



Court File no.: \_\_\_\_\_

*ONTARIO*  
SUPERIOR COURT OF JUSTICE

B E T W E E N:

**MARKO STAJIC**

Plaintiff

– and –

**MARIANA MARIJANA BRACIC**

Defendant

Proceeding under the *Class Proceedings Act, 1992* S.O. 1992, c. 6, as amended

**STATEMENT OF CLAIM**

TO THE DEFENDANT:

A LEGAL PROCEEDING HAS BEEN COMMENCED AGAINST YOU by the plaintiff. The claim made against you is set out in the following pages.

IF YOU WISH TO DEFEND THIS PROCEEDING, you or an Ontario lawyer acting for you must prepare a statement of defence in Form 18A prescribed by the Rules of Civil Procedure, serve it on the plaintiff's lawyers or, where the plaintiff does not have a lawyer, serve it on the plaintiff, and file it, with proof of service in this court office, WITHIN TWENTY DAYS after this statement of claim is served on you, if you are served in Ontario.

If you are served in another province or territory of Canada or in the United States of America, the period for serving and filing your statement of defence is forty days. If you are served outside Canada and the United States of America, the period is sixty days.

Instead of serving and filing a statement of defence, you may serve and file a notice of intent to defend in Form 18B prescribed by the Rules of Civil Procedure. This will entitle you to ten more days within which to serve and file your statement of defence.

IF YOU FAIL TO DEFEND THIS PROCEEDING, JUDGMENT MAY BE GIVEN AGAINST YOU IN YOUR ABSENCE AND WITHOUT FURTHER NOTICE TO YOU. IF YOU WISH TO DEFEND THIS PROCEEDING BUT ARE UNABLE TO

PAY LEGAL FEES, LEGAL AID MAY BE AVAILABLE TO YOU BY CONTACTING A LOCAL LEGAL AID OFFICE.

IF YOU PAY THE PLAINTIFFS' CLAIM, and \$5,000.00 for costs, within the time for serving and filing your statement of defence you may move to have this proceeding dismissed by the court. If you believe the amount claimed for costs is excessive, you may pay the plaintiff's claim and \$400.00 for costs and have the costs assessed by the court.

TAKE NOTICE: THIS ACTION WILL AUTOMATICALLY BE DISMISSED if it has not been set down for trial or terminated by any means within five years after the action was commenced unless otherwise ordered by the court.

Date Issued:	Issued by: _____ Local Registrar
	<i>Address of Court Office:</i>

**TO:            MARIANA M. BRACIC**

15 Belvedere Drive  
Oakville, Ontario L6L 4B5

and

2348 Lakeshore Rd. W.  
Oakville, Ontario L6L 1H5

## NATURE OF THIS ACTION

1. The Defendant is a sophisticated lawyer, member of the Law Society of Ontario, who is the founder and managing partner of a law firm known as MBL Legal and real estate brokerage known as MBC Brokerage. Before and during the relevant period the Defendant's common law spouse was and, may still be, Benjamin A. Ward ("**Mr. Ward**").

2. Before the relevant period the Defendant served as the general counsel and chair of the advisory board to Canadian Cannabis Corp. ("**CCC**"). Mr. Ward was the Chief Executive Officer, Director and President of CCC.

3. During the relevant period the Defendant provided legal services to Mr. Ward where he became the Chief Executive Officer and President of Wayland Group Corp. ("**Wayland**").

4. Mr. Ward improperly collected several million dollars from Wayland, directly and indirectly, by owning interests in undisclosed vendors and companies acquired by Wayland, purchased luxurious trips and meals that could not be justified back to Wayland, etc. By early 2019, Wayland's Board of Directors put Mr. Ward under investigation for fraud, was interviewed, he was ordered to produce copies of his and the Defendants' domestic assets, Mr. Ward refused to turn over various computers and phones, return hundreds of thousands of dollars to Wayland, and was fired by Wayland.

5. Mr. Ward became a target of 2 or 3 investigations of the Ontario Securities Commission ("**OSC**"), opened an investigation relating to investor fraud perpetrated by CCC, Wayland and Mr. Ward.

6. Mr. Ward was charged with fraud relating to CCC and entered into a plea agreement with the OSC.

7. While the status of the OSC's investigation of Mr. Ward as it relates to Wayland is not public, Mr. Ward became a target of a shareholder class action relating to Wayland, court file number CV-21-00665194-00CP (formerly CV-19-0000114-00CP) (the "**Shareholder Class Action**"), and a claim by Canaccord Genuity Corp. for damages for costs and indemnification for certain legal fees associated with the Shareholder Class Action because Mr. Ward allegedly made affirmative misrepresentations to Wayland's investment banks, court file number CV-20-00643756-0000.

8. During August 2022, Mr. Ward has been noted in default in the Shareholder Class Action and the relevant directors and officers insurance policies have taken an off-coverage position with Mr. Ward. The Shareholder Class Action seeks over \$50 million in damages from Mr. Ward.

9. The Defendant, as Mr. Ward's personal legal counsel, travel companion, and common law spouse, resided in a home with Mr. Ward worth several million dollars, and saw that Mr. Ward received several million of dollars from Wayland in a short-period of time that was far greater than his reported compensation, the Defendant received millions of dollars worth of benefits which she knew or should have known derived from Mr. Ward's fraud on investors of Wayland.

10. The Plaintiff was one of the largest individual investors in Wayland.

11. The Plaintiff, on behalf of himself and all other similarly situated investors of the Class, seek the money and cash value of the benefits received by the Defendant through Mr. Ward from his illegal conduct at Wayland.

## **CAUSES OF ACTION**

12. The causes of action asserted by the Plaintiffs in this proceeding are:

(a) Knowing Receipt;

(i) The Plaintiff is the representative plaintiff of a Class in the Shareholder Class Action, seeking damages, and Mr. Ward, the defendant in the Shareholder Class Action has been noted in default;

(ii) The Defendant received or was the beneficiary of millions of dollars of cash and other benefits through Mr. Ward;

(iii) As a sophisticated lawyer, the common law spouse, legal advisor, and travel companion to Mr. Ward, the Defendant had constructive knowledge that the impugned cash and other benefits were transferred to her in breach of Mr. Ward's trust and duties to the Plaintiff and the class members of the Shareholder Class Action; and

(b) Constructive Trust over all proceeds that Mr. Ward received directly or indirectly from Wayland above and beyond his base salary and any investment company, entity, partner, or trust whereby Mr. Ward indirectly received funds from his position at Wayland that were diverted back to the Defendant's family and its companies, entities, partnerships or trusts.

## **RELIEF CLAIMED**

13. The Plaintiffs claim on their own behalf and on behalf of the members of the Class, subject to further disclosures, discovery and due diligence:

- (a) An order pursuant to s. 5 of the *CPA* certifying this action as a class proceeding and appointing the plaintiff as the representative plaintiff for the Class advancing the causes of action identified herein;
- (b) A declaration that the Defendant was a knowing recipient of proceeds from Mr. Ward that she knew or should have known were derived from fraudulent conduct resulting from his position at Wayland;
- (c) A judgement for damages in the amount equal to all proceeds that Mr. Ward received from Wayland above and beyond his base salary and any investment company, entity, partner, or trust whereby Mr. Ward indirectly received funds from his position at Wayland that were diverted back to the Defendant's family and its companies, entities, partnerships or trusts;
- (d) A constructive trust over the Defendant's assets, domestic and foreign, in the amount equal to all proceeds that Mr. Ward received from Wayland above and beyond his base salary and any investment company, entity, partner, or trust whereby Mr. Ward indirectly received funds from his position at Wayland that were diverted back to the Defendant's family and its companies, entities, partnerships or trusts;
- (e) Prejudgment and post-judgment interest, compounded, or pursuant to ss. 128 and 129 of the *CJA*;
- (f) Costs of this action on a full indemnity scale, or in an amount that provides substantial indemnity, plus, pursuant to s. 26(9) of the *CPA*, the costs of administering the plan of distribution of the recovery in this action; and

(g) Such further and other relief that this Honourable Court deems just.

### **THE PLAINTIFF**

14. Marko Stajic is an investor who resides in Windsor, Ontario, Canada. During the Class Period, he purchased shares of Wayland and suffered a loss by holding those securities until after May 5, 2019, which is the date the OSC halted trading of Wayland's securities and subsequent liquidation of Wayland because, in part, Mr. Ward's misconduct.

15. In making his decision to purchase and hold Wayland's securities, he reviewed each quarterly report MD&A and various news releases about the Langton Facility. He also voted in Wayland's annual general meeting supporting Mr. Ward, corresponded with the investor relations department, and ultimately held over 175,000 shares on May 6, 2019. He was identified by Wayland's NOBO List as one of the top 50 individual investors, globally. He suffered a complete financial loss.

16. The Plaintiff is the representative plaintiff in the Shareholder Class Action. He is seeking over \$300,000 in damages, personally, and \$86 million on behalf of the Shareholder Class Action, plus costs and legal fees from Wayland, Mr. Ward, and others.

### **THE CLASS**

17. "**Class**" means all persons, other than Excluded Persons, who acquired Wayland's securities during the Class Period and who held some or all of those common shares until after May 5, 2019;

18. "**Excluded Persons**" means the Defendant and her family members, and any entity in which she or any family member owned a financial interest, and any of the Defendants, their Wayland's executives, and their family members and any entities in

which they owned a financial interest, and business partners during the Class Period, including individuals Yoel Altman and Jeffrey Ayott and any entity in which they owned a financial interest; any vice-president or higher level employee of any investment bank that provided investment banking services; and any individual that received Wayland's securities arising out of Wayland's acquisition of Nanoleaf Technologies Inc., and Colmed Pharmaceuticals S.A.S.

### **THE DEFENDANT**

19. Mariana Bracic is a member of the Law Society of Ontario, founder of MBC Legal and MBC Brokerage, which are located in Oakville, Ontario. Her LinkedIn profile reports that she began her career at Fasken Martineau DuMoulin and worked at MacLeod Dixon, and the Law Society of Ontario. During law school she reports to have been ranked first in her class in Civil Procedure and Remedies as well as has taught Civil Litigation.

20. She also worked for CCC, as an advisor and legal counsel, a company charged with defrauding its investors, and Mr. Ward as his personal legal counsel while he was the Chief Executive Officer of Wayland between April 20, 2017 and August 2, 2019.

21. During the relevant period, the Defendant with Mr. Ward opened a brokerage account in Ontario with well more than \$10 million, but for annual 2017, it was reported to the public that Mr. Ward earned less than \$300,000, and did not sell any of the shares he received from Wayland.

22. On October 29, 2019, at 12:00 pm, the original Shareholder Class Action Statement of Claim was attempted to be served on Mr. Ward at his home located in Oakville, Ontario, but the process server was misled by a woman, who is believed to be



Mariana Bracic, that Mr. Ward did not reside at the home any longer. The Shareholder Class Action records, which have been published in public court records, however, reflect that Wayland was corresponding with Mr. Ward at the Defendant's home.

23. The Defendant has always been aware of the Shareholder Class Action, the OSC's investigation of Mr. Ward, and Wayland's investigation of Mr. Ward, and has refused to respond to numerous attempts to talk to her about the whereabouts of Mr. Ward.

### **THE LIMITATIONS ACT: THE SHAREHOLDER LITIGATION STAY OF PROCEEDINGS**

24. On December 2, 2019, Wayland filed an application and proceeding under the *Companies' Creditors Arrangement Act*, CV-19-00632079-00CL, and received a stay of litigation of the Shareholder Class Action.

25. On July 9, 2020, the Ontario Superior Court of Justice (Commercial List) lifted the stay of proceedings "solely for the limited purpose of granting the plaintiff in Shareholder Class Action leave to establish the claims of the plaintiff and to enforce such claims only against (i) the Insurers and/or the Defendants named in CV-19-114 under any relevant insurance policies issued to Wayland; and (ii) Mr. Ward's assets." On February 22, 2022, the CCAA Proceeding's Stay of Litigation expired.

26. On February 2, 2022, the Ontario Superior Court of Justice (Commercial List) issued an Order requiring Wayland to produce records relating to Wayland to the Plaintiff's Class Counsel. The Class Counsel received records during May 2022.

27. On February 10, 2022, the Ontario Superior Court of Justice (Class Action List) issued an Order requiring the non-party MNP LLP ("MNP") to produce to counsel certain stipulated categories of documents relating to Wayland and Mr. Ward. During April and May 2022, the Plaintiff's Class Counsel received the first tranche of records.

28. On August 17, 2022, Mr. Ward was noted in default for numerous causes of action relating to the Shareholder Class Action; despite numerous attempts to serve him at his and the Defendant's home, the Defendant's law office, and Mr. Ward's litigation counsel in Toronto, Ontario.

29. On April 13, 2023, the Ontario Superior Court of Justice (Class Action List) directed another stay of litigation relating to all the matters relating to the Shareholder Class Action until after the parties engaged in a mediation. That mediation transpired on January 11, 2024, and the mediation period was extended to or about February 26, 2024. No resolution was reached during the mediation, the stay of litigation has expired.

#### **REAL AND SUBSTANTIAL CONNECTION WITH ONTARIO**

30. The Plaintiffs plead that this action has a real and substantial connection with Ontario for the application of Ontario substantive and procedural laws to this claim on behalf of all Class Members because, among other connecting factors, the Defendant is located in Ontario.

#### **RELEVANT LEGISLATION, PLACE OF TRIAL AND JURY TRIAL**

31. The Plaintiffs plead and rely upon the *CJA*, the *CPA*, the *OSA* and the Equivalent Securities Acts.

32. The Plaintiffs propose that this action be tried in the City of Toronto, in the Province of Ontario, as a proceeding under the *CPA*.

33. The Plaintiffs may serve a jury notice.

Date: March 26, 2024

**BERGER MONTAGUE (CANADA) PC**

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*Lawyers for the Plaintiff*

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**MARKO STAJIC**  
Plaintiff

and

**MARIANA MARIJANA BRACIC**  
Defendant

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE**  
**PROCEEDINGS COMMENCED AT TORONTO**

**STATEMENT OF CLAIM**

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