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

Citation: Re Gasarch, 2026 BCSECCOM 374 Date: 20261118

Order under section 161(6)

Zhiying Yvonne Gasarch

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

I. Introduction

[1] This is an order under sections 161(1) and 161(6)(b) of the *Securities Act*, RSBC 1996, c. 418 (Act).

[2] The executive director filed an application dated February 5, 2026 (Reciprocal Order Application) seeking orders against Zhiying Yvonne Gasarch (Gasarch) under sections 161(1) and 161(6)(b) of the Act.

[3] The executive director brings the Reciprocal Order Application based on the decision *Securities and Exchange Commission, v. Sharp et. Al.,* Civil Action #21-CV-11276-WGY (SEC Civil Action) in which the United States District Court – District of Massachusetts (US Court) found that Gasarch breached sections of the US Securities Exchange Act of 1934 (*Securities Exchange Act US*) and the US Securities Act of 1933 (*Securities Act US*).

[4] With the Reciprocal Order Application, the executive director provided an affidavit of a Commission staff member addressing notice to Gasarch. We find that the executive director provided notice of the Reciprocal Order Application to Gasarch.

[5] Gasarch filed an application dated April 21, 2026 (Abeyance Application) seeking the abeyance of the Reciprocal Order Application pending the outcome of legal proceedings in the US.

[6] In *Re Gasarch,* 2026 BCSECCOM 248, we dismissed the Abeyance Application.

[7] Below, we give our reasons for dismissing the Abeyance Application and set out our analysis and decision in the Reciprocal Order Application.

II. Applications and submissions

[8] The Reciprocal Order Application set a deadline of March 16, 2026 for Gasarch to deliver her response in writing, together with any supporting materials including any evidence she would rely on.

[9] On March 15, 2026, Gasarch emailed the Commission hearing office to request “an extension for this order.”

[10] On March 16, 2026, newly-retained counsel for Gasarch requested a two-week extension to respond to the Reciprocal Order Application, writing: “We were only recently retained in this matter and understand that a response to the application was due today. We therefore write to request a two-week extension to provide a response. The additional time will allow us to complete our review of the materials and to prepare a proper response.”

[11] On March 17, 2026, the Vice Chair granted Gasarch an extension to April 20, 2026 to file response materials in the Reciprocal Order Application.

[12] On April 20, 2026, counsel for Gasarch filed a letter dated April 17, 2026, requesting that the Reciprocal Order Application be held in abeyance and, in the alternative, requesting that Gasarch be provided with a further two weeks to respond to the Reciprocal Order Application.

[13] On April 20, 2026, counsel for the executive director asked to be given until April 22, 2026 to respond to Gasarch's request.

[14] On April 21, 2026, counsel for Gasarch filed the Abeyance Application,

[15] On April 21, 2026, the Vice Chair set a deadline of April 23, 2026 for the executive director to respond to the abeyance issue.

[16] On April 23, 2026, the executive director filed response submissions to the Abeyance Application. In that response, the executive director wrote: "The Commission should reject Ms. Gasarch's request to hold the Executive Director's reciprocal order application in abeyance and require her to deliver any materials she wishes the Commission to consider on the reciprocal order application by May 7, 2026."

[17] On April 24, 2026, the Vice Chair directed that Gasarch could file reply materials to the executive director's response submissions in the Abeyance Application no later than April 29, 2026.

[18] On April 29, 2026, counsel for Gasarch filed a document titled "Response and Submissions on Appropriate Scope of Orders".

[19] On April 30, 2026, counsel for the executive director asked to be given until May 4, 2026 to reply to Ms. Gasarch's latest submissions.

[20] On April 30, 2026, the Vice Chair directed that:

(a) no later than May 4, 2026, Gasarch advise the hearing office and the executive director whether she was still pursuing the Abeyance Application and if so, file reply materials, if any, within the Abeyance Application;

(b) Gasarch could file any further response materials within the Reciprocal Order Application, if any, no later than May 7, 2026; and

(c) the executive director could file reply materials in the Reciprocal Order Application, if any, no later than May 14, 2026.

[21] On May 4, 2026, Gasarch advised the hearing office that she had no further submissions in respect of the Abeyance Application and continued to seek the relief requested in that application.

[22] On May 7, 2026, Gasarch advised the hearing office that she had no additional responses with respect to the Reciprocal Order Application.

[23] On May 14, 2026, the executive director filed reply submissions in the Reciprocal Order Application.

III. Reasons for dismissing the Abeyance Application

A. Position of Gasarch

[24] Gasarch based the Abeyance Application on the assertion that her US counsel had filed a petition for rehearing and rehearing *en banc* in *Securities and Exchange Commission v. Gasarch et al.*, Nos. 24-1770, 24-1771, 24-1772, 24-1773, 24-1774 (Petition).

[25] Gasarch submitted that the SEC Civil Action underlies both the Reciprocal Order Application and the Petition and, accordingly, that the outcome of the Petition may materially affect the foundation on which the executive director seeks orders in the Reciprocal Order Application.

[26] For that reason, Gasarch asked that we hold the Reciprocal Order Application in abeyance pending determination of the Petition.

[27] Gasarch submitted that granting the Abeyance Application would "ensure that the Commission's determination is based on a proper foundation and prevent the need for reconsideration should the underlying decision be altered."

[28] Gasarch also submitted that because proceedings were ongoing in the US that there was both a risk and a concern that her response to the Reciprocal Order Application could prejudice her interests in the US because her response may be contrary to her right in those proceedings to not provide information that may incriminate her.

B. Position of the executive director

[29] The executive director submitted that Gasarch's request for an abeyance of the Reciprocal Order Application amounted to an application for an "indefinite stay of proceedings" and that, accordingly, Gasarch must establish that:

(a) there is a serious issue to be tried;

(b) that she will suffer irreparable harm if the Commission makes orders sought in the Reciprocal Order Application before that serious issue is tried; and

(c) the balance of convenience, including a consideration of the public interest, weigh in favour of granting the stay.

Serious issue to be tried

[30] The executive director cited *Re Pierce,* 2016 BCSECCOM 44 [*Pierce*] on the question of a serious issue to be tried, arguing that Gasarch should pursue her stay in the US because seeking it from this panel would put the Commission in the difficult position of trying to interpret US law, in which it has no expertise.

[31] In *Pierce*, the executive director had applied for orders pursuant to s. 161(6)(c), and the respondent brought an application for a stay based on appeal proceedings related to US court orders against him. The hearing panel concluded that it had statutory jurisdiction pursuant to section 161(6)(c) to make an order and that "[a]ny other approach to interpretation of this

section would require the Commission to engage a merits based analysis of proceedings in other jurisdictions. The legislature clearly did not intend that outcome."

[32] Relying on *Pierce,* the executive director submitted that there is no stay or successful appeal of the decision in the SEC Civil Action, that court orders are valid and enforceable until overturned, and that accordingly this panel has jurisdiction to issue orders under section 161(6).

Irreparable harm

[33] The executive director submitted that he seeks non-monetary orders and that his application does not compel Gasarch to give evidence.

[34] Relying on *Re Fielder,* 2023 BCSECCOM 316 [*Fielder*], the executive director also submitted that we should treat the factual findings from the SEC Civil Action as facts in our analysis of what orders are needed in the Reciprocal Order Application.

Balance of convenience

[35] The executive director submitted that the public interest in having the Commission fulfill its statutory role by deciding the Reciprocal Order Application outweighs any harm to Gasarch.

[36] The executive director pointed to the British Columbia Court of Appeal's language on the importance of a regulator's ability to carry out its mandate in *Lamarche v. British Columbia (Securities Commission),* 2025 BCCA 291:

> [33] In cases involving a potential restraint on a regulator's ability to fulfill its statutory role, the regulator's public interest mandate weighs heavily in the balance of convenience …

[37] The executive director also stressed that in the *Pierce* decision, this Commission considered waiting for proceedings in the US to be complete before proceeding and held:

> [29] …it may well be that the most efficient and least costly of procedural approaches from the applicant's perspective is for all of his US proceedings to be fully exhausted. However, based on the evidence before us, that would result in an indeterminate, and potentially substantial, delay in our consideration of the executive director's application. We do not consider that to be in the public interest.
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> [30] Pierce is the subject of the Orders for extremely serious securities related misconduct. Pierce also has been subject to orders for securities related misconduct in our jurisdiction. Even though we accept that there may be potential prejudice to the applicant if orders were made against him under section 161(6)(c) and those turned out to be overturned, there was no evidence submitted by the applicant as to the specific harm that would be suffered in those circumstances.
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> [31] Weighing all of these factors we believe it to be in the public interest to deny the application and to proceed with a consideration of the executive director's application for orders under section 161(6)(c).

[38] We have considered the positions of both parties and find the submissions of the executive director to be persuasive. The considerations applicable to a stay of proceedings are helpful in analyzing the strength of the Abeyance Application. The well-known three-part analysis cited by the executive director is useful in assessing the public interest, provided sufficient weight is given to the need to protect the public. In addition, especially when no evidence is before us regarding specific prejudice to Gasarch should we make the order sought by the executive

director, we take into account the ability of this or a future panel to vary this order pursuant to section 171 of the Act should appeals or reviews in the US result in material changes to the facts which we rely upon in making this order.

[39] We agree with the executive director, and with the approach taken by hearing panels in both *Pierce* and *Fielder*, that we should accept as facts the factual findings in the SEC Civil Action.

[40] We agree that the fact that no monetary sanctions are sought in the Reciprocal Order Application, and the fact that it does not compel Gasarch to give evidence, are relevant factors when assessing the public interest.

[41] We are mindful of the Court of Appeal's statement that where there is a potential restraint on our ability to fulfill our statutory role, our public interest mandate weighs heavily.

[42] When faced with a choice between an indefinite and uncertain period of delay and the public interest in considering the serious issues the executive director raises in the Reciprocal Order Application, we concluded that the public interest requires us to decide that application on the evidence before us.

[43] Accordingly, we dismissed the Abeyance Application.

IV. Underlying proceedings and orders sought in the Reciprocal Order Application

[44] The executive director has submitted to us the following materials from the SEC Civil Action:

(a) Complaint filed August 5, 2021;

(b) Amended Complaint filed September 9, 2022;

(c) Jury Verdict filed September 27, 2023;

(d) Memorandum & Order filed June 17, 2024 (Memorandum & Order); and

(e) Judgment as to Defendant Yvonne Gasarch filed June 20, 2024 (Judgment).

[45] The executive director is applying for orders under section 161(1) of the Act:

(a) under section 161(1)(d)(i), that Gasarch resign any position she holds as a director or officer of an issuer or registrant;

(b) that Gasarch is permanently prohibited:

(i) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives;

(ii) under section 161(1)(c), from relying on any of the exemptions set out in this Act, the regulations or a decision;

(iii) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;

(iv) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;

(v) under section 161(1)(d)(iv), from advising or otherwise acting in a management or consultative capacity in connection with activities in the securities market or derivatives market;

(vi) under section 161(1)(d)(v), from engaging in promotional activities by or on behalf of

(A) an issuer, security holder or party to a derivative, or

(B) another person that is reasonably expected to benefit from the promotional activity; and

(vii) under section 161(1)(d)(vi) from engaging in promotional activities on her own behalf in respect of circumstances that would reasonably be expected to benefit her.

V. Positions of the parties on the Reciprocal Order Application

A. Position of the executive director

[46] The executive director provided detailed submissions on the SEC Civil Action including that following a ten-day hearing, a jury found Gasarch had violated sections of the *Securities Exchange Act US* and the *Securities Act US* which prohibit fraud and aiding and abetting fraud in relation to securities.

[47] On June 17, 2024, a district judge in the SEC Civil Action issued the Memorandum & Order, responding to a motion for remedies brought by the SEC and making findings about Gasarch's conduct.

[48] On June 20, 2024, the district judge issued the Judgment:

(a) permanently restraining Gasarch from participating in the issuance, purchase, offer, or sale of any security except for her personal account on a national exchange;

(b) permanently barring Gasarch from participating in an offering of penny stock;

(c) imposing a civil penalty in the amount of $269,651 USD;

(d) imposing a disgorgement order in the amount of $2,522,367 USD, jointly and severally with co-Defendant Frederick L. Sharp (Sharp).

[49] The executive director summarized the findings in the Memorandum & Order:

(a) Gasarch and co-conspirators engaged in a scheme to profit from separate "pump and dump" endeavors by accumulating penny stocks, promoting them and selling them through shell or nominee companies in order to skirt securities laws that prohibit the unregulated sale of restricted and controlled securities.

(b) The scheme operated through fraud and deceit and resulted in the fraudulent sale of more than $144 million USD of penny stocks, resulting in substantial losses for investors.

(c) Gasarch organized wire transfers of the proceeds from the illegal stock sales while concealing the beneficiaries and routinely creating false invoices to support the payments.

(d) Gasarch worked directly with the leader of the scheme, Sharp, and was involved in the scheme for a decade.

(e) There is a reasonable likelihood, not a mere possibility, that Gasarch will reoffend.

(f) Gasarch failed to recognize the wrongfulness of her conduct and, jointly with Sharp, directly and personally profited from the scheme in the amount of $2,522,367 USD.

(g) In or about 2024, Gasarch was located in metropolitan Vancouver.

[50] The executive director also filed an affidavit of a Commission staff member showing that as of January 8, 2026:

(a) Gasarch was listed as a director and officer of a BC company which listed BC addresses for her;

(b) Gasarch had a leasehold interest in real property in Vancouver; and

(c) the Insurance Corporation of British Columbia database provided current and several historical BC addresses for Gasarch.

B. Position of Gasarch

[51] Pointing to the Petition, Gasarch submitted that there is no final decision against her, that any factual foundation that might derive from the US proceeding "is at best uncertain" and that little weight should be placed upon it.

[52] Gasarch also opposed the scope of the orders the executive director seeks. She submitted that the orders would impose a permanent blanket prohibition on trading or purchasing securities or derivatives without exception for personal investment and that the orders are, accordingly, "broader than and beyond the scope" of the underlying US judgment.

[53] While opposing the Reciprocal Order Application generally, Gasarch seeks a limited exception permitting trading through a registered dealer if the executive director is successful in his application.

[54] Gasarch stressed that the Judgment expressly preserves a limited ability to trade for her own personal account on a national exchange. The executive director seeks orders that do not provide a similar exception to a general trading prohibition.

[55] Gasarch submitted that it is not appropriate to impose a broader or more restrictive order in British Columbia, particularly when doing so eliminates the limited personal trading exception preserved in the Judgment and introduces additional market participation bans.

[56] Gasarch pointed out that the executive director relies on *Re Dean,* 2023 BCSECCOM 141 [*Dean*] as guidance on the appropriate sanction and that in that case, the Commission allowed the respondent to trade in or purchase securities and derivatives in registered accounts via a registered dealer who had been provided with a copy of the decision.

[57] Gasarch submitted that this approach is consistent with other Commission decisions involving serious misconduct in US proceedings including *Re Mulholland,* 2022 BCSECCOM 468 and *Re Heatherington,* 2026 BCSECCOM 5 and seeks a similar order in this case on the basis that the exception "would permit passive, regulated investment activity while preserving the protective purpose of the proposed order."

[58] Gasarch also submitted that any trading prohibition should not be permanent at this time. Rather, a time-limited order, or one expressly subject to reconsideration following the determination of the Petition, "would better reflect the Commission's protective mandate by addressing any present regulatory concerns while preserving flexibility."

C. Reply position of the executive director

[59] The executive director noted that after Gasarch had filed her submissions, her Petition had been dismissed. However, the executive director assumed for the purposes of reply submissions that Gasarch's "appeal options have not been exhausted and that she would argue such." The executive director submitted that Gasarch's argument "fails either way."

[60] The executive director, pointing to earlier submissions, reiterated in his reply that the decision in the SEC Civil Action is enforceable and that the Commission has jurisdiction.

[61] On the scope of the orders sought, the executive director submitted that section 161(6) orders are not limited by the underlying order. The executive director pointed to a ruling in the *Pierce* proceedings, 2016 BCSECCOM 188, in which the hearing panel stated at paragraph 26:

> We do not see any reason to distinguish between exercising our discretion to determine whether a different order is in the public interest from exercising the same discretion to determine whether a more onerous order is in the public interest. Our mandate under the Act is to protect investors and to promote fair and efficient capital markets. We agree with the executive director that to narrowly interpret section 161(6) would, in certain circumstances, abrogate our ability to fulfill that mandate. Considering the legislative purpose of sections 161(1) and 161(6), we conclude that we are not limited to or by the originating body's order, and must always consider whether protective and preventative orders are necessary in the public interest in the circumstances of each application.

[62] The executive director also submitted that the trading exception sought by Gasarch is not in the public interest.

[63] Relying on *Re Rada,* 2026 BCSECCOM 49, the executive director submitted that hearing panels will craft trading carve-outs "in appropriate cases and subject to certain protective conditions," but noted that in this matter, Gasarch has not explained why carve-outs would be appropriate in her specific case.

[64] The executive director opposes a carve-out in this case because Gasarch's conduct was central to a conspiracy involving illegal trading as part of a pump and dump scheme. The executive director submitted that the trading was prolonged, deliberate, and coordinated. The executive director also stressed that the US Court found a reasonable likelihood, "not mere possibility", that Gasarch would reoffend.

[65] The executive director submitted that if we do permit a carve-out, it should be less broad than previous carve-outs granted by the Commission, and the executive director provided specific wording for our consideration:

> (a) Gasarch is permanently prohibited under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives, except that, if she gives a registered dealer a copy of this decision:
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> i) she may purchase and sell government bonds, guaranteed investment certificates, mutual funds, exchange-traded funds, and individual securities that are listed on the TSX Composite Index, the Nasdaq 100 Index, or the S&P 500 Index in one RRSP, one RRIF, and one TFSA account in her name, or
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> ii) she may have one RRSP, one RRIF and one TFSA account in her name on condition that authority to purchase and sell securities in those accounts is given exclusively to a registered portfolio manager in an Investment Management Agreement signed by Ms. Gasarch at the time the accounts are opened.

[66] Finally, the executive director submitted that permanent bans are in the public interest and pointed to a legislative mechanism we noted above in our reasons for dismissing the Abeyance Application: section 171 of the Act, which permits a party to seek the revocation or variation of a Commission order.

VI. Analysis

A. The purpose of orders under section 161(6)

[67] The Commission is established under the Act to regulate the capital markets in British Columbia. Central to the Commission's mandate under the Act is to protect the investing public from those who would take advantage of them, and to preserve investor confidence in the regulated capital markets.

[68] Section 161(6) facilitates cooperation between the Commission and other securities regulatory authorities, self-regulatory bodies, exchanges, and the courts. If the requirements of the section are met and it is in the public interest, the Commission may issue orders without the need for inefficient parallel and duplicative proceedings in *British Columbia (McLean v. British Columbia (Securities Commission)*, 2013 SCC 67, at para. 54).

B. The *Eron* factors

[69] The panel in *Re Eron Mortgage Corporation*, [2000] 7 BCSC Weekly Summary 22 [*Eron*] provided a non-exhaustive list of factors for the Commission to consider "in making orders under sections 161 and 162". Those factors are:

- the seriousness of the respondent's conduct,
- the harm suffered by investors as a result of the respondent's conduct,
- the damage done to the integrity of the capital markets in British Columbia by the respondent's conduct,

- the extent to which the respondent was enriched,
- factors that mitigate the respondent's conduct,
- the respondent's past conduct,
- the risk to investors and the capital markets posed by the respondent's continued participation in the capital markets of British Columbia,
- the respondent's fitness to be a registrant or to bear the responsibilities associated with being a director, officer or adviser to issuers,
- the need to demonstrate the consequences of inappropriate conduct to those who enjoy the benefits of access to the capital markets,
- the need to deter those who participate in the capital markets from engaging in inappropriate conduct, and
- orders made by the Commission in similar circumstances in the past.

Seriousness of the conduct

[70] Gasarch's violations of the *Securities Exchange Act (US)* and *Securities Act (US)* were fraud in the offer or sale of securities and aiding and abetting fraud in the offer, purchase, or sale of securities.

[71] In the Memorandum & Order, the US Court found that Gasarch and others "engaged in egregious and repeated violations of securities laws for many years; are in a position to violate again; and have failed to recognize the wrongfulness of their conduct." The US Court found that a permanent injunction was appropriate.

[72] The executive director stressed that Gasarch knew that her conduct would result in or contribute to a misleading appearance of trading activity in and an artificial price for the stock of multiple penny stock companies and the corresponding deprivation of misled shareholders.

[73] The executive director characterized the scheme as "…a coordinated and sophisticated plan to defraud investors…[that] involved illegal distribution, trading, and the failure to disclose beneficial ownership, the misleading of various capital markets participants, deceptive promotional campaigns, and disposing of shares in a manner designed to evade regulatory scrutiny."

[74] We have no hesitation in concluding that Gasarch's conduct was extremely serious.

Harm suffered by investors

[75] The executive director cited *Nuttall (Re),* 2012 BCSECCOM 97, paragraph 17 for the proposition that in cases of fraud, market manipulation and other market misconduct, Commission panels have inferred harm to investors in the absence of evidence.

[76] The executive director also noted that the scheme resulted in the fraudulent sale of over $144 million USD in penny stock and that the Memorandum & Order included a total disgorgement amount of $42,503,547 USD, of which Gasarch was required to pay $2,522,367 USD.

[77] We conclude that Gasarch's conduct caused significant harm to investors.

Enrichment

[78] Although the Memorandum & Order do not set out the exact amount by which Gasarch benefitted, we agree with the executive director's submission that the disgorgement order suggests she was significantly enriched.

Aggravating/Mitigating Factors

[79] There are no specific aggravating or mitigating factors which apply.

Risk to Investors and the capital markets

[80] Gasarch's conduct was egregious and deceitful and occurred over a significant period of time. We conclude that she is a risk to investors and the capital markets.

Fitness to be a registrant or a director of officer of a registrant

[81] Participants in our capital markets do so voluntarily and for profit. In doing so, individuals and companies must comply with securities laws.

[82] We agree with the executive director that Gasarch has shown disregard for securities laws through misconduct that was knowing and repeated.

[83] Honesty is a fundamental requirement for those who act or would act as registrants or directors or officers of registrants. Gasarch has demonstrated that she does not meet this requirement.

Deterrence

[84] We accept the need both to prevent Gasarch from operating in British Columbia's capital markets and the need to demonstrate to others that misconduct in other jurisdictions can carry consequences in British Columbia.

Previous orders

[85] The executive director has cited three cases in support of his position that permanent prohibitions are necessary: *Dean, Re Hable,* 2017 BCSECCOM 340 [*Hable*], and *Re Deyrmenjian,* 2019 BCSECCOM 93 [*Deyrmenjian*].

[86] In *Dean,* the respondent engaged in a fraudulent scheme to manipulate the price of a US issuer's shares and to effect illegal sales of shares. The scheme involved falsifying documents, foreign nominees and complex concealment efforts. The respondent, a securities lawyer who used specialized skills to enable fraud, was enriched in the amount of $120,000 USD. A Commission hearing panel imposed permanent market bans.

[87] In *Hable,* which proceeded as a liability matter under section 161(1), the respondent caused the issuance of a false take-over bid and fabricated a document and provided it to the Commission. The scheme in that case caused at least $157,000 in investor losses and enriched the respondent by the same amount. Again, the Commission imposed permanent market bans.

[88] In *Deyrmenjian*, the managing director of a corporation, either himself or through the corporation, authorized accounts to funnel funding for a tout sheet marketing campaign and payments towards that campaign. The corporation knew or ought reasonably to have known that the campaign would result in an artificial price for an issuer's shares, and the managing director had actual knowledge of the corporation's contravention of section 57(a) of the Act, as it then was, and the ability to influence its actions. There was no evidence that the managing director profited from the misconduct. The SEC had previously obtained judgment against the managing director for carrying out a fraudulent "pump and dump" scheme. The panel issued an order imposing permanent bans against the managing director.

C. Discussion

[89] We have considered the submissions of the executive director and Gasarch.

[90] Given the evidence provided in the Commission staff member's affidavit with respect to Gasarch's presence in British Columbia, we conclude we have jurisdiction.

[91] Based on our analysis of the *Eron* factors above and our assessment of the entire context, Gasarch's conduct is at the highest level of seriousness in terms of harm to and risk to public markets. Gasarch participated for an extended number of years in the creation of artificial prices of the securities of several issuers. This indicates that there is a significant risk to the public.

[92] We are satisfied that a trading carve-out is appropriate, provided it is crafted to protect the public. We have accepted the wording proposed by the executive director.

VII. Order

[93] We find that it is in the public interest to order that:

(a) under section 161(1)(d)(i), Gasarch resign any position she holds as a director or officer of an issuer or registrant;

(b) Gasarch is permanently prohibited:

(i) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives, except that, if she gives a registered dealer a copy of this decision:

(A) she may purchase and sell government bonds, guaranteed investment certificates, mutual funds, exchange-traded funds, and individual securities that are listed on the TSX Composite Index, the Nasdaq 100 Index, or the S&P 500 Index in one RRSP, one RRIF, and one TFSA account in her name; or

(B) she may have one RRSP, one RRIF and one TFSA account in her name on condition that authority to purchase and sell securities in those accounts is given exclusively to a registered portfolio manager in an Investment Management Agreement signed by Gasarch at the time the accounts are opened.

(ii) under section 161(1)(c), from relying on any of the exemptions set out in this Act, the regulations or a decision;

(iii) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;

(iv) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;

(v) under section 161(1)(d)(iv), from advising or otherwise acting in a management or consultative capacity in connection with activities in the securities or derivatives markets;

(vi) under section 161(1)(d)(v), from engaging in promotional activities by or on behalf of

(A) an issuer, security holder or party to a derivative, or

(B) another person that is reasonably expected to benefit from the promotional activity; and

(vii) under section 161(1)(d)(vi), from engaging in promotional activities on her own behalf in respect of circumstances that would reasonably be expected to benefit her.

November 18, 2026

For the Commission

Gordon Johnson
Vice Chair

Noordin Nanji, KC
Commissioner