



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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Toronto ON M5H 3S8

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

- and -

**IN THE MATTER OF MM CAFÉ FRANCHISE INC., TECHOCAN INTERNATIONAL
CO. LTD., 1727350 ONTARIO LIMITED, MARIANNE GODWIN, DAVE GARNET
CRAIG and HAIYAN (HELEN) GAO JORDAN**

- and -

**IN THE MATTER OF A
SETTLEMENT AGREEMENT BETWEEN STAFF OF THE ONTARIO SECURITIES
COMMISSION AND TECHOCAN INTERNATIONAL CO. LTD., AND
HAIYAN (HELEN) GAO JORDAN**

ORDER

(Sections 127 and 127.1 of the *Securities Act*)

WHEREAS:

1. on March 23, 2016, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to subsections 127(1) and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) to consider whether it is in the public interest to make orders, as specified therein, against and in respect of MM Café Franchise Inc., Techocan International Co. Ltd., 1727350 Ontario Limited, Marianne Godwin, Dave Garnet Craig, and Haiyan (Helen) Gao Jordan. The Notice of Hearing was issued in connection with the allegations as set out in the Statement of Allegations of Staff of the Commission (“Staff”) dated March 23, 2016, and amended April 24, 2016 and July 26, 2016 (the “Amended Amended Statement of Allegations”);
2. Techocan International Co. Ltd. and Haiyan (Helen) Gao Jordan (the “Settling Respondents”) entered into a Settlement Agreement with Staff dated March 24, 2017 (the “Settlement

Agreement”) in which the Settling Respondents agreed to a proposed settlement of the proceeding commenced by the Notice of Hearing dated March 23, 2016, subject to the approval of the Commission;

3. on March 22, 2017, the Commission issued a Notice of Hearing pursuant to section 127 of the Act to announce that it proposed to hold a hearing to consider whether it is in the public interest to approve a settlement agreement entered into between Staff and the Settling Respondents;
4. the Commission reviewed the Settlement Agreement, the Notice of Hearing and the Amended Amended Statement of Allegations, and heard submissions from counsel for the Settling Respondents and counsel for Staff; and
5. the Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED THAT:

1. the Settlement Agreement be approved;
2. trading in any securities or derivatives by the Settling Respondents shall cease for a period of five years commencing on the date of this Order, pursuant to paragraph 2 of subsection 127(1) of the Act except:
 - a. Jordan may trade securities or derivatives in accounts managed by an independent, arms-length portfolio manager who is registered in accordance with Ontario securities law, to whom Jordan has given a copy of this Order, in an account with respect to which Jordan has no direction or control over the selection of specific securities, and provided Jordan only has annual discussions with the registered portfolio manager for the sole purpose of her providing information regarding general investment objectives, suitability and risk tolerance or as required under Ontario securities law, and
 - b. Jordan may trade, as beneficial owner, in securities of a private company, provided that she does not engage in the business of trading in securities;

3. the acquisition of any securities or derivatives by the Settling Respondents is prohibited for a period of five years commencing on the date of this Order, pursuant to paragraph 2.1 of subsection 127(1) of the Act except:
 - a. Jordan may acquire securities or derivatives in accounts managed by an independent, arms-length portfolio manager who is registered in accordance with Ontario securities law, to whom Jordan has given a copy of this Order, in an account with respect to which Jordan has no direction or control over the selection of specific securities, and provided Jordan only has annual discussions with the registered portfolio manager for the sole purpose of her providing information regarding general investment objectives, suitability and risk tolerance or as required under Ontario securities law, and
 - b. Jordan may acquire, as beneficial owner, securities of a private company, provided that she does not engage in the business of trading in securities;
4. any exemptions contained in Ontario securities law do not apply to the Settling Respondents for a period of five years commencing on the date of this Order, pursuant to paragraph 3 of subsection 127(1) of the Act;
5. Jordan is prohibited from becoming or acting as a director or officer of an issuer that is not a private company for a period of five years commencing on the date of this Order, pursuant to paragraph 8 of subsection 127(1) of the Act;
6. Jordan is prohibited from becoming or acting as a director or officer of any registrant for a period of five years commencing on the date of this Order, pursuant to paragraph 8.2 of subsection 127(1) of the Act;
7. Jordan is prohibited from becoming or acting as a director or officer of any investment fund manager for a period of five years commencing on the date of this Order, pursuant to paragraph 8.4 of subsection 127(1) of the Act;

8. Jordan is prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter for a period of five years commencing on the date of this Order, pursuant to paragraph 8.5 of subsection 127(1) of the Act;
9. the Settling Respondents pay an administrative penalty on a joint and several basis in the amount of \$40,000, which shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the Act, pursuant to paragraph 9 of subsection 127(1) of the Act;
10. the Settling Respondents disgorge on a joint and several basis to the Commission the amount of \$110,000, which shall be designated for allocation or for use by the Commission in accordance with subsections 3.4(2)(b)(i) or (ii) of the Act, pursuant to paragraph 10 of subsection 127(1) of the Act; and
11. the Settling Respondents shall pay costs on a joint and several basis in the amount of \$15,000, pursuant to section 127.1 of the Act.

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

“Timothy Moseley”

Timothy Moseley

“Philip Anisman”

Philip Anisman

“Frances Kordyback”

Frances Kordyback