



Citation: 2023 BCSECCOM 11

## Settlement Agreement

Ellen Clements

### *Securities Act, RSBC 1996, c. 418 (Act)*

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Ellen Clements (Clements) agree as follows:

#### **Agreed Statement of Facts**

##### ***Overview***

1. Clements contravened National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (NI 43-101) in 2017, when she authorized an issuer's disclosure that had not been prepared or approved by a Qualified Person (QP).

##### ***Background***

2. Clements is a resident of Greenwood, British Columbia.
3. Equity Metals Corporation is a junior mineral exploration company. It is a reporting issuer in British Columbia and its shares trade on the TSX Venture Exchange. During the relevant period, and until September 2019, it was known as New Nadina Explorations Limited (New Nadina).
4. New Nadina's principal asset was a property known as the Silver Queen in the Omineca Mining Division, in the north central interior of British Columbia (Property).
5. Clements was president, CEO and a director of New Nadina. Clements resigned from all positions with the company in September 2018.
6. Clements has no history of disciplinary proceedings under the Act.

##### ***Misconduct***

7. On November 10, 2017, New Nadina made disclosure about the Property in a news release titled "Silver Queen 'Blue Zone' discovery photos posted" (News Release).
8. The News Release included links to presentations on New Nadina's website that disclosed scientific and technical information about the Property, including photographs comparing old and new core specimens, data tables and maps (Information). The disclosure was contrary to NI 43-101 as:
  - (1) the Information was not prepared by or under the supervision of a QP, contrary to sections 2.1(a) and (b) of NI 43-101, and



(2) the News Release did not include:

- (a) a statement whether a QP had verified the data underlying the Information;
- (b) a description of how the Information was verified; or
- (c) an explanation of any failure to verify the Information, all of which was contrary to section 3.2 of NI 43-101.

9. Clements drafted and approved the News Release on behalf of New Nadina. She therefore, authorized, permitted or acquiesced in its contraventions, and by operation of section 168.2 of the Act, contravened the same provisions of NI 43-101 as New Nadina.

***Factors Relevant to Settlement***

10. Clements cooperated with the Executive Director in reaching this Settlement Agreement.

11. Clements promptly corrected the Information after Commission staff contacted her about the contraventions.

***Public Interest***

12. It is in the public interest that the Executive Director issue orders under section 161 of the Act.

***Undertakings***

13. Clements undertakes to pay \$10,000 to the British Columbia Securities Commission in settlement of this matter, which sum is due and payable by Clements immediately without further demand.

**Order**

¶ 2 The Executive Director will issue an order (the Order) that:

1. Clements is prohibited:

- (a) under section 161(1)(d)(ii) of the Act from becoming or acting as a director or officer of any reporting issuer; and
- (b) under section 161(1)(d)(v) of the Act, from engaging in promotional activities by or on behalf of an issuer, security holder or party to a derivative, or another person that is reasonably expected to benefit from the promotional activity,

until the later of, two years from the date of the Order, or the successful completion of a course on the requirements of NI 43-101 that is acceptable to the



Executive Director. Proof of attendance and the successful completion of the course must be provided in writing to the Executive Director.

**Consent to Regulatory Orders**

¶ 3 Clements consents to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the Orders set out in paragraph 2 above.

**Waiver**

¶ 4 Clements waives any right she 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 signed in counterpart and all such counterparts of signed copies, whether delivered electronically or otherwise, shall be read or construed together as if they formed one originally executed document.

¶ 6 Date: Dec 23, 2022

¶ 7 “Ellen Clements”  
**Ellen Clements**

Redacted )  
Witness Signature )  
Redacted )  
Witness Name (please print) )  
Redacted )  
)  
Redacted )  
Address )  
Redacted )  
Occupation )

*Peter J Brady*  
*Jan 5 2023 3:39 PM -08:00*

¶ 8 Peter J. Brady  
Executive Director