

# 2012 BCSECCOM 217

## Settlement Agreement

**Farshad Shirvani**

*Securities Act, RSBC 1996, c. 418*

¶ 1 The Executive Director of the British Columbia Securities Commission (Executive Director) and Mr. Farshad Shirvani (Shirvani) agree as follows:

### **Agreed Statement of Facts**

1. Shirvani is a West Vancouver resident, and from February 2006 until January 2011 he was a director of International Ranger Corp. (Ranger). Ranger is a British Columbia reporting issuer and mineral exploration company.
2. The British Columbia Securities Commission (Commission) issued three separate cease trade orders against Ranger while Shirvani was a director of that company (collectively, the CTOs).
3. The CTOs were issued on the following grounds:
  - The first CTO was issued on July 6, 2006 and revoked on July 18, 2007. It was issued on the basis of multiple breaches of National Instrument 43-101, which concerns the Standards of Disclosure for Mining Projects.
  - The second CTO was issued on January 20, 2009 and revoked on February 20, 2009. It was issued on the basis of Ranger's failure to file required records with the Commission.
  - The most recent CTO was issued on August 18, 2009, and it remains in force. It was issued on the basis of Ranger's failure to file required records with the Commission.
4. The CTOs were in force during 33 of the 60 months that Shirvani served as a director of Ranger, and the most recent CTO remained in force when Shirvani resigned as a director of Ranger on January 28, 2011.
5. Shirvani is a director of Doubleview Capital Corp. (Doubleview), and the president, promoter and a director of Casa Minerals Inc.(Casa) and Next One Capital Corp. (Next One) (collectively, the B.C. Issuers).
6. The B.C. Issuers are all involved in mineral exploration.

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### **Misconduct**

#### ***Repeated failure to disclose Ranger CTOs***

7. In his capacity as a director, promoter or officer of the B.C. Issuers, Shirvani was required to disclose in certain regulatory filings the fact that the CTOs were issued while he was a director of Ranger.
8. The B.C. Issuers filed with, or delivered to, the Commission thirteen documents that were false in a material respect, namely, they failed to disclose the fact that Shirvani was a director of Ranger when each CTO was issued.
9. Shirvani was a director of the relevant B.C. Issuer when each of the thirteen documents was filed with, or delivered to, the Commission.
10. Shirvani was the president and promoter of Casa and Next One when the seven documents relating to those two issuers were filed with the Commission.
11. Shirvani personally signed and certified each of the thirteen documents, namely:
  - (a) Three Personal Information Forms (PIFs) and two Preliminary Prospectuses filed for Casa in July and August 2011;
  - (b) Two PIFs filed for Next One in July and August 2011;
  - (c) One PIF, one Preliminary Prospectus, one Prospectus, and two Amended and Restated Prospectuses filed for Doubleview between February and September 2010; and
  - (d) One Information Circular filed for Doubleview in May 2011.
12. Shirvani provided a false answer in response to a specific question in each of the six PIFs regarding his involvement in any company that had been subject to a cease trade order. The PIF is a statutory declaration, and Shirvani personally provided those false PIF answers despite solemnly declaring them true and correct.
13. Shirvani admits that he:
  - (a) caused the B.C. Issuers to file or deliver the six PIFs when he knew or ought to have known they were materially false, contrary to section 168.1(b) of the Act; and
  - (b) acquiesced in the filing or delivery of the remaining seven of the thirteen documents by the B.C. Issuers, contrary to section 168.2 of the Act.

#### ***Mitigating Factors***

14. Shirvani does not have a history of regulatory offences or enforcement proceedings against him.

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15. When Commission staff alerted Shirvani to his misconduct, he admitted his failure to disclose the CTOs, and has taken steps towards ensuring that similar misconduct does not occur again.

### ***Public Interest***

16. Shirvani acted contrary to the public interest by engaging in the conduct set out above, and specifically by repeatedly failing to exercise the diligence demanded of directors of companies operating within the British Columbia securities market.

### ***Undertakings***

13. Shirvani undertakes to pay \$15,000 to the British Columbia Securities Commission in respect of settlement of this matter, which sum is due and payable immediately without further demand.

### **Order**

¶ 2 The Executive Director will issue an order (Order) under section 161 of the *Securities Act*, RSBC 1996, c. 418 (the Act) that:

1. Shirvani is reprimanded under section 161(1)(j) for filing thirteen documents with the Commission – or acquiescing to the same - that were materially false in contravention of section 168.1 of the Act.
2. Under section 161(1)(a) of the Act, Shirvani is to comply fully with the Act, the *Securities Rules*, BC Reg. 194/97, and any applicable regulations.
3. Under section 161(1)(h)-(i), Shirvani is to complete a course of study within one year from the date of this agreement that is satisfactory to the Executive Director concerning the duties and responsibilities of directors and officers. Shirvani is also ordered to file with the Executive Director proof that he has successfully completed the course requirements.
4. Under section 161(1)(d) and (f) of the Act, Shirvani is to resign any position he may hold as a director, officer, or promoter of any issuer, be prohibited from becoming or acting as a director, officer, or promoter of any issuer; and be prohibited from engaging in investor relations activities until successful completion of the course of study outlined in paragraph 3 above, except as follows:
  - (a) Shirvani may retain his current positions (as a director, officer and promoter) of Casa Minerals Inc. Next One Capital Inc. and Doubleview Capital Corp., subject to continued shareholder approval obtained in the normal course.

### **Consent to Regulatory Orders**

¶ 3 Shirvani consents to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all the sanctions set out under paragraph 2 above (i.e. the Order).

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### Waiver

- ¶ 4 Shirvani waives any right he 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 executed in counterpart or by facsimile execution and all such counterparts of executed copies or faxed copies shall be read or construed together as if they formed one originally executed document.

- ¶ 6 June 5, 2012

- ¶ 7 Farshad Shirvani  
Farshad Shirvani

Erik A. Ostensoe )  
Witness Signature )  
Erik A. Ostensoe )  
Witness Name (please print) )  
4306 West 3<sup>rd</sup> Avenue )  
Vancouver, B.C., V6R 1M7 )  
Address )  
Consultant )  
Occupation )

- ¶ 8 June 6, 2012

Paul C. Bourque

- ¶ 9 Paul C. Bourque, Q.C.  
Executive Director