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Citation: 2024 BCSECCOM 49

Settlement Agreement

County Line Energy Inc., 0985358 B.C. Ltd., Aarif Jamani, and 1207124 B.C. Ltd.

Securities Act, RSBC 1996, c. 418

¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and County Line Energy Inc. (County Line), 0985358 B.C. Ltd. (0985358), Aarif Jamani (Jamani), and 1207124 B.C. Ltd. (1207124) agree as follows:

Agreed Statement of Facts Background

- 1. County Line is a Nevada corporation and a British Columbia reporting issuer. The British Columbia Securities Commission (Commission) issued a cease trade order against County Line in 2013 (the CTO). The CTO has never been revoked.
- 2. 1207124 and 0985358 are British Columbia companies.
- 3. Jamani is a resident of British Columbia. During the Relevant Period, he was the sole director and officer of 0985358. After the Relevant Period, Jamani became, and remains, the sole director of 1207124 and a director of County Line.

Misconduct

- 4. Between January 2018 and May 2021 (the Relevant Period), County Line, 1207124, and 0985358 breached the CTO by trading in securities in County Line, as follows:
 - (a) County Line issued 23 debt securities to 0985358, totaling \$96,850 USD;
 - (b) 0985358 sold 15,700,855 County Line shares; and
 - (c) 1207124 sold 3,000,000 County Line shares.
- 5. Jamani, as director and officer of 0985358, authorized, permitted, or acquiesced in 0985358's breaches of the CTO, and therefore breached the CTO by operation of section 168.2 of the Act.

Facts Relevant to Settlement

6. In 2020, Commission staff warned Jamani that his conduct was in breach of the CTO. It is an aggravating factor that he continued to sell shares in County Line through 0985358 following the warning.



- 7. It is a mitigating factor that Jamani, County Line, 0985358, and 1207124 made admissions with respect to their misconduct prior to the commencement of the hearing of this matter.
- 8. The evidence obtained by the Executive Director did not indicate that the misconduct resulted in any loss for investors.

Public Interest

- 9. It is in the public interest that the Executive Director issue orders against Jamani and County Line under section 161 of the Act.
- 10. In light of all of the circumstances, including the admissions made at paragraph 4 of this Agreement, it is not in the public interest for the Executive Director to issue orders under section 161 of the Act against 1207124 and 0985358.

Undertakings

- 11. Jamani undertakes to pay \$40,000 to the Commission in respect of the settlement of this matter, which sum is due and payable immediately without further demand.
- 12. County Line undertakes to pay \$10,000 to the Commission in respect of the 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:
 - Under section 161(1)(d)(i), Jamani resign any position he holds as a director or officer of an issuer or registrant, except that regarding County Line, 0985358, and 1207124, the resignation requirement takes effect 60 days from the date of the Order;
 - 2. Jamani is prohibited for four years:
 - (i) Under section 161(1)(b), from trading in securities except that he may trade in securities in his own name through a registrant if the registrant is provided with a copy of the Order;
 - (ii) Under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant, except that regarding County Line, 0985358, and 1207124, the prohibition takes effect 60 days from the date of the Order;
 - (iii) Under section 161(1)(d)(iv), from acting in a management or consultative capacity in connection with activities in the securities or derivatives markets;



- (iv) Under section 161(1)(d)(v), from engaging in promotional activities by or on behalf of:
 - (A) an issuer, a security holder or party to a derivative; or
 - (B) another person that is reasonably expected to benefit from the promotional activity; and
- (v) 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; and
- 3. County Line is prohibited for four years under section 161(1)(b)(ii) of the Act, from trading in or purchasing any securities or derivatives.

Consent to Regulatory Orders

¶ 3 Jamani and County Line consent to regulatory orders 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 Jamani, County Line, 0985358, and 1207124 waive any right they 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.
- ¶ 7 Aarif Jamani
 County Line Energy Inc.
 (Per Aarif Jamani

Signing Authority)

Redacted)
Witness Signature)
Redacted	<u> </u>



	Witness Name (please print))
	Redacted)
	Redacted	
	Address	
	Redacted	
	Occupation)
¶ 8	February <u>4</u> , 2024	
¶ 9	<u>Aarif Jamani</u>	
	0985358 B.C. Ltd.	
	(PerAarif_Jamani	
	Signing Authority)	
	Redacted)
	Witness Signature	
	Redacted)
	Witness Name (please print)	
	Redacted)
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	Address	
	Redacted)
	Occupation)
¶ 10	February <u>4</u> , 2024	
¶ 11	Aarif Jamani Aarif Jamani	
	Redacted	,
	Witness Signature	/
	Redacted)
	Witness Name (please print)	
	Redacted)
	Redacted	
)



		Address	
		<u>Redacted</u>)
		Occupation)
¶	12	February <u>4</u> , 2024	
¶	13	Aarif Jamani 1207124 B.C. Ltd.	
		(Per <i>Aarif Jamani</i> Signing Authority)	
		Aarif Jamani)
		Witness Signature)
		Redacted	
		Witness Name (please print) Redacted)
		Redacted)
		Address	
		<u>Redacted</u>	
		Occupation)

Peter J Brady 2/7/2024 | 12:18 PM PST

¶ 14 Peter J. Brady Executive Director