



Citation: 2023 BCSECCOM 144

## Settlement Agreement

Erwin Liem

*Securities Act, RSBC 1996, c. 418*

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Erwin Liem agree as follows:

### Agreed Statement of Facts

#### *Background*

1. Liem is a resident of Vancouver, British Columbia.
2. Mydecine Innovations Group Inc. (formerly NewLeaf Brands, formerly New Age Brands Inc, formerly New Age Farm, Inc.) (New Age) is a British Columbia corporation listed on the NEO exchange in Canada and traded on the OTC Pink Market in the United States. At all material times, New Age was a reporting issuer under the Act.

#### *Misconduct*

3. Between July 28, 2014 and April 7, 2017, Liem used the identities “Surya Chandra” (Chandra) and “Li Hong Chang” (Chang), to obtain and hold securities of New Age.
4. While using the Chandra and Chang identities, Liem had direction over up to 24.3% of New Age’s shares. He also held shares in his own name and through companies he controlled.
5. Between August 25, 2014 and October 13, 2016, Liem had direction over more than 10% of the outstanding shares of New Age. As a result, Liem was required to file:
  - (a) insider reports disclosing his direction over New Age securities on SEDI, pursuant to section 87(2) of the Act, and sections 3.2 and 3.3 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions* (NI 55-104), and
  - (b) early warning reports and a news release pursuant to section 5.2 of National Instrument 62-104 *Take-Over Bids and Issuer Bids* (NI 62-104).
6. Liem did not file any insider reports or early warning reports with respect to his transactions in New Age shares during this period, or at any time.
7. By engaging in this conduct, Liem contravened section 87(2) of the Act, sections 3.2 and 3.3 of NI 55-104, and section 5.2 of NI 62-104.



***Mitigating Factors***

8. Liem cooperated with the Executive Director's investigation and made the admissions set out in this agreement prior to the commencement of the hearing of this matter, which has resulted in a savings of time and costs.

***Aggravating Factors***

9. Liem has a history of securities-related misconduct.
10. In April 2009, Liem pleaded guilty to three counts of theft over \$5000, relating to transactions involving the securities of a publicly traded company that took place in 1997 and 1998. Liem received a nine month conditional sentence for this misconduct.

***Public Interest***

11. It is in the public interest that the Executive Director issue orders under section 161 of the Act.

***Undertaking***

12. Liem undertakes to pay \$40,000 to the Commission in respect of settlement of this matter, which sum is due and payable immediately without further demand.

**Order**

¶ 2 The Executive Director will issue an order (the Order) that:

1. under section 161(1)(d)(i), Liem resign any position he holds as a director or officer of an issuer or registrant, except any company of which Liem is the sole shareholder;
2. Liem is prohibited for 20 years:
  - (a) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives;
  - (b) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant, except any company of which Liem is the sole shareholder;
  - (c) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;
  - (d) under section 161(1)(d)(iv), from advising or otherwise acting in a management or consultative capacity in connection with activities in the securities or derivatives markets;
  - (e) under section 161(1)(d)(v), from engaging in promotional activities by or on behalf of
    - (i) an issuer, a security holder or party to a derivative, or



(ii) another person that is reasonably expected to benefit from the promotional activity; and

(f) under section 161(1)(d)(vi), from engaging in promotional activities on his own behalf in respect of circumstances that would reasonably be expected to benefit him.

**Consent to Regulatory Orders**

¶ 3 Liem 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 above.

**Waiver**

¶ 4 Liem waives any right he may have, under the Act or otherwise, to a hearing, hearing and review, judicial review or appeal related to, in connection with, or incidental to this settlement.

**Counterpart**

¶ 5 This Settlement Agreement may be signed in counterpart and all such counterparts of signed copies, whether delivered electronically or otherwise, shall be read or construed together as if they formed one originally executed document.

¶ 6 April 5th , 2023

¶ 7 “Erwin Liem”  
Erwin Liem

Redacted )

Witness Signature )

Redacted )

Witness Name (please print) )

Redacted )

)

Redacted )

Address )

Redacted )

Occupation )

*Peter J Brady*  
*Apr 18 2023 4:01 PM -07:00*

¶ 8 Peter J. Brady  
Executive Director