of the fact that Mr. Bouji is not a party to the application before us, and that therefore he was not present to challenge any evidence that might implicate him. However, our findings here do not bind him personally, and Staff has undertaken, in writing:

not [to] take the position in any subsequent proceedings against Mr. Bouji, Global RESP and/or GGAI alleging a breach of the 2014 Order that findings made by this panel regarding compliance with the 2014 Order are binding on Mr. Bouji, Global RESP and/or GGAI in any subsequent proceeding brought against them.¹³ [emphasis in the original]

- [62] It is with those circumstances in mind that we engage in an assessment of Mr. Bouji's conduct, as we are required to do in order to reach a conclusion about Ms. Bouji's response, or lack of response, to the 2014 Settlement.
- [63] The evidence before us establishes that since his removal as CEO and UDP, Mr. Bouji has been in charge of sales, and has therefore exercised meaningful supervision and direction over sales. Because Global RESP's function is to distribute Plan units, sales is one of its core activities, if not its primary core activity.
- [64] In addition, Mr. Bouji attends and participates in executive and board meetings of Global RESP to discuss sales-related matters. He attends these meetings not only as the person at Global RESP to whom members of sales management report, but also as its sole owner.
- [65] Although Mr. Bouji has no formal role in the organization, there is no evidence to suggest that his sales management activities have been managed, monitored, or restricted.

5. Conclusion as to Mr. Bouji's activities

- [66] We find that because he is in charge of sales, a core activity of Global RESP, Mr. Bouji exercises meaningful supervision and direction of that Firm. We further find that because he is in charge of recruiting for sales positions, and even for positions that have a combined sales and compliance function (such as Branch Manager), Mr. Bouji regularly negotiates terms of employment on behalf of Global RESP, as he did when M.M. was hired.
- [67] For those reasons, we conclude on a balance of probabilities that Mr. Bouji is, to use words quoted by the Commission in *Momentas*, "an integral part of the mind and management"¹⁴ of Global RESP. Mr. Bouji has acted, and continues to act, as an officer of Global RESP, and he has therefore contravened the 2014 Order on an ongoing basis.
- [68] Having concluded that Mr. Bouji contravened the 2014 Order, we wish to address the meaning, and relevance to this application, of the words "it appears" in subsection 27(1) of the Act. Those words are in the overall test in this case, *i.e.*, whether it appears, today, that the registration is objectionable. Does that mean that those words apply equally to constituent elements of that overall question? For example, the question of whether Mr. Bouji contravened the 2014 Order is a sub-issue, or a piece of the overall question. Because the words "it appears" apply to the overall question, do they also apply to the sub-issue about Mr. Bouji's conduct in light of the 2014 Order?
- [69] The answer is not clear, and the point was not fully argued at the hearing. However, given our conclusion that Mr. Bouji did contravene that order, we need not resolve the question. We decline to engage in that analysis.
- [70] Further, as noted above, Staff did not press the argument as to whether it appears that Mr. Bouji has acted as a director (as opposed to an officer) of Global RESP, and we make no finding in that regard.

E. Does Ms. Bouji's role as chair during the relevant time mean that her proposed registration as UDP appears to be "otherwise objectionable"?

1. Introduction

- [71] As the title implies, a firm's UDP is the person who is ultimately responsible for overseeing the activities of the registrant and for taking all reasonable steps to promote the registrant's compliance with Ontario securities law.
- [72] Section 11.2 of NI 31-103 requires a registered firm to designate a registered individual as the UDP. Section 5.1 of NI 31-103 sets out the responsibilities of a UDP, requiring that she/he: (i) "supervise the activities of the firm that are directed towards ensuring compliance with securities legislation by the firm and each individual acting on the firm's behalf"; and (ii) "promote compliance by the firm, and individuals acting on its behalf, with securities legislation."
- [73] The Commission has emphasized that the UDP is responsible for promoting a culture of compliance and overseeing the effectiveness of a firm's compliance system. Specifically, in *Re Argosy Securities Inc. (Argosy)*,¹⁵ the Commission stated:

¹³ Supplementary submissions of Staff, contained in an undated letter from Staff counsel to the Commission's Registrar for the attention of this Panel, delivered August 28, 2017.

¹⁴ *Momentas* at para 101.

The role of UDP is critically important. The UDP bears ultimate responsibility for establishing, maintaining and promoting a culture of compliance and ethical behaviour within the firm. ... This responsibility can and must be discharged in a number of ways, including by ensuring an appropriate “tone from the top”, a tone that the UDP must also satisfy himself/herself is being promulgated throughout the firm by other members of management. This latter obligation is often referred to as “tone from the middle”, and is a necessary complement to the tone from the top.¹⁶

[74] The UDP is also often the CEO of the registered dealer. The UDP is responsible for fostering a culture of compliance, and the tone from the top has a profound influence on how a firm conducts its business and is managed. The Commission has emphasized that the failure of a UDP to fulfill this responsibility of maintaining a culture of compliance is a serious matter. As explained by the Commission in *Argosy*:

2. Analysis

[75] The 2014 Settlement included admissions by Mr. Bouji and Global RESP that they had engaged in serious misconduct. Ms. Bouji was aware of this misconduct and the resulting 2014 Order. The order imposed significant sanctions that required (and continue to require) concerted efforts by the respondents to that proceeding to avoid further contraventions of Ontario securities law. In particular, the explicit prohibition against Mr. Bouji acting as an officer or director of Global RESP imposed an obligation on the firm’s board to ensure that the firm did not allow Mr. Bouji to act as an officer or director.

[76] We have no evidence that Ms. Bouji, as chair of Global RESP, took any meaningful steps in that regard. In her March 2017 examination, CRR Staff asked her whether the firm had put in place any policies or procedures to guard against Mr. Bouji engaging in impermissible activities. Ms. Bouji confirmed that there were none.

[77] At the hearing before us, Staff asked Ms. Bouji the same question. She simply answered, “No.” She neither explained nor qualified that response. We find her answer to be surprising, and her inaction to be unacceptable, especially given:

- a. Mr. Bouji’s history of non-compliance, as well as that of the Firms while he was UDP, all of which contribute to a greater likelihood of future non-compliance;
- b. that Staff had asked a similar question of Global RESP’s in-house counsel by email in November 2015; and
- c. the further opportunity that Global RESP had to put policies or procedures in place in the five months that elapsed since Ms. Bouji was asked that very question at her March 2017 examination.

[78] The Applicants provided letters by the two independent directors of the Firms in support of the proposed amendment of Ms. Bouji’s registration. In addition, the Applicants filed an affidavit from the current CEO and UDP of the Firms, in which he stated that Ms. Bouji “is very capable and qualified” and that he “highly recommend[s] her for the role of CEO and UDP of Global RESP.” These statements of support, however, include nothing to suggest that Ms. Bouji, in her role as the Firms’ chair, has taken, initiated, or directed any specific efforts to ensure Mr. Bouji’s compliance with the 2014 Order.

[79] The Applicants had ample opportunity, but failed, to adequately address the only reasonable inference that can be drawn from the evidence available to us; namely, that Ms. Bouji is either unable or unwilling to take the necessary steps to limit Mr. Bouji’s involvement to that permitted by the 2014 Order or that she does not understand the seriousness of the prior sanctions and/or the obligations associated with being the chair.

3. Conclusion as to the implications of Ms. Bouji’s role as chair

[80] The Applicants submit that it would be improper for this Panel to find that Ms. Bouji’s proposed registration as UDP is objectionable based on the conduct of another individual, *i.e.*, Mr. Bouji. However, our concern as to whether Ms. Bouji meets the high standards of fitness and business conduct referred to in paragraph [36] above is based on Ms. Bouji’s failure to fulfill her obligations as Chair of Global RESP to ensure compliance with the 2014 Order, especially in light of Mr. Bouji’s and Global RESP’s history of non-compliance. In our view, Staff has demonstrated that Ms. Bouji does not attain the necessary high standards, and we therefore conclude that Ms. Bouji’s proposed amended registration appears to be objectionable.

¹⁵ 2016 ONSEC 11.

¹⁶ *Argosy* at para 171.

F. To what extent, if any, does Ms. Bouji's lack of independence from Mr. Bouji make her proposed registration as UDP appear to be "otherwise objectionable"?

[81] As noted above, Staff has previously taken the position that any new UDP would have to be independent, as that term is defined in the 2014 Order. However, at the hearing of the motion referred to in paragraph [22] above and at the hearing of the Review Application, Staff acknowledged that the 2014 Order imposes no such requirement.

[82] While Staff no longer takes its initial position, Staff submits before us that in all of the circumstances, Ms. Bouji's lack of independence ought to be disqualifying. Staff maintains that this would be the appropriate conclusion for any proposed UDP who is not independent and that the requested conclusion in this case is not related in any way to characteristics specific to Ms. Bouji, apart from her lack of independence.

[83] We are not prepared to accept Staff's submission insofar as it extends beyond Ms. Bouji's particular disqualification. We accept that Ms. Bouji's lack of independence from Mr. Bouji may explain her apparent failure to implement measures aimed at constraining Mr. Bouji. However, our finding as to her failure does not assist, one way or the other, as to whether any future UDP of the Firms need be independent of Mr. Bouji, as that term is defined in the 2014 Order.

G. Conclusion

[84] For the above reasons, we conclude that Mr. Bouji has acted, and continues to act, as an officer of Global RESP. The fact that he is in charge of sales, a core activity, and that he negotiates employment contracts on behalf of the firm, as he did with M.M., makes him an integral part of the mind and management of that company, and admits of no other reasonable conclusion.

[85] Ms. Bouji, who is chair of the board, confirms that Global RESP has not put in place any policies or procedures to limit Mr. Bouji's activities. Further, the Applicants adduced no evidence of any other steps taken (e.g., meetings, memos, other staff communications) to ensure that Mr. Bouji and the Firms complied with this ongoing aspect of the 2014 Order. This inaction exists despite Staff's November 2015 inquiry about the issue, despite Ms. Bouji being asked by Staff about the issue during her March 2017 examination, and despite the impending hearing and review of the Director's decision.

[86] In our view, the serious misconduct of Mr. Bouji and the Firms that gave rise to the 2014 Order, combined with the absence of measures to ensure that Mr. Bouji did not act as an officer or director, increased the risk of harm to investors. Mr. Bouji's own failure, when he was UDP, to ensure that the Firms were compliant demonstrates a lack of diligence with respect to regulatory requirements. In light of these considerations, and on the facts of this case, the Firms and Ms. Bouji had an obligation to see that meaningful steps were taken to minimize the risk of further contraventions.

[87] Ms. Bouji's unwillingness or inability to take such steps, viewed in light of the circumstances set out in paragraphs [85] and [86] above, lead us to agree with Staff's submission that her registration in the critical role of UDP would run counter to the Commission's mandate to protect investors.

[88] We therefore conclude that an amendment to Ms. Bouji's registration to permit her to be the UDP of the Firms appears to be objectionable.

V. RESULT

[89] For the reasons set out above, the Amended Registration Application submitted by Ms. Bouji and the Firms is refused.

Dated at Toronto this 24th day of October, 2017.

"Timothy Moseley"

"Deborah Leckman"

"William J. Furlong"

This page intentionally left blank

Chapter 4

Cease Trading Orders

4.1.1 Temporary, Permanent & Rescinding Issuer Cease Trading Orders

Company Name	Date of Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/Revoke

THERE IS NOTHING TO REPORT THIS WEEK.

Failure to File Cease Trade Orders

Company Name	Date of Order	Date of Revocation

THERE IS NOTHING TO REPORT THIS WEEK.

4.2.1 Temporary, Permanent & Rescinding Management Cease Trading Orders

Company Name	Date of Order	Date of Lapse

THERE IS NOTHING TO REPORT THIS WEEK.

4.2.2 Outstanding Management & Insider Cease Trading Orders

Company Name	Date of Order or Temporary Order	Date of Hearing	Date of Permanent Order	Date of Lapse/ Expire	Date of Issuer Temporary Order
Performance Sports Group Ltd.	19 October 2016	31 October 2016	31 October 2016		

Company Name	Date of Order	Date of Lapse
Katanga Mining Limited	15 August 2017	
Canada House Wellness Group Inc.	13 September 2017	

This page intentionally left blank

Chapter 7

Insider Reporting

This chapter is available in the print version of the OSC Bulletin, as well as as in Carswell's internet service SecuritiesSource (see www.carswell.com).

This chapter contains a weekly summary of insider transactions of Ontario reporting issuers in the System for Electronic Disclosure by Insiders (SEDI). The weekly summary contains insider transactions reported during the seven days ending Sunday at 11:59 pm.

To obtain Insider Reporting information, please visit the SEDI website (www.sedi.ca).

Chapter 11

IPOs, New Issues and Secondary Financings

INVESTMENT FUNDS

Issuer Name:

Balanced Income Portfolio
Conservative Income Portfolio
Enhanced Income Portfolio
Imperial Canadian Bond Pool
Imperial Canadian Diversified Income Pool
Imperial Canadian Dividend Income Pool
Imperial Canadian Equity Pool
Imperial Emerging Economies Pool
Imperial Equity High Income Pool
Imperial Global Equity Income Pool
Imperial International Bond Pool
Imperial International Equity Pool
Imperial Money Market Pool
Imperial Overseas Equity Pool
Imperial Short-Term Bond Pool
Imperial U.S. Equity Pool
Principal Regulator – Ontario

Type and Date:

Combined Preliminary and Pro Forma Simplified
Prospectus dated October 27, 2017
NP 11-202 Preliminary Receipt dated October 27, 2017

Offering Price and Description:

Class W Units

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Canadian Imperial Bank of Commerce
Project #2687035

Issuer Name:

Cambridge Monthly Income Fund
Principal Regulator – Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated
October 24, 2017
Received on October 24, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

CI Investments Inc.
Project #2636189

Issuer Name:

Dynamic Alternative Yield Class
Dynamic Alternative Yield Fund
Dynamic Dividend Income Class
Dynamic Equity Income Fund
Dynamic Global Infrastructure Class
Dynamic Global Infrastructure Fund
Dynamic Premium Yield Class
Dynamic Premium Yield Fund
Dynamic Small Business Fund
Dynamic Strategic Yield Fund
Dynamic Canadian Dividend Fund
Dynamic Dividend Advantage Class
Dynamic Dividend Advantage Fund
Dynamic Energy Income Fund
Dynamic European Value Fund
Dynamic Global Dividend Fund
Dynamic Global Value Fund
Dynamic Power American Growth Class
Dynamic Power American Growth Fund
Dynamic Power Canadian Growth Fund
Dynamic Power Global Balanced Class
Dynamic Power Global Growth Class
Dynamic Power Global Growth Fund
Dynamic Power Global Navigator Class
Dynamic Strategic Gold Class
Dynamic Strategic Resource Class
Dynamic U.S. Dividend Advantage Fund
Dynamic U.S. Sector Focus Class
DMP Power Global Growth Class
Principal Regulator – Ontario

Type and Date:

Amendment #6 to Final Simplified Prospectus and
amendment #7 to AIF dated October 25, 2017
Received on October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

1832 Asset Management L.P.
GCIC Ltd.

Promoter(s):

1832 Asset Management L.P.
Project #2540701

Issuer Name:

Dynamic Alternative Investments Private Pool Class
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
October 25, 2017

Received on October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

1832 Asset Management L.P.

Promoter(s):

1832 ASSET MANAGEMENT L.P.

Project #2609787

Issuer Name:

TD Global Balanced Opportunities Fund
TD U.S. Dividend Growth Fund
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
October 30, 2017

Received on October 30, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

TD Investment Services Inc. (for Investor Series and e-
Series Units)

TD Waterhouse Canada Inc. (W-Series)

Promoter(s):

TD Asset Management Inc.

Project #2640477

Issuer Name:

Fidelity American Disciplined Equity Currency Neutral
Class
Fidelity Technology Innovators Class
Principal Regulator – Ontario

Type and Date:

Amendment #4 to Final Simplified Prospectus dated
October 27, 2017

Received on October 27, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Fidelity Investments Canada ULC

Project #2586927

Issuer Name:

Maple Leaf Short Duration 2017-II Flow-Through Limited
Partnership – National Class
Principal Regulator – British Columbia

Type and Date:

Amended and restated to Final Long Form Prospectus
dated October 24, 2017

Received on October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

CIBC World Markets Inc.

National Bank Financial Inc.

BMO Nesbitt Burns Inc.

GMP Securities L.P.

Canaccord Genuity Corp.

Desjardins Securities Inc.

Industrial Alliance Securities Inc.

Manulife Securities Incorporated

Raymond James LTD.

Echelon Wealth Partners Inc.

Laurentian Bank Securities Inc.

Promoter(s):

Maple Leaf Short Duration Holdings LTD.

Maple Leaf Short Duration 2017-II Flow-Through
Management Corp.

Project #2658561

Issuer Name:

Maple Leaf Short Duration 2017-II Flow-Through Limited
Partnership – Quebec Class
Principal Regulator – British Columbia

Type and Date:

Amended and restated to Final Long Form Prospectus
dated October 24, 2017

Received on October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

Scotia Capital Inc.

CIBC World Markets Inc.

National Bank Financial Inc.

BMO Nesbitt Burns Inc.

GMP Securities L.P.

Canaccord Genuity Corp.

Desjardins Securities Inc.

Industrial Alliance Securities Inc.

Manulife Securities Incorporated

Raymond James LTD.

Echelon Wealth Partners Inc.

Laurentian Bank Securities Inc.

Promoter(s):

Maple Leaf Short Duration Holdings LTD.

Maple Leaf Short Duration 2017-II Flow-Through
Management Corp.

Project #2658559

Issuer Name:

Marquis Balanced Income Portfolio
Principal Regulator – Ontario

Type and Date:

Amendment #2 to Final Simplified Prospectus dated
October 25, 2017

Received on October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

1832 Asset Management L.P.

Promoter(s):

1832 Asset Management L.P.

Project #2542470

Issuer Name:

Timbercreek Global Real Estate Income Fund
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Simplified Prospectus dated
October 30, 2017

Received on October 30, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2623910

Issuer Name:

Balanced Portfolio
Conservative Portfolio
Growth Portfolio
High Growth Portfolio
Moderate Portfolio
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 23, 2017
NP 11-202 Receipt dated October 24, 2017

Offering Price and Description:

Series A, Series F and Series I units @ Net Asset Value

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Invesco Canada Ltd.

Project #2674975

Issuer Name:

Big Pharma Split Corp.
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated October 27, 2017
NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

\$100,000,000 (Maximum) – Up to 4,000,000 Preferred
Shares and 4,000,000 Class A Shares @ \$10.00 per
Preferred Share and \$15.00 per Class A Share

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
National Bank Financial Inc.
Canaccord Genuity Corp.
GMP Securities LP
Raymond James Ltd.
Desjardins Securities Inc.
Echelon Wealth Partners Inc.
Industrial Alliance Securities Inc.
Mackie Research Capital Corporation
PI Financial Corp.

Promoter(s):

N/A

Project #2678093

Issuer Name:

BlueBay \$U.S. Global Convertible Bond Class (Canada)
BlueBay Global Convertible Bond Class (Canada)
Phillips, Hager & North Canadian Equity Value Class
Phillips, Hager & North Monthly Income Class
Phillips, Hager & North Overseas Equity Class
Phillips, Hager & North U.S. Multi-Style All-Cap Equity Class
RBC \$U.S. Short Term Income Class
RBC Balanced Growth & Income Class
RBC Canadian Dividend Class
RBC Canadian Equity Class
RBC Canadian Equity Income Class
RBC Canadian Mid-Cap Equity Class
RBC Emerging Markets Equity Class
RBC European Equity Class
RBC Global Equity Class
RBC Global Resources Class
RBC International Equity Class
RBC North American Value Class
RBC QUBE Low Volatility Canadian Equity Class
RBC QUBE Low Volatility Global Equity Class
RBC QUBE Low Volatility U.S. Equity Class
RBC Short Term Income Class
RBC U.S. Dividend Class
RBC U.S. Equity Class
RBC U.S. Equity Value Class
RBC U.S. Mid-Cap Value Equity Class
RBC U.S. Small-Cap Core Equity Class
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 25, 2017
NP 11-202 Receipt dated October 26, 2017

Offering Price and Description:

Series A, Advisor Series, Advisor T5 Series, Series T5, Series H, Series D, Series F, Series FT5, Series I and Series O shares @ net asset value

Underwriter(s) or Distributor(s):

RBC Global Asset Management Inc.

Promoter(s):

N/A

Project #2675310

Issuer Name:

Counsel All Equity Portfolio
Counsel Balanced Portfolio
Counsel Balanced Portfolio Class
Counsel Canadian Dividend
Counsel Canadian Dividend Class
Counsel Canadian Growth
Counsel Canadian Value
Counsel Conservative Portfolio
Counsel Conservative Portfolio Class
Counsel Fixed Income
Counsel Global Dividend
Counsel Global Real Estate
Counsel Global Small Cap
Counsel Global Trend Strategy
Counsel Growth Portfolio
Counsel Growth Portfolio Class
Counsel High Yield Fixed Income
Counsel Income Managed Portfolio
Counsel International Growth
Counsel International Value
Counsel Managed High Yield Portfolio
Counsel Managed Portfolio
Counsel Managed Yield Portfolio
Counsel Money Market
Counsel Regular Pay Portfolio
Counsel Retirement Accumulation Portfolio
Counsel Retirement Foundation Portfolio
Counsel Retirement Income Portfolio
Counsel Retirement Preservation Portfolio
Counsel Short Term Bond
Counsel U.S. Growth
Counsel U.S. Value
Counsel World Managed Portfolio
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 27, 2017
NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

Series A, F, C, B, F5, FT, I, IB, IT, T and Private Wealth I securities @ net asset value

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

N/A

Project #2672281

Issuer Name:

Equium Global Tactical Allocation Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 23, 2017
NP 11-202 Receipt dated October 24, 2017

Offering Price and Description:

Series A, Series F and ETF Series Units @ Net Asset Value

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Equium Capital Management Inc.

Project #2672634

Issuer Name:

European Focused Dividend Fund
Principal Regulator – Alberta (ASC)

Type and Date:

Final Long Form Prospectus dated October 25, 2017
NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

\$150,000,000 (maximum) (maximum – 15,000,000 Units)
\$30,000,000 (minimum) (minimum – 3,000,000 Units)
\$10.00 per Unit

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Middlefield Limited

Project #2678908

Issuer Name:

Excel Global Balanced Asset Allocation ETF
Excel Global Growth Asset Allocation ETF
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated
September 29, 2017
NP 11-202 Receipt dated October 27, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Excel Funds Management Inc.

Project #2591976

Issuer Name:

Fidelity American Balanced Currency Neutral Fund
Fidelity American Balanced Fund
Fidelity American Disciplined Equity Currency Neutral Fund
Fidelity American Disciplined Equity Fund
Fidelity American Equity Fund
Fidelity American High Yield Currency Neutral Fund
Fidelity American High Yield Fund
Fidelity AsiaStar Fund
Fidelity Balanced Managed Risk Portfolio
Fidelity Balanced Portfolio
Fidelity Canadian Asset Allocation Fund
Fidelity Canadian Balanced Fund
Fidelity Canadian Bond Fund
Fidelity Canadian Disciplined Equity Fund
Fidelity Canadian Focused Equity Investment Trust
Fidelity Canadian Growth Company Fund
Fidelity Canadian Large Cap Fund
Fidelity Canadian Money Market Fund
Fidelity Canadian Opportunities Fund
Fidelity Canadian Short Term Bond Fund
Fidelity China Fund
Fidelity ClearPath 2005 Portfolio
Fidelity ClearPath 2010 Portfolio
Fidelity ClearPath 2015 Portfolio
Fidelity ClearPath 2020 Portfolio
Fidelity ClearPath 2025 Portfolio
Fidelity ClearPath 2030 Portfolio
Fidelity ClearPath 2035 Portfolio
Fidelity ClearPath 2040 Portfolio
Fidelity ClearPath 2045 Portfolio
Fidelity ClearPath 2050 Portfolio
Fidelity ClearPath 2055 Portfolio
Fidelity ClearPath Income Portfolio
Fidelity Conservative Income Fund
Fidelity Conservative Managed Risk Portfolio
Fidelity Corporate Bond Fund
Fidelity Dividend Fund
Fidelity Dividend Investment Trust
Fidelity Dividend Plus Fund (formerly Fidelity Income Trust Fund)
Fidelity Emerging Markets Fund
Fidelity Europe Fund
Fidelity Event Driven Opportunities Fund
Fidelity Far East Fund
Fidelity Floating Rate High Income Currency Neutral Fund
Fidelity Floating Rate High Income Fund
Fidelity Frontier Emerging Markets Fund (formerly Fidelity Latin America Fund)
Fidelity Global Asset Allocation Fund
Fidelity Global Balanced Portfolio
Fidelity Global Bond Currency Neutral Fund
Fidelity Global Bond Fund
Fidelity Global Concentrated Equity Fund (formerly Fidelity Global Opportunities Fund)
Fidelity Global Consumer Industries Fund
Fidelity Global Disciplined Equity Currency Neutral Fund
Fidelity Global Disciplined Equity Fund
Fidelity Global Dividend Fund
Fidelity Global Dividend Investment Trust
Fidelity Global Financial Services Fund
Fidelity Global Fund
Fidelity Global Growth Portfolio

Fidelity Global Health Care Fund
Fidelity Global Income Portfolio
Fidelity Global Intrinsic Value Investment Trust
Fidelity Global Large Cap Fund
Fidelity Global Monthly Income Currency Neutral Fund
Fidelity Global Monthly Income Fund
Fidelity Global Natural Resources Fund
Fidelity Global Real Estate Fund
Fidelity Global Small Cap Fund
Fidelity Technology Innovators Fund (formerly, Fidelity Global Technology Fund)
Fidelity Global Telecommunications Fund
Fidelity Greater Canada Fund
Fidelity Growth Portfolio
Fidelity Income Allocation Fund
Fidelity Income Portfolio
Fidelity International Concentrated Equity Fund (formerly Fidelity International Value Fund)
Fidelity International Disciplined Equity Currency Neutral Fund
Fidelity International Disciplined Equity Fund
Fidelity International Growth Fund (formerly Fidelity Overseas Fund)
Fidelity Japan Fund
Fidelity Monthly Income Fund
Fidelity Multi-Sector Bond Currency Neutral Fund
Fidelity Multi-Sector Bond Fund
Fidelity North American Equity Investment Trust
Fidelity NorthStar Balanced Currency Neutral Fund
Fidelity NorthStar Balanced Fund
Fidelity NorthStar Currency Neutral Fund
Fidelity NorthStar Fund
Fidelity Small Cap America Fund
Fidelity Special Situations Fund
Fidelity Strategic Income Currency Neutral Fund
Fidelity Strategic Income Fund
Fidelity Tactical Fixed Income Fund
Fidelity Tactical High Income Currency Neutral Fund
Fidelity Tactical High Income Fund
Fidelity Tactical Strategies Fund
Fidelity True North Fund
Fidelity U.S. All Cap Fund
Fidelity U.S. Dividend Currency Neutral Fund
Fidelity U.S. Dividend Fund
Fidelity U.S. Dividend Investment Trust
Fidelity U.S. Dividend Registered Fund
Fidelity U.S. Focused Stock Fund (formerly Fidelity Growth America Fund)
Fidelity U.S. Money Market Fund
Fidelity U.S. Monthly Income Currency Neutral Fund
Fidelity U.S. Monthly Income Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 27, 2017
NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

Fidelity Investments Canada ULC
Fidelity Investments Canada Limited

Promoter(s):

N/A

Project #2675619

Issuer Name:

Fidelity American Disciplined Equity Currency Neutral Class

Fidelity Technology Innovators Class

Principal Regulator – Ontario

Type and Date:

Amendment #4 to Final Simplified Prospectus dated October 27, 2017

NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Fidelity Investments Canada ULC

Project #2586927

Issuer Name:

Genus Dividend Equity Fund

Genus Fossil Free CanGlobe Equity Fund

Genus Fossil Free Corporate Bond Fund

Genus Fossil Free Dividend Equity Fund

Genus Fossil Free High Impact Equity Fund

Genus Government Bond Fund

Genus Short-Term Bond Fund

Principal Regulator – British Columbia

Type and Date:

Final Simplified Prospectus dated October 23, 2017

NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

Series F Units @ Net Asset Value

Underwriter(s) or Distributor(s):

Genus Capital Management Inc.

Promoter(s):

Genus Capital Management Inc.

Project #2653520

Issuer Name:

Horizons Inovestor Canadian Equity Index ETF

Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated October 24, 2017

NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

Class A units @ net asset value

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Horizons ETFs Management (Canada) Inc.

Project #2677528

Issuer Name:

Purpose Canadian Financial Income Fund
Purpose Conservative Income Fund
Purpose Enhanced Dividend Fund
Purpose High Interest Savings ETF
Purpose International Dividend Fund
Purpose International Tactical Hedged Equity Fund
Purpose Premium Money Market Fund
Purpose Premium Yield Fund
Purpose Tactical Investment Grade Bond Fund
Purpose US Cash ETF
Purpose US Dividend Fund
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 18, 2017
NP 11-202 Receipt dated October 26, 2017

Offering Price and Description:

ETF units, ETF non-currency hedged units, Class A units, Class A non-currency hedged units, Class F units, Class F non-currency hedged units, Class I units, Class I non-currency hedged units and Class D units
ETF shares, Series A shares, Series F shares, Series I shares, Series D shares, Series XA shares and Series XF shares

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

Purpose Investments Inc.

Project #2674554

Issuer Name:

Questrade Fixed Income Core Plus ETF
Questrade Global Total Equity ETF
Principal Regulator – Ontario

Type and Date:

Amendment #1 to Final Long Form Prospectus dated October 12, 2017
NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

QUESTRADE WEALTH MANAGEMENT INC.

Project #2648280

Issuer Name:

Questrade Russell 1000 Equal Weight US Consumer Discretionary Index ETF Hedged to CAD
Questrade Russell 1000 Equal Weight US Health Care Index ETF Hedged to CAD
Questrade Russell 1000 Equal Weight US Industrials Index ETF Hedged to CAD
Questrade Russell 1000 Equal Weight US Technology Index ETF Hedged to CAD
Questrade Russell US Midcap Growth Index ETF Hedged to CAD
Questrade Russell US Midcap Value Index ETF Hedged to CAD
Principal Regulator – Ontario

Type and Date:

Amendment #2 to Final Long Form Prospectus dated October 12, 2017
NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

–

Underwriter(s) or Distributor(s):

N/A

Promoter(s):

QUESTRADE WEALTH MANAGEMENT INC.

Project #2570154

Issuer Name:

TD FundSmart Managed Aggressive Growth Portfolio
TD FundSmart Managed Balanced Growth Portfolio
TD FundSmart Managed Income & Moderate Growth Portfolio
TD Managed Aggressive Growth ETF Portfolio
TD Managed Aggressive Growth Portfolio
TD Managed Balanced Growth ETF Portfolio
TD Managed Balanced Growth Portfolio
TD Managed Income & Moderate Growth ETF Portfolio
TD Managed Income & Moderate Growth Portfolio
TD Managed Income ETF Portfolio
TD Managed Income Portfolio
TD Managed Index Aggressive Growth Portfolio
TD Managed Index Balanced Growth Portfolio
TD Managed Index Income & Moderate Growth Portfolio
TD Managed Index Income Portfolio
TD Managed Index Maximum Equity Growth Portfolio
TD Managed Maximum Equity Growth ETF Portfolio
TD Managed Maximum Equity Growth Portfolio
Principal Regulator – Ontario

Type and Date:

Final Simplified Prospectus dated October 26, 2017
NP 11-202 Receipt dated October 27, 2017

Offering Price and Description:

Investor Series, Premium Series, Advisor Series, e-Series, H-Series, K-Series, T-Series, F-Series, W-Series, S-Series, WT-Series and D-Series units

Underwriter(s) or Distributor(s):

TD Waterhouse Canada Inc. (W-Series, WT-Series)
TD Investment Services Inc. (Investor Series, e-Series)

Promoter(s):

TD Asset Management Inc.

Project #2675332

NON-INVESTMENT FUNDS

Issuer Name:

Cardinal Resources Limited
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 27, 2017
NP 11-202 Preliminary Receipt dated October 27, 2017

Offering Price and Description:

\$12,000,040.00 – 18,461,600 Ordinary Shares
Price \$0.65 per Ordinary Share

Underwriter(s) or Distributor(s):

Clarus Securities Inc.
Beacon Securities Limited
Mackie Research Capital Corporation
Paradigm Capital Inc.

Promoter(s):

–

Project #2685487

Issuer Name:

Cronos Group Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 25, 2017
NP 11-202 Preliminary Receipt dated October 25, 2017

Offering Price and Description:

\$15,000,000.75 – 4,761,905 Common Shares
Price: \$3.15 per Share

Underwriter(s) or Distributor(s):

PI Financial Corp.
Canaccord Genuity Corp.

Promoter(s):

Alan Friedman

Project #2686060

Issuer Name:

Excellon Resources Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 25, 2017
NP 11-202 Preliminary Receipt dated October 25, 2017

Offering Price and Description:

\$13,250,000.00 – 6,625,000 Units; Price: \$2.00 per Unit

Underwriter(s) or Distributor(s):

Cantor Fitzgerald Canada Corporation
PI Financial Corp.
Cormark Securities Inc.
Desjardins Securities Inc.
Maison Placements Canada Inc.

Promoter(s):

–

Project #2685375

Issuer Name:

Fairfax Africa Holdings Corporation
Principal Regulator – Ontario

Type and Date:

Preliminary Shelf Prospectus dated October 23, 2017
NP 11-202 Preliminary Receipt dated October 24, 2017

Offering Price and Description:

US\$1,000,000,000.00
Subordinate Voting Shares
Preference Shares

Debt Securities
Subscription Receipts

Warrants
Share Purchase Contracts
Units

Underwriter(s) or Distributor(s):

–

Promoter(s):

Fairfax Financial Holdings Limited
Project #2685437

Issuer Name:

Fennec Pharmaceuticals Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Shelf Prospectus dated October 26, 2017
NP 11-202 Preliminary Receipt dated October 26, 2017

Offering Price and Description:

US\$90,000,000.00 – Common Shares

Underwriter(s) or Distributor(s):

–

Promoter(s):

–

Project #2686503

Issuer Name:

iAnthus Capital Holdings, Inc.
Principal Regulator – Ontario

Type and Date:

Amendment dated October 26, 2017 to Preliminary Short
Form Prospectus dated October 17, 2017

NP 11-202 Preliminary Receipt dated October 26, 2017

Offering Price and Description:

Up to \$*
Up to * Common Shares
Price: \$1.70 per Common Share

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.
Beacon Securities Limited
Cormark Securities Inc.
Echelon Wealth Partners Inc.
Haywood Securities Inc.

Promoter(s):

Hadley Ford
Project #2683985

Issuer Name:

Spirit Banner Capital Corp.
Principal Regulator – Ontario

Type and Date:

Preliminary CPC Prospectus (TSX-V) dated October 25, 2017

NP 11-202 Preliminary Receipt dated October 26, 2017

Offering Price and Description:

Minimum Offering: \$300,000.00 (3,000,000 Common Shares)

Maximum Offering: \$1,000,000.00 (10,000,000 Common Shares)

Price: \$0.10 per Offered Share

Underwriter(s) or Distributor(s):

PI Financial Corp.

Promoter(s):

Aneel Waraich

Project #2686182

Issuer Name:

TMAC Resources Inc.
Principal Regulator – Ontario

Type and Date:

Preliminary Short Form Prospectus dated October 26, 2017

NP 11-202 Preliminary Receipt dated October 26, 2017

Offering Price and Description:

\$*

* Common Shares

Price: \$7.20 per Offered Share

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

Sprott Capital Partners a division of Sprott Private Wealth LP

TD Securities Inc.

Canaccord Genuity Corp.

Echelon Wealth Partners Inc.

GMP Securities L.P.

National Bank Financial Ltd.

RBC Dominion Securities Inc.

Promoter(s):

–

Project #2686534

Issuer Name:

TMAC Resources Inc.
Principal Regulator – Ontario

Type and Date:

Amendment dated October 27, 2017 to Preliminary Short Form Prospectus dated October 26, 2017

NP 11-202 Preliminary Receipt dated October 27, 2017

Offering Price and Description:

\$20,351,520.00 – 2,907,360 Common Shares

Price: \$7.00 per Offered Share

Underwriter(s) or Distributor(s):

BMO Nesbitt Burns Inc.

CIBC World Markets Inc.

Scotia Capital Inc.

Sprott Capital Partners a division of Sprott Private Wealth LP

TD Securities Inc.

Canaccord Genuity Corp.

Echelon Wealth Partners Inc.

GMP Securities L.P.

National Bank Financial Ltd.

RBC Dominion Securities Inc.

Promoter(s):

–

Project #2686534

Issuer Name:

Aurora Cannabis Inc.
Principal Regulator – British Columbia

Type and Date:

Final Short Form Prospectus dated October 26, 2017

NP 11-202 Receipt dated October 26, 2017

Offering Price and Description:

\$60,000,000.00 – 20,000,000 Units

Price: \$3.00 per Unit

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.

GMP Securities L.P.

PI Financial Corp.

Eight Capital

Industrial Alliance Securities Inc.

Beacon Securities Limited

Mackie Research Capital Corporation

Promoter(s):

–

Project #2683654

Issuer Name:

Diversified Royalty Corp.
Principal Regulator – British Columbia

Type and Date:

Final Short Form Prospectus dated October 30, 2017
NP 11-202 Receipt dated October 30, 2017

Offering Price and Description:

\$50,000,000.00 – 5.25% Convertible Unsecured
Subordinated Debentures

Price: \$1,000 per Initial Debenture

Underwriter(s) or Distributor(s):

CIBC World Markets Inc.
BMO Nesbitt Burns Inc.
National Bank Financial Inc.
Cormark Securities Inc.
GMP Securities L.P.
PI Financial Corp.
Canaccord Genuity Corp.
Haywood Securities Inc.
Industrial Alliance Securities Inc.
Beacon Securities Limited
Paradigm Capital Inc.

Promoter(s):

–

Project #2683973

Issuer Name:

Lithium X Energy Corp.
Principal Regulator – British Columbia

Type and Date:

Final Short Form Prospectus dated October 26, 2017
NP 11-202 Receipt dated October 26, 2017

Offering Price and Description:

\$13,015,000.00 – 6,850,000 Units
Price: \$1.90 per Unit

Underwriter(s) or Distributor(s):

Cormark Securities Inc.
Canaccord Genuity Corp.
GMP Securities L.P.

Promoter(s):

Brian Paes-Braga

Project #2682586

Issuer Name:

Nexa Resources S.A. (formerly, VM Holding S.A.)
Principal Regulator – Ontario

Type and Date:

Final Long Form Prospectus dated October 26, 2017
NP 11-202 Receipt dated October 26, 2017

Offering Price and Description:

US\$ * – 31,000,000 Common Shares
Price: US\$ * per Common Share

Underwriter(s) or Distributor(s):

J.P. Morgan Securities Canada Inc.
BMO Nesbitt Burns Inc.
Morgan Stanley Canada Limited
Credit Suisse Securities (Canada), Inc.
Merrill Lynch Canada Inc.
Citigroup Global Markets Canada Inc.
Scotia Capital Inc.
Macquarie Capital Markets Canada Ltd.
MUFG Securities (Canada), Ltd.
National Bank Financial Inc.
RBC Dominion Securities Inc.

Promoter(s):

–

Project #2677003

Issuer Name:

OSISKO GOLD ROYALTIES LTD
Principal Regulator – Quebec

Type and Date:

Final Short Form Prospectus dated October 27, 2017
NP 11-202 Receipt dated October 27, 2017

Offering Price and Description:

C\$184,000,000.00 – 4.00% Convertible Senior Unsecured
Debentures

Price: C\$1,000 per Debenture

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
BMO Nesbitt Burns Inc.
Desjardins Securities Inc.
Macquarie Capital Markets Canada Ltd.
RBC Dominion Securities Inc.
CIBC World Markets Inc.
Scotia Capital Inc.
TD Securities Inc.
Canaccord Genuity Corp.
Cormark Securities Inc.
Haywood Securities Inc.
Paradigm Capital Inc.
Raymond James Ltd.

Promoter(s):

–

Project #2683719

Issuer Name:

Pacific Empire Minerals Corp.
Principal Regulator – British Columbia

Type and Date:

Final Long Form Prospectus dated October 23, 2017
NP 11-202 Receipt dated October 24, 2017

Offering Price and Description:

Minimum Offering: \$1,500,000.00 or 7,500,000 Units (the "Minimum Offering")
Maximum Offering: \$2,000,000.00 or 10,000,000 Units (the "Maximum Offering")
Price: \$0.20 per Unit

Underwriter(s) or Distributor(s):

Haywood Securities Inc.

Promoter(s):

Brad Peters and Rory Ritchie

Project #2666376

Issuer Name:

Patriot One Technologies Inc.
Principal Regulator – British Columbia

Type and Date:

Final Short Form Prospectus dated October 24, 2017
NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

\$10,020,000.00 – 8,350,000 Units
Consisting of 8,350,000 Common Shares and 4,175,000 Warrants
Price: \$1.20 per Unit

584,500 Underwriters' Warrants

Underwriter(s) or Distributor(s):

Canaccord Genuity Corp.
GMP Securities L.P

Promoter(s):

–

Project #2683964

Issuer Name:

Sienna Senior Living Inc. (formerly Leisureworld Senior Care Corporation)
Principal Regulator – Ontario

Type and Date:

Final Short Form Prospectus dated October 27, 2017
NP 11-202 Receipt dated October 27, 2017

Offering Price and Description:

\$100,005,950.00 – 5,731,000 Common Shares
Price: \$17.45 per Common Share

Underwriter(s) or Distributor(s):

TD Securities Inc.
BMO Nesbitt Burns Inc.
CIBC World Markets Inc.
RBC Dominion Securities Inc.
Scotia Capital Inc.
Canaccord Genuity Corp.
National Bank Financial Inc.
Raymond James Ltd.
Eight Capital

Promoter(s):

–

Project #2683566

Issuer Name:

Solium Capital Inc.
Principal Regulator – Alberta (ASC)

Type and Date:

Final Short Form Prospectus dated October 25, 2017
NP 11-202 Receipt dated October 25, 2017

Offering Price and Description:

3,903,000 Common Shares – C\$40,005,750.00
Price: C\$10.25 per Common Share

Underwriter(s) or Distributor(s):

National Bank Financial Inc.
CIBC World Markets Inc.
Laurentian Bank Securities Inc.
Canaccord Genuity Corp.
Cormark Securities Inc.
Barclays Capital Canada Inc.

Promoter(s):

–

Project #2682991

This page intentionally left blank

Chapter 12

Registrations

12.1.1 Registrants

Type	Company	Category of Registration	Effective Date
Name Change	From: Integrated Managed Futures Corp. To: WaveFront Global Asset Management Corp.	Exempt Market Dealer and Commodity Trading Manager	April 13, 2017
Voluntary Surrender	BMO Asset Management Corp.	Portfolio Manager and Commodity Trading Manager	August 29, 2017
New Registration	Mission Trading Corp.	Exempt Market Dealer and Investment Fund Manager	October 26, 2017
Name Change	From: Bullion Management Services Inc. To: BMG Management Services Inc.	Investment Fund Manager	September 20, 2017
Consent to Suspension (Pending Surrender)	TAO Securities Inc.	Exempt Market Dealer	October 27, 2017
Consent to Suspension (Pending Surrender)	Armstrong Shaw Associates Inc.	Portfolio Manager	October 24, 2017
New Registration	Marval Capital Ltd.	Investment Fund Manager, Portfolio Manager and Exempt Market Dealer	October 27, 2017

This page intentionally left blank

Chapter 13

SROs, Marketplaces, Clearing Agencies and Trade Repositories

13.2 Marketplaces

13.2.1 Aequitas NEO Exchange Inc. – Proposed Amendments to Listing Manual – OSC Staff Notice and Request for Comment

AEQUITAS NEO EXCHANGE INC.

NOTICE OF PROPOSED LISTING MANUAL AMENDMENTS AND REQUEST FOR COMMENT

Aequitas NEO Exchange Inc. (“NEO Exchange”) is proposing amendments to its Listing Manual (“Proposed Amendments”) in accordance with the *Process for the Review and Approval of Rules and the Information Contained in Form 21-101F1 and the Exhibits Thereto*. The Proposed Amendments contain new definitions, initial listing requirements and ongoing listing requirements for emerging market issuers (as defined in the Proposed Amendments).

A copy of the NEO Exchange notice including the Proposed Amendments is published on our website at www.osc.gov.on.ca.

This page intentionally left blank

Chapter 25

Other Information

25.1 Consents

25.1.1 22 Capital Corp. – s. 4(b) of Ont. Reg. 289/00 under the OBCA

Headnote

Consent given to an offering corporation under the Business Corporations Act (Ontario) to continue under the British Columbia Business Corporations Act.

Statutes Cited

Business Corporations Act, R.S.O. 1990, c. B.16, as am., s. 181.
Securities Act, R.S.O. 1990, c. S.5, as am.

Regulations Cited

Ont. Reg. 289/00, as am., s. 4(b).

**IN THE MATTER OF
R.R.O. 1990, REGULATION 289/00, AS AMENDED
(the “Regulation”) MADE UNDER
THE BUSINESS CORPORATIONS ACT (ONTARIO),
R.S.O. 1990, c. B.16, AS AMENDED
(the “OBCA”)**

AND

**IN THE MATTER OF
22 CAPITAL CORP.**

**CONSENT
(Subsection 4(b) of the Regulation)**

UPON the application (the “**Application**”) of 22 Capital Corp. (the “**Applicant**”) to the Ontario Securities Commission (the “**Commission**”) requesting the consent of the Commission, pursuant to subsection 4(b) of the Regulation, for the Applicant to continue in another jurisdiction pursuant to section 181 of the OBCA;

AND UPON considering the Application and the recommendation of the staff of the Commission;

AND UPON the Applicant having represented to the Commission that:

1. The Applicant was incorporated by way of articles of incorporation under the OBCA on January 4, 2017.
2. The Applicant’s head office is located at 82 Richmond St. East, 1st floor, Toronto, ON M5C 1P1.
3. The authorized capital of the Applicant consists of an unlimited number of common shares (the “**Common Shares**”) of which 10,140,000 were issued and outstanding as of October 16, 2017.
4. The Applicant’s shares are listed and posted for trading on the TSX Venture Exchange under the symbol LFC.P. The Applicant does not have any of its securities listed on any other exchange.
5. The Applicant intends to apply (the “**Application for Continuance**”) to the Director of the OBCA for authorization to continue under the British Columbia *Business Corporations Act*, S.B.C. 2002, c.57 (the “**BCBCA**”) pursuant to section 181 of the OBCA (the “**Continuance**”).
6. Pursuant to subsection 4(b) of the Regulation, the Application for Continuance must, in the case of an “offering corporation” (as that term is defined in the OBCA), be accompanied by a consent from the Commission.

Other Information

7. The Applicant is an “offering corporation” under the OBCA and is a reporting issuer under the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “**Act**”) and the securities legislation of each of the provinces of British Columbia and Alberta (the “**Legislation**”).
8. The Applicant intends to remain a reporting issuer under the Act and the Legislation after the Continuance.
9. The Applicant is not in default of any of the provisions of the OBCA, the Act or the Legislation, including any of the regulations or rules made thereunder.
10. The Applicant is not a party to any proceeding or, to the best of its knowledge, information and belief, pending proceeding under the OBCA, the Act or the Legislation.
11. A summary of the material provisions respecting the proposed Continuance was provided to the shareholders of the Applicant in the management information circular of the Applicant dated September 8, 2017 (the “**Circular**”) in respect of the Applicant’s special meeting of shareholders which was held on October 16, 2017 (the “**Meeting**”). The Circular includes full disclosure of the reasons for, and the implications of, the Continuance and a summary of the material differences between the OBCA and the BCBCA. The proposed articles of the continued corporation were also described in the Circular, and a copy was made available to the Shareholders at the Meeting. The Circular was mailed on September 22, 2017 to shareholders of record at the close of business on September 8, 2017 and was filed on the System for Electronic Document Analysis and Retrieval.
12. In accordance with the OBCA and the Applicant’s constating documents, the special resolution of the shareholders (the “**Continuance Resolution**”) to be obtained at the Meeting in connection with the proposed Continuance required the approval of not less than two-thirds of the aggregate votes cast by the shareholders present in person or represented by proxy at the Meeting. Each shareholder was entitled to one vote for each Common Share held.
13. Pursuant to section 185 of the OBCA, all shareholders of record as of the record date for the Meeting had the right to dissent in connection with the Continuance Resolution. The Circular advised the shareholders of their dissent rights in accordance with applicable law.
14. The Continuance resolution was approved at the Meeting by 100% of the votes cast by the shareholders of the Applicant. None of the shareholders of the Applicant exercised dissent rights pursuant to section 185 of the OBCA.
15. The qualifying transaction will be carried out in accordance with the terms and conditions of a share exchange agreement between the Applicant and nDivision Inc. (“**nDivision**”), pursuant to which the Applicant will acquire all of the issued and outstanding shares of nDivision Shares in exchange for the issuance of consolidated shares and restricted shares of the Applicant. In addition to the approval of the Continuance resolution, shareholders of the Applicant approved the following items of business at the Meeting in connection with the proposed qualifying transaction: (i) an amendment to the Applicant’s articles of incorporation to effect a consolidation of the common shares of the Applicant on the basis of 0.416666667 of one common share for one (1) post-consolidation common share; (ii) a change of the name of the Applicant from “22 Capital Corp.” to “nDivision Technology Group Inc.”; (iii) the creation of a new class of convertible restricted voting shares; and (iv) the election of eight (8) new directors to replace the current directors of the Applicant immediately following the proposed reverse take-over of the Applicant by nDivision. The Registrar of Companies, British Columbia has granted the Applicant the reservation for the name change to “nDivision Technology Group Inc.”.
16. The Applicant is of the view that it would be appropriate to continue the corporation as a British Columbia company considering the international nature of the resulting issuer’s management, shareholder base and operations. The Continuance will provide the Applicant with more flexibility as there are no residency requirements for the directors of a company existing under the BCBCA.
17. Following the Continuance, the Applicant intends to remain a reporting issuer in Ontario and in each of the other jurisdictions where it is currently a reporting issuer. Ontario is currently the Applicant’s principal regulator and will remain its principal regulator following the Continuance.
18. The material rights, duties and obligations of a corporation governed by the BCBCA are substantially similar to those of a corporation governed by the OBCA.

AND UPON the Commission being satisfied that to do so would not be prejudicial to the public interest:

THE COMMISSION HEREBY CONSENTS to the continuance of the Applicant as a corporation under the BCBCA.

Other Information

DATED at Toronto, Ontario this 20th day of October, 2017.

“Philip Anisman”
Commissioner
Ontario Securities Commission

“Deborah Leckman”
Commissioner
Ontario Securities Commission

This page intentionally left blank

Index

22 Capital Corp.	
Consent – s. 4(b) of Ont. Reg. 289/00 under the OBCA.....	8939
Aequitas NEO Exchange Inc.	
Marketplaces – Proposed Amendments to Listing Manual – OSC Staff Notice and Request for Comment.....	8937
Armstrong Shaw Associates Inc.	
Consent to Suspension (Pending Surrender).....	8935
BMG Management Services Inc.	
Name Change.....	8935
BMO Asset Management Corp.	
Voluntary Surrender.....	8935
Bouji, Hanane	
Notice from the Office of the Secretary	8814
Reasons and Decision – s. 8(3).....	8845
Bullion Management Services Inc.	
Name Change.....	8935
Canada House Wellness Group Inc.	
Cease Trading Order	8857
Canadian Imperial Bank of Commerce	
Decision	8823
CBM Canada's Best Mortgage Corp.	
Notice of Hearing with Related Statement of Allegations – ss. 127(1), 127(10).....	8805
Notice from the Office of the Secretary	8814
Cheng, Benedict	
Notice from the Office of the Secretary with Related Statement of Allegations.....	8816
CI G5 20 2039 Q1 Fund	
Decision	8827
CI G5 20 2039 Q4 Fund	
Decision	8827
CI G5 20 2040 Q2 Fund	
Decision	8827
CI G5 20 2040 Q3 Fund	
Decision	8827
CI G5 20 2041 Q1 Fund	
Decision	8827
CI G5 20 2041 Q2 Fund	
Decision	8827
CI G5 20i 2034 Q2 Fund	
Decision.....	8827
CI G5 20i 2034 Q3 Fund	
Decision.....	8827
CI G5 20i 2034 Q4 Fund	
Decision.....	8827
CI G5 20i 2035 Q3 Fund	
Decision.....	8827
CI G5 20i 2035 Q4 Fund	
Decision.....	8827
CI Investments Inc.	
Decision.....	8827
Cook, Lance Sandford	
Notice of Hearing with Related Statement of Allegations – ss. 127(1), 127(10).....	8805
Notice from the Office of the Secretary	8814
Dancho, Vicky	
Notice of Hearing with Related Statement of Allegations – ss. 127(1), 127(10).....	8811
Notice from the Office of the Secretary	8815
Global Growth Assets Inc.	
Notice from the Office of the Secretary	8814
Reasons and Decision – s. 8(3)	8845
Global RESP Corporation	
Notice from the Office of the Secretary	8814
Reasons and Decision – s. 8(3)	8845
Huang, Ju	
Notice of Hearing with Related Statement of Allegations – ss. 127(1), 127(10).....	8811
Notice from the Office of the Secretary	8815
Integrated Managed Futures Corp.	
Name Change	8935
Katanga Mining Limited	
Cease Trading Order.....	8857
Marval Capital Ltd.	
New Registration	8935
Mission Trading Corp.	
New Registration	8935
OSC Staff Notice 11-737 (Revised) – Securities Advisory Committee – Vacancies	
Notice	8803

Pacific Insight Electronics Corp.	
Order.....	8833
Performance Sports Group Ltd.	
Cease Trading Order	8857
PrivateBank and Trust Company	
Decision	8823
Rothstein, John David	
Notice from the Office of the Secretary with Related Statement of Allegations.....	8816
Soave, Frank	
Notice from the Office of the Secretary with Related Statement of Allegations.....	8816
TAO Securities Inc.	
Consent to Suspension (Pending Surrender).....	8935
Tremblay, Eric	
Notice from the Office of the Secretary with Related Statement of Allegations.....	8816
Unigestion SA	
Order – s. 80 of the CFA.....	8835
WaveFront Global Asset Management Corp.	
Name Change.....	8935