

Citation: 2024 BCSECCOM 253

## **Settlement Agreement**

### **Wendy Chan and Moxie Strategy Inc.**

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

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director), Wendy Chan (Chan) and Moxie Strategy Inc. (Moxie) agree as follows:

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

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

1. Chan is a resident of Vancouver, British Columbia.
2. Moxie is a company incorporated in British Columbia.
3. Chan was the sole director of Moxie during the relevant period. Neither have ever been registered in any capacity under the Act.

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

4. In May 2019, Moxie entered into a consulting agreement with a British Columbia company listed on the TSX Venture Exchange (Issuer) whereby Moxie, among other things, agreed to identify and introduce investors willing to participate in the Issuer's private placement of special warrants.
5. Pursuant to this agreement, Moxie referred three investors who purchased a total of \$65,150 of the Issuer's securities on July 12, 2019, and five investors who purchased a total of \$235,850 of the Issuer's securities on September 26, 2019.
6. The Issuer paid Moxie \$21,069 as compensation for these referrals.
7. Moxie's referral activity was conduct in furtherance of trading in securities undertaken for a business purpose which triggered the requirement for registration under the Act.
8. Chan authorized or permitted Moxie's contravention of section 34(a) of the Act and therefore also contravened that same provision by virtue of section 168.2 of the Act.

##### ***Facts Relevant to Settlement***

9. Chan and Moxie made admissions with respect to their misconduct prior to the commencement of the hearing of this matter.

10. Neither Chan or Moxie has any prior history of securities regulatory misconduct before or since the relevant period.

11. The evidence obtained by the Executive Director did not indicate that the misconduct resulted in any loss for investors.

**Undertaking**

13. Chan and Moxie undertake to jointly and severally pay \$35,000 to the Commission in respect of settlement of this matter which sum is due and payable immediately without further demand.

**Public Interest**

14. In light of all circumstances, including the undertakings provided by Chan and Moxie, it is not in the public interest for the Executive Director to issue orders under section 161 of the Act.

**Waiver**

¶ 2 Chan and Moxie waive any right they 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**

¶ 3 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.

¶ 4 June 14, 2024

¶ 5 Wendy Chan  
Wendy Chan

Redacted )

Witness Signature )

Redacted )

Witness Name (please print) )

Redacted )

)

Redacted )

Address )

Redacted )

Occupation )

¶ 6 June 14, 2024

¶ 7 Wendy Chan  
Moxie Strategy Inc.  
(per: Wendy Chan, Director  
Signing Authority)

Redacted )

Witness Signature )

Redacted )

Witness Name (please print) )

Redacted )

)

Redacted )

Address )

Redacted )

Occupation )

*Douglas B. Muir*  
*June 18, 2024*

¶ 8 Douglas B. Muir  
Director, Enforcement