

Citation: 2024 BCSECCOM 77

## Notice of Hearing

**William Brent Meikle and Hit TV Brands Inc.**

**(Collectively, the Respondents)**

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

¶ 1 The British Columbia Securities Commission (Commission) will hold a hearing (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:

### Summary

1. Hit TV Brands Inc. (Hit TV) and William Brent Meikle (Meikle) contravened the Act by making misrepresentations and by fraudulently misusing funds raised from investors.
2. Hit TV also contravened the Act by distributing its securities to investors without filing a prospectus and without an available prospectus exemption.
3. Meikle authorized, permitted or acquiesced in each of Hit TV's contraventions of the Act.

### Background.

4. Hit TV was incorporated in Alberta in 2014.
5. At all relevant times, Meikle was a resident of British Columbia and was the founder, President, CEO and a director of Hit TV.
6. Meikle claimed that Hit TV was engaged in the marketing and sale of various consumer products, including batteries under the brand name "JUICE" and a spray-on lubricant under the brand name "MotoGator".
7. Meikle also claimed that Hit TV was starting new business ventures, directly or through a subsidiary, including a café chain in Kelowna, BC and virtual reality arcades in Kelowna and Las Vegas.

## **Misconduct**

### ***Prohibited Representations***

8. From February 24, 2018 to December 31, 2019 (the Relevant Period), Hit TV and Meikle repeatedly made false or misleading statements in written updates to shareholders. These false or misleading statements included representations that:
  - a) Hit TV shareholders will receive shares in at least one other company (NEWCO);
  - b) NEWCO or Hit TV or a subsidiary will complete an initial public offering or transfer assets to an existing public company, and Hit TV shareholders will hold publicly traded shares;
  - c) NEWCO or Hit TV or a subsidiary will receive significant equity financing;
  - d) NEWCO or Hit TV or a subsidiary has, or will have, deals or orders in place and will earn significant revenue;
  - e) Hit TV's or NEWCO's valuation is, or will be, \$40 million to \$100 million; and
  - f) Hit TV shareholders' final opportunity to purchase additional shares will end within a few days or weeks, and they will soon be able to sell their shares at a higher price on the public markets.
9. In fact, Hit TV shareholders did not receive shares in any other company or hold publicly traded shares, and Hit TV did not receive any significant equity financing or earn any revenue.
10. By making these statements in the shareholder updates, or by omitting facts that were necessary to prevent the statements from being false or misleading, Hit TV and Meikle made misrepresentations contrary to section 50(1)(d) of the Act.
11. Hit TV and Meikle also repeatedly stated to shareholders that, if they purchase additional Hit TV shares, they will receive repayment of their purchase price for those shares. By making these statements, Hit TV and Meikle made prohibited representations contrary to section 50(1)(a)(ii) of the Act.

### ***Fraud***

12. During the Relevant Period, Hit TV raised approximately \$4.1 million by distributing its securities to investors. It raised these funds mostly from existing shareholders who had previously invested in Hit TV.

13. Hit TV and Meikle fraudulently used more than \$1 million of the funds raised from investors for purposes that benefited Meikle or his spouse and were unrelated to the business of Hit TV.
14. For example, during the Relevant Period, the Respondents fraudulently used funds raised from investors to:
  - a) pay \$475,000 to a home builder under a rent-to-own agreement for a luxury home in Kelowna;
  - b) pay \$80,000 to Meikle’s lawyer for civil litigation relating to the rent-to-own agreement;
  - c) pay \$58,133 to Porsche Centre Kelowna and \$14,859 to a leasing company for a Porsche Cayenne SUV leased by Meikle’s spouse;
  - d) pay \$30,000 to Meikle’s mother-in-law;
  - e) pay \$6,368 to a Louis Vuitton store in Las Vegas; and
  - f) make cash withdrawals totaling more than \$100,000.
15. By engaging in this conduct, Hit TV and Meikle contravened section 57 of the Act.

### ***Illegal Distributions***

16. Hit TV did not file a prospectus with the Commission.
17. During the Relevant Period, no prospectus exemption was available for at least 128 of Hit TV’s distributions of its securities to investors. By making these 128 distributions, for total proceeds of approximately \$1 million, Hit TV contravened section 61 of the Act.

### ***Meikle’s Contraventions under s. 168.2***

18. As an officer and director of Hit TV, Meikle authorized, permitted or acquiesced in Hit TV’s contraventions of sections 50, 57 and 61 of the Act, and he therefore contravened the same provisions under section 168.2 of the Act.

### **Hearing Process**

- ¶ 2 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on **May 28, 2024, at 9:00 a.m.** if they wish to be heard before the Commission sets a date for the Hearing. Relevant information gathered by Commission Staff in the investigation of this matter will be disclosed to the Respondents upon request to the Executive Director.

- ¶ 3 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 Hearing Office at PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: [hearingoffice@bcsc.bc.ca](mailto:hearingoffice@bcsc.bc.ca).
- ¶ 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 Orders made against the Respondents in this matter may automatically take effect against them in other Canadian jurisdictions, without further notice to the Respondents.

*Peter J Brady*  
*2/20/2024 | 12:25 PM PST*

- ¶ 6 Peter J. Brady  
Executive Director