ALBERTA SECURITIES COMMISSION

MANAGEMENT CEASE TRADE ORDER

Citation: 2022 ABASC 28 **Date: 20220401**

Sundial Growers Inc.

Background

1. Sundial Growers Inc. (the **Filer)** failed to file the following periodic disclosure pursuant to section 146 of the *Securities* Act (Alberta) (the **Act**).

    (a) annual audited financial statements, annual management's discussion and analysis, certification of annual filings and annual information form for the year ended 31 December 2021 (collectively, the **Unfiled Documents**).

2. The Filer understands that its default in not filing the Unfiled Documents (the **Default**) may cause the Executive Director of the Alberta Securities Commission (the **Executive Director**) to order that all trading in or purchasing cease in respect of any security of the Filer, but requests instead that the Executive Director order the cessation of trading in or purchasing of its securities by Zachary George and Jim Keough (each referred to separately as the **Respondent**).

Representations

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

    (a) The Filer is a reporting issuer under the Act.

    (b) The Filer anticipates and expects to file the Unfiled Documents and any other periodic disclosure required to be filed pursuant to section 146 of the Act while this order is in effect (the **Other Disclosure**) on or before 14 April 2022.

    (c) The Filer has the necessary financial and human resources, including a reasonable number of directors and officers in place, to address the Default in a timely and effective manner and comply with all other continuous disclosure requirements (other than requirements reasonably linked to the Default) for the duration of the Default.

    (d) The Filer is generating revenue from its principal business or, if it is in the development stage, the Filer is actively pursuing the development of its products or properties.

    (e) The Filer is not appearing in default on the reporting issuer list or on the defaulting reporting issuer list of any securities regulatory authority for any reason other than the failure to file the Unfiled Documents.

(f) The Filer has filed on SEDAR and disseminated in the same manner as a news release a notice of default containing the information described in section 9 of National Policy 12-203 *Cease Trade Orders for Continuous Disclosure Defaults* (**NP 12-203**) and thereafter will file on SEDAR every two weeks a default status report containing the information described in section 10 of NP 12-203 for the duration of the default.

4. Each Respondent has represented to the undersigned that he or she is aware that an order will be issued against him or her prohibiting trading in or purchasing securities of the Filer and consents to the issuance of that order.

Decision

5. Under section 33.1 of the Act, it is ordered that each Respondent cease trading in or purchasing the securities of the Filer until this order has been revoked or varied, or until the later of:

(a) two full business days following the date the Filer files the Unfiled Documents; and

(b) two full business days following the date the Filer files the Other Disclosure.

1 April 2022

"original signed by"
Denise Weeres
Director, Corporate Finance
Alberta Securities Commission