

2008 BCSECCOM 645

Notice of Hearing

**Andrew Gordon Walker, Dale Michael Paulsen
and Giuliano Angelo Tamburrino**

Section 161 of the *Securities Act*, RSBC 1996, c. 418

- ¶ 1 The Commission will hold a hearing at which the Executive Director will tender evidence, make submissions and apply for orders against the Respondents under Sections 161, 162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (the Act), based on the following facts.

Background

1. PanTerra Resources Corp. (PanTerra) is an Alberta corporation. It is a resource development company listed and trading on the TSX Venture Exchange (TSXV). From April 2006 PanTerra has been operating under new directors, officers and management.
2. Andrew Gordon Walker resides at West Vancouver, British Columbia. Walker was a director of PanTerra from June 2004 to April 10, 2006 and held the office of corporate secretary. Walker is a member of the Law Society of British Columbia and his law office was PanTerra's registered and records office.
3. Dale Michael Paulsen resides at Surrey, British Columbia. He was a director of PanTerra from August 2004 to April 5, 2006 and held the office of Vice President, Finance.
4. Giuliano Angelo Tamburrino resides at Edmonton, Alberta. Tamburrino was a director of PanTerra from June 2004 to April 5, 2006 and held the office of President.
5. Cavallino Investment Corp. (Cavallino) is an Alberta corporation. Tamburrino is the sole director and shareholder of Cavallino.
6. Vista Nova Capital Inc. (Vista Nova) is an Alberta corporation, beneficially owned by an associate of Tamburrino.

2008 BCSECCOM 645

Misconduct

Fraud

7. In February 2005, PanTerra transferred \$86,380.97 from its bank account to the trust account of Walker's law firm (Trust Account). Walker, in concert with Paulsen and Tamburrino disbursed \$86,380.98 from the Trust Account to two PanTerra shareholders, to acquire from them 614,470 PanTerra shares.
8. Walker subsequently instructed PanTerra's transfer agent to distribute the 614,470 PanTerra shares among the Respondents by issuing three PanTerra share certificates to Paulsen, Walker and Cavallino.
9. In February 2005, PanTerra paid a \$50,000 finder's fee (Finder's Fee) to Vista Nova, by issuing 200,000 PanTerra shares purportedly for Vista Nova's efforts in finding a property located in the Redwater area of Alberta (Redwater Property).
10. Neither Vista Nova nor its beneficial owner introduced the Redwater Property to PanTerra or were involved in any negotiations for its acquisition. The Respondents were aware that Vista Nova did not "find" the Redwater Property at the time they caused or acquiesced in the payment of the Finder's Fee to Vista Nova.
11. In March 2006, Walker, in concert with Paulsen and Tamburrino, caused PanTerra's transfer agent to re-issue to an individual the share certificate originally issued to Vista Nova for the Finder's Fee. This individual agreed to sell the PanTerra shares and deliver the proceeds to the Respondents.
12. By engaging in the above conduct the Respondents perpetrated a fraud against PanTerra and its shareholders contrary to section 57 and 57.1 of the Act

False Filing

13. In a series of required filings with the Commission, PanTerra stated that it spent \$136,455.97 on the Redwater Property and that Vista Nova received PanTerra shares as payment for the Finder's Fee.
14. This disclosure was false and misleading. PanTerra did not spend \$136,455.97 on the Redwater Property. Rather, the Respondents misappropriated the sum of \$136,380.98 by acquiring shares from third parties and receiving the proceeds of the Finder's Fee.
15. By making false and misleading statements in required filings with the Commission PanTerra contravened section 168.1(1)(b) of the Act.

2008 BCSECCOM 645

16. The Respondents authorized, permitted or acquiesced in PanTerra's false and misleading filings and therefore, under section 168.2 of the Act also contravened section 168.1(1)(b).

Public Interest

17. The Respondents acted contrary to the public interest by engaging in the conduct set out above.

Hearing Process

- ¶ 2 At the Hearing, the Respondents may be represented by counsel, make submissions and tender evidence. The Respondents are requested to advise the Commission of their intention to attend the Hearing by informing the Secretary to the Commission at PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: commsec@bcsc.bc.ca.
- ¶ 3 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on Tuesday, January 27, 2008, at 9:00 am if they wish to be heard before the Commission sets a date for the Hearing.
- ¶ 4 If the Respondents or their counsel do not appear at the Hearing, the Executive Director may apply to have questions of liability and sanction heard at the same time. Determinations adverse to the Respondents may be made in their absence.
- ¶ 5 December 30, 2008

Brenda M. Leong

- ¶ 6 Brenda M. Leong
Executive Director