

Citation: 2025 BCSECCOM 518

Notice of Hearing

**Elixir Technology Inc., formerly known as Elixir Income Inc.,
William Peter McNarland and Mang Hei Jaclyn Wu**

(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 Elixir Technology Inc., formerly known as Elixir Income Inc. (Elixir), William Peter McNarland (McNarland) and Mang Hei Jaclyn Wu (Wu) under sections 161, 162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (the Act), based on the following facts:

Summary

1. Elixir perpetrated a fraud by raising approximately \$16 million CAD from 113 investors, without telling investors about its poor financial condition, including that it had lost millions of dollars and it did not have enough revenue to pay investors.
2. McNarland controlled Elixir, and therefore, authorized, permitted or acquiesced in Elixir's fraud. Wu contributed to the fraud by raising money for Elixir when she knew about Elixir's poor financial condition and failed to disclose it to investors.
3. Elixir, when distributing its securities to investors, falsely claimed exemptions when no exemptions were available. McNarland and Wu, as directors and officers of Elixir, authorized, permitted or acquiesced in Elixir's illegal distribution.
4. Separately, Wu made false or misleading statements to investigators appointed under the Act.

Background

The Respondents

5. McNarland is a former British Columbia resident, who presently resides in Alberta. In 2003, he received the Chartered Financial Analyst designation. Between August 2008 and May 2009, he was registered as a salesperson with an investment dealer in Alberta. Briefly in 2015, he was registered as a dealing representative restricted to exempt market securities in British Columbia and Alberta. Between July 2016 and April 2018, he was registered as a permitted individual with an exempt market dealer in Alberta. He has not been registered in any capacity in British Columbia or Alberta since April 4, 2018.

6. McNarland incorporated Elixir in 2017 as Elixir Income Inc. and he was one of its founding directors. In 2019, Elixir Income Inc. changed its name to Elixir Technology Inc. Elixir has never been registered in any capacity under the Act and has never filed an offering memorandum or prospectus under the Act.
7. McNarland was Elixir's CEO until January 2020. Until August 1, 2022, he was a director of Elixir and the chair of the board of directors.
8. Wu is a British Columbia resident. Since 2008, she held a life agent license with the Insurance Council of British Columbia. She has been registered as a dealing representative for exempt market securities since February 2015 in British Columbia and since March 2022 in Ontario. Wu has been a director of Elixir since February 2018.

Elixir solicited investment

9. Elixir represented itself as a profitable financial technology company that was developing proprietary software products (Software). Elixir claimed to generate revenue by leasing its Software to third parties and from using its software to trade securities in its investment accounts (Trading Accounts). Later in 2021, it claimed it was generating revenue from its subsidiary Sundial Capital Research Inc.
10. From 2019 through to 2022, Elixir raised money by distributing common shares, term preferred shares, and redeemable and term bonds to investors.
11. From 2020 onwards, Elixir represented that most of its securities would provide interest and monthly dividends to investors between 6% and 11.5% annually (Distributions).
12. Elixir's securities were approved investment products with an exempt market dealer (the EMD) from April 24, 2019 to July 20, 2020. Wu was a branch manager for the EMD and Wu and other dealing representatives (DRs) at the EMD recommended Elixir's securities and referred investors to Elixir.
13. Elixir's revenue from leasing its Software was minimal. In fact, Elixir's Distributions mainly came from income it earned in its Trading Accounts. Most of the money in Elixir's Trading Accounts came from investor funds.
14. McNarland managed Elixir's Trading Accounts and the performance of its Software.
15. During the first quarter of 2020, Elixir suffered catastrophic trading losses. In addition, some of its Software was not functioning properly. McNarland described this time as "horrible" and "the whole year was very bad". According to Wu,

everyone on the board was “in shock” at the amount of the trading losses. Elixir never financially recovered from the losses.

16. On July 20, 2020, the EMD ceased offering Elixir’s securities as investment products due to Elixir’s failure to provide the EMD with statements showing Elixir’s trading activity, as well as other documentation.
17. Despite being dropped by the EMD, lacking a viable Software leasing business, and facing severe financial distress, Elixir continued to solicit investors through Wu and the DRs for more than two years after July 2020.
18. On November 14, 2022, Elixir notified investors that it was deferring all redemptions effective immediately and deferring all Distributions effective December 2022.

Misconduct

Fraud (July 24, 2020 – October 21, 2022)

19. By July 24, 2020, the respondents knew Elixir’s true financial condition (True Financial Condition), which was that:
 - (a) Elixir’s revenue was negative \$5.5 million (as a result of losses on its investments) during the first half of 2020, compared to its revenue of \$290,413, during the first half of 2019;
 - (b) During the first half of 2020, Elixir did not generate enough revenue to pay Distributions to investors;
 - (c) Elixir’s liabilities exceeded its assets by almost double - it had \$7.6 million in assets but owed almost \$13 million to investors who held bonds or redeemable preferred shares; and
 - (d) Elixir was concerned about its ability to manage its money problems and its ability to pay redemptions on its bonds.
20. By failing to disclose its True Financial Condition, Elixir perpetrated a fraud on investors who invested after July 24, 2020. Between July 24, 2020 and October 21, 2022, Elixir fraudulently raised approximately \$14.6 million CAD and \$1 million USD from 113 investors, in contravention of section 57(2)(a) of the Act.
21. Wu contributed to the fraud by continuing to raise money from investors when she knew but failed to disclose Elixir’s True Financial Condition, in contravention of 57(1)(b) of the Act.

Illegal Distribution (February 26, 2020 – October 14, 2022)

22. Elixir made 28 distributions totaling approximately CAD \$2.6 million to 13 investors without filing a prospectus and when no exemptions were available.
23. Each time Elixir distributed securities to an investor without an exemption, it illegally distributed securities contrary to section 61 of the Act.

Contraventions under s. 168.2(1) of the Act

24. As directors or officers of Elixir, McNarland and Wu authorized permitted or acquiesced in Elixir's illegal distribution and McNarland in Elixir's fraud. By operation of section 168.2(1) of the Act, they also contravened section 61 of the Act and McNarland contravened section 57(2)(a) of the Act.

Wu made false or misleading statements to Investigators

25. Wu attended compelled interviews with Commission staff in November 2024.
26. Wu gave evidence related to three investors she referred to Elixir: JB, TKC and KJL. Elixir relied on the Family, Friends and Business Associates (FFBA) exemption to distribute its securities to these investors.
27. During the interviews and while under oath, Wu claimed to be a close personal friend with all three investors:
- (a) Wu testified that she was a friend of JB; had known JB for years; and would meet up with JB and JB's husband from time to time. These statements were untrue. JB had never spoken with or met Wu.
 - (b) Wu testified that TKC was a friend who she referred to as an uncle, and who she saw at least once a year prior to Covid. These statements were untrue. TKC was not Wu's close personal friend.
 - (c) Wu testified that KJL was a friend who was introduced to her by her contractor. Wu claimed she saw KJL every day during Wu's home renovation and KJL provided advice to Wu. These statements were untrue. KJL was not Wu's close personal friend and did not work in construction or renovations.
27. Wu also testified that she did not raise new capital for Elixir after the EMD removed Elixir's securities as investment products. This statement was untrue. Wu continued to refer investors to Elixir after this date and she received commissions from their investments.

28. By making statements to investigators appointed under the Act that were false and misleading in a material respect and at the time and in light of the circumstances they were made, Wu acted contrary to section 168.1(1)(a) 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 **Tuesday, December 16, 2025, 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 Respondent 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.
- ¶ 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
11/27/2025 | 12:45 PM PST

- ¶ 6 Peter J. Brady
Executive Director