

BRITISH COLUMBIA SECURITIES COMMISSION
Securities Act, RSBC 1996, c. 418

Citation: Re NetCents, 2025 BCSECCOM 459

Date: 20251007

NetCents Technology Inc.

Panel

Marion Shaw	Commissioner
Gordon Johnson	Vice Chair
Karen Keilty	Commissioner

Date of Ruling

October 7, 2025

Ruling

I. Introduction

- [1] On April 10, 2025, NetCents Technology Inc. (NetCents) entered into a settlement agreement with the executive director (2025 BCSECCOM 139) wherein Netcents agreed to an order under section 161(1)(g) of the *Securities Act*, RSBC 1996, c. 418 (Act) to pay \$3,341,040.91, being the proceeds from the sale of a crypto-asset called the Netcents Coin (Coin).
- [2] On April 16, 2025, the executive director issued an order (2025 BCSECCOM 140) that ordered various permanent prohibitions on Netcents and ordered NetCents under section 161(1)(g) to pay the Commission \$3,341,040.91, along with any interest earned on that amount from the period of November 27, 2018 to the date of payment.
- [3] The Commission received \$3,341,040 pursuant to the settlement with NetCents (Funds).
- [4] On June 26, 2025, the executive director of the Commission applied to the Commission for approval of a proposed claims process under section 15.1 of the Act relating to the Funds.

II. Ruling

- [5] Having reviewed the materials filed by the executive director and considering the public interest, we approve the claims process proposed by the executive director, in the manner set out in Appendices A, B and C of this Ruling.

October 7, 2025

For the Commission

Marion Shaw
Commissioner

Gordon Johnson
Vice Chair

Karen Keilty
Commissioner

APPENDIX A

Item	Proposal
Notice	Staff will: <ul style="list-style-type: none">a) Post a notice (attached as Appendix B) on the Commission's public website; andb) Email the notice to the known potentially eligible applicants whose email addresses are presently in staff's possession.
Notice Period	Applicants will have three months from the date the notice is posted to file claims.
Claims Form	Applicants will be required to use a prescribed claims form (attached as Appendix C).
Reporting	After the notice period has expired and applications are vetted, staff will file a report with the panel, making recommendations on claims.

APPENDIX B – Notice

NOTICE THAT THE BRITISH COLUMBIA SECURITIES COMMISSION HAS RECEIVED MONEY PURSUANT TO AN ORDER AGAINST NETCENTS TECHNOLOGY INC.

Notice posted on _____

The British Columbia Securities Commission (Commission) received \$3,341,040 as a result of an [order](#) made by the Executive Director pursuant to section 161(1)(g) of the *Securities Act* (the Act) against NetCents Technology Inc. (NetCents) ([2025 BCSECCOM 139](#)).

Pursuant to section 15.1 of the Act, the Commission must publish a notice if funds are received from an order under section 161(1)(g) so that persons who lost money as a direct result of the misconduct that resulted in the order may make a claim.

NetCents created a crypto-asset called the NetCents Coin, which it sold to approximately 500 investors in B.C. and elsewhere from September to December 2017, for total proceeds of \$3.3 million.

On April 10, 2025, NetCents entered into a [settlement agreement](#) with the Executive Director and admitted that it

- had not filed a prospectus before distributing the NetCents Coin and, without a prospectus or an exemption from the prospectus requirement, NetCents illegally distributed securities
- made misrepresentations when it made untrue statements about the NCC Organization and NCC Foundation, the sales of NetCents Coins and NetCents' monthly revenue
- established an online exchange where customers opened accounts and submitted orders to buy and sell the coins. However, NetCents was not recognized by the BCSC as an exchange, as required by the Act.

As part of the settlement, NetCents agreed to an order under section 161(1)(g) requiring it to pay to the Commission the proceeds from the sale of the NetCents Coin, plus interest.

If you are an investor who lost money in this matter, you may be eligible to recover funds. Please use this Form to make your claim by no later than _____, **2026**.

For more information, please see:

- [Returning Funds to Investors](#) on the Commission's website
- *Securities Act*, RSBC 1996, c. 418, [section 15.1](#) and [section 161\(1\)\(g\)](#)
- *Securities Regulation*, BC Reg. 204/2021, [Part 3 – Claims Under Section 15.1 of the Act](#)

APPENDIX C – Claims Form



**BC Securities
Commission**
Invest Right

CLAIMS APPLICATION FORM

To make a claim, complete the form and submit it along with any documents that support your claim. For information about how to make a claim, please see the Commission document: "Instructions for Making a Claim".

YOUR INFORMATION

Name / Company Name: _____
Address: _____
City: _____ Province / State: _____ Country: _____ Postal Code / Zip Code: _____
Email Address: _____
Daytime Telephone: _____ Home Telephone: _____

DETAILS OF YOUR CLAIM:

This claim relates to the Commission order BCSECCOM# or the disciplined person _____. These can be found on the BCSC website at bcsc.bc.ca/Enforcement and on the Notice.

1. How much money did you directly lose in the investment that is the subject of the Commission order? Do not include any loss of opportunity to use the money for something else or interest on your loss. \$ _____ Please provide details.

2. Did you get anything back from your investment? For example, did you get any benefits, interest, dividends, redemptions, distributions, commissions or other payments? ☐ Yes ☐ No
If yes, how much did you get back? \$ _____ Please provide details.

3. Have you received or are you entitled to receive compensation for your loss from anyone else?

☐ Yes ☐ No If yes, please provide details.

4. Did you do anything to offset or reduce your loss, such as hedging transactions? ☐ Yes ☐ No
If yes, what were those transactions and what were the results? Please provide details.

5. Did you directly or indirectly take part in the misconduct that resulted in the Commission's order?
☐ Yes ☐ No If yes, how did you take part in the misconduct? Please provide details.

6. Did you ever provide any records to the Commission that relate to your loss? ☐ Yes ☐ No
If yes, who did you provide them to, when, and what were the records? Please provide details.

7. Has the Commission ever denied any of your claims as part of any disgorgement process, for this loss or any other loss? ☐ Yes ☐ No If yes, please provide details.

BEFORE SUBMITTING YOUR CLAIM, YOU MUST CONFIRM THAT:

1. The information in your form or that you submit in support of your claim is true and correct. The Commission may deny your claim if you make a statement or provide information that is false or misleading, or omit facts that make your statement or information false or misleading. After you submit your claim, if any information in your claim changes in a material respect, you must contact the Commission and report any change. If you do not contact the Commission and report changes, the Commission may deny your claim.
2. You are aware that the Commission is collecting personal information from you for the purpose of determining your claim of money pursuant to section 15.1 of the *Securities Act* and Part 3 of the *Securities Regulation*, and you consent to the Commission using it for that purpose. Information in your claim may be disclosed pursuant to the *Freedom of Information and Protection of Privacy Act* and the *Securities Act*. If you have questions about collection of your personal information in this form, you can contact the Commission's Privacy Officer by email at foi-privacy@bcsc.bc.ca, by phone at 604-899-6500, or by mail at 701 West Georgia Street, P.O. Box 10142, Pacific Centre, Vancouver B.C. V7Y 1L2.
3. You are aware that it is an offence under section 168.1 of the *Securities Act* to make a statement or submit information to the Commission that, in a material respect and at the time and in light of the circumstances under which it is made, is false or misleading, or omit facts from the statement or information necessary to make that statement or information not false or misleading.



**BC Securities
Commission**
Invest Right