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December 9, 2025

Via Email

British Columbia Securities Commission
Hearings Office
PO Box 10142, 701 West Georgia Street
Vancouver, BC V7Y 1L2
hearingoffice@bcsc.bc.ca

Re: *In the Matter of the Investment Dealer and Partially Consolidated Rules and Randy Bryan Hildebrandt*

We write to provide notice that the respondent, Randy Bryan Hildebrandt, seeks a hearing and review of CIRO's sanctions decision in the above noted matter, pursuant to s. 28 of the *Securities Act*, RSBC 1996, c. 418 (the "**Act**") (the "**Sanctions Review**").

Mr. Hildebrandt has already sought a hearing and review of CIRO's liability decision (the "**Liability Decision**") in the same matter (the "**Liability Review**"), which proceeding was adjourned generally pending release of CIRO's sanctions decision by way of the BC Securities Commission's decision indexed at 2025 BCSECCOM 406.

Pursuant to section 7.2(a) of BC Policy 15-601, we address the following below:

1. the decision to be reviewed;
2. how the person is directly affected by the decision;
3. the grounds for the review; and
4. the grounds for a stay of the liability and sanctions decisions.

Decision to be reviewed

Mr. Hildebrandt seeks a hearing and review of the sanctions decision of CIRO in the matter of *Re Hildebrandt*, 2025 CIRO 52 (the "**Sanctions Decision**").

Mr. Hildebrandt is a person directly affected

Mr. Hildebrandt is obviously a person directly affected by the Sanctions Decision, as contemplated by section 28 of the *Act*.

Grounds for the review

Without intending to limit such other errors as Mr. Hildebrandt may identify in his forthcoming Statement of Points, Mr. Hildebrandt asserts that CIRO proceeded on an incorrect principle, made an error in law, overlooked or misapprehended material evidence, and acted in a manner inconsistent with the public interest in, *inter alia*, the following ways:

1. The CIRO hearing panel purportedly made findings of fact in the Sanctions Decision in relation to matters that were not alleged in the Statement of Allegations and/or not addressed in its Liability Decision, and in respect of which Mr. Hildebrandt had no notice or opportunity to tender evidence or otherwise make legal argument;
2. The CIRO hearing panel purportedly made findings of fact in the Sanctions Decision that were either unsupported by the evidence or based on a misapprehension of the evidence;
3. The sanctions imposed by the hearing panel in the Sanctions Decision are unreasonably harsh, unnecessary, and beyond what the public interest requires in all of the circumstances. Rather than preventative in nature, the sanctions are punitive. The sanctions imposed are demonstrably unfit, unreasonable, and based on an error of principle.
4. The reasons for the Sanctions Decision lacks justification, transparency, and intelligibility, and fail to explain how the penalty was appropriate for Mr. Hildebrandt personally and why the lesser penalty proposed by Mr. Hildebrandt would not achieve a meaningful deterrent.
5. The Sanctions Decision is inconsistent with the previously decided cases of which the CIRO hearing panel was made aware, and no cogent explanation was advanced in its reasons to justify its apparent decision to depart from the approach taken in these cases on sanction.
6. Such other and further errors as counsel to Mr. Hildebrandt may advise.

Grounds for a stay of the Liability and Sanctions Decisions

As set out under s. 7.4 of BC Policy 15-601, the test for granting a stay is as follows:

1. Is there a serious question to be tried?
2. Will irreparable harm be suffered if the stay is not granted? and
3. Assessing any harm in granting or rejecting the stay, weighing the balance of convenience, including the public interest.

CIRO Staff has advised that it opposes a stay of the Sanctions Decision pending a final disposition by the BC Securities Commission of the Sanctions Review, but will consent to a temporary stay to allow the BC Securities Commission to allow it time to consider a stay application. Staff have not to date advanced any explanation for its position opposing a stay.

Accordingly, Mr. Hildebrandt intends to bring a formal application for a stay of the Sanctions Decision. Although we have identified the grounds for a stay in brief terms, a more fulsome argument will be provided in Mr. Hildebrandt's application materials. Mr. Hildebrandt reserves the right to modify or otherwise add to these grounds for a stay in his forthcoming application.

There is a serious question to be tried

The threshold to establish that there is a serious question to be tried on a hearing and review is low, and this is not disputed by the parties.¹ In addition, CIRO Staff has already acknowledged that this "threshold test was easily met" in respect of the grounds identified by Mr. Hildebrandt on hearing and review of the Liability Decision.²

Presumably CIRO Staff will make the same concession in respect of the grounds now identified in respect of the Sanctions Review. In any event, they obviously meet this part of the test as well. Moreover, even if the grounds identified in respect of the Sanctions Decision did not meet the low threshold (and again, in fact they obviously do), it is sufficient that the grounds identified in respect of the Liability Decision do meet the threshold for the purpose of a stay.

Mr. Hildebrandt will suffer irreparable harm

The Sanctions Decision imposes on Mr. Hildebrandt a three-month suspension that is set to commence within 30 days from the date of the decision and a 12-month period of strict supervision commencing thereafter. In other words, Mr. Hildebrandt's suspension will, absent a stay, commence on December 15, 2025. There is no prospect of the hearing and reviews completing within 3 months, and therefore absent a stay, a substantial part of Mr. Hildebrandt's hearing and review will be rendered moot. If Mr. Hildebrandt is successful in respect of either hearing and review, he will have served a 3-month suspension and at least a significant portion of the strict supervision period unnecessarily, *and* with no recourse in respect of the harm suffered as a result.

The balance of convenience weighs in favour of granting a stay

The balance of convenience weighs in favor of granting the stay. There is no harm to the public interest from staying the Liability and Sanctions Decisions.

CIRO Staff have advanced this matter at a lackadaisical pace. The events at issue in this matter occurred in 2018 and 2019. As the investigator testified before CIRO, the investigation commenced two years later, in February 2021.³ The investigation proceeded over the course of approximately a year and a half, and the Notice of Hearing and Statement of Allegations were issued on June 26 and 27, 2023, respectively. The hearing of this matter then occurred from April 29 to May 4 and September 16-17, 2024. Over seven years has passed from the dates of the relevant events in this matter. On this record, Staff cannot seriously argue that this matter is now urgent and a stay is not appropriate.

Furthermore, Mr. Hildebrandt's hearing and review of the Liability Decision has been extant for a significant period of time, through no fault of his own. If the BC Securities Commission had allowed

¹ *Re Randy Hildebrandt, 2025 BCSECCOM 406* at para. 53

² *Re Randy Hildebrandt, 2025 BCSECCOM 406* at para. 96

³ CIRO Hearing Transcript, dated April 29, 2024, p. 62:20-25.

the Liability Review to proceed, the Liability Review would have been resolved by now. If the Liability Review had been allowed to proceed and Mr. Hildebrandt was successful, this stay application would not be necessary and the Sanctions Decision would be moot. In these circumstances, it would be deeply unfair and contrary to the public interest not to grant Mr. Hildebrandt a stay.

Moreover, there is no reason why the hearing and reviews cannot proceed expediently. In fact Mr. Hildebrandt's position is that even absent a stay, they should in light of the deleterious impact these wrongly decided decisions have had and continue to have on him.

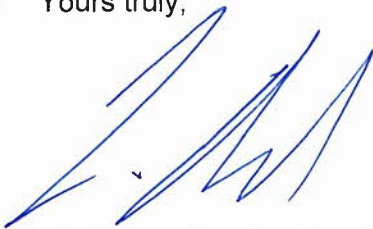
Directions Sought

Mr. Hildebrandt asks that the BC Securities Commission confirm that an interim stay of the Liability Decision and Sanction Decision is granted, as consented to by CIRO Staff.

Mr. Hildebrandt further asks that a hearing management meeting be scheduled prior to the end of this year to set:

1. Dates for a half day oral hearing of his application to seek a stay of the Liability Decision and Sanctions Decision;
2. A timetable for the exchange of stay application materials and materials on the hearing and reviews themselves; and
3. Dates for an oral hearing of this hearing and review.

Yours truly,



Owais Ahmed and Jessica Mank
McCarthy Tétrault LLP
Counsel for the Respondent, Randy Bryan Hildebrandt

cc: Canadian Investment Regulatory Organization, Hearings Office (via email at hearings@ciro.ca)