

Citation: 2025 BCSECCOM 385

Settlement Agreement

Hani El Rayess

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Hani El Rayess (El Rayess) agree as follows:

Agreed Statement of Facts

Background

1. El Rayess is a resident of British Columbia. He was a director of RoccaVerde Wellness Corporation (RoccaVerde) from November 7, 2018 to March 21, 2019. He was the CEO of RoccaVerde from November 7, 2018 to February 1, 2019.
2. El Rayess has never been registered under the Act and has no history of securities regulatory misconduct.
3. RoccaVerde is a non-reporting British Columbia issuer based in Vancouver.

Misconduct

4. While El Rayess was a director of RoccaVerde, RoccaVerde distributed its securities 14 times for proceeds of \$133,500 to investors without filing a prospectus and without being exempt from the prospectus requirement.
5. El Rayess was aware of RoccaVerde's distributions during the relevant period.
6. On behalf of RoccaVerde, El Rayess retained and instructed finders to solicit and refer accredited investors to RoccaVerde for potential investment. Accredited investors are exempt from the prospectus requirement. However, El Rayess took insufficient steps to ensure the finders understood or followed his instructions to ensure that RoccaVerde complied with the prospectus requirements in the Act.
7. Many of the investors referred by the finders were not accredited.
8. The investors lost all of their money.
9. El Rayess' actions contributed to RoccaVerde's illegal distributions of securities contrary to section 61 of the Act. As a director of RoccaVerde, El Rayess authorized, permitted, or acquiesced in RoccaVerde's illegal distributions and therefore also contravened section 61 by operation of section 168.2 of the Act.

Mitigating Factors**10. El Rayess:**

- (a) agreed to make early admissions with respect to the above-noted misconduct prior to any liability hearing;
- (b) cooperated with staff throughout the investigation;
- (c) voluntarily took a public companies course to better his knowledge;
- (d) invested his own money in RoccaVerde and lost all of his investment; and
- (e) has expressed remorse for his misconduct.

Undertaking

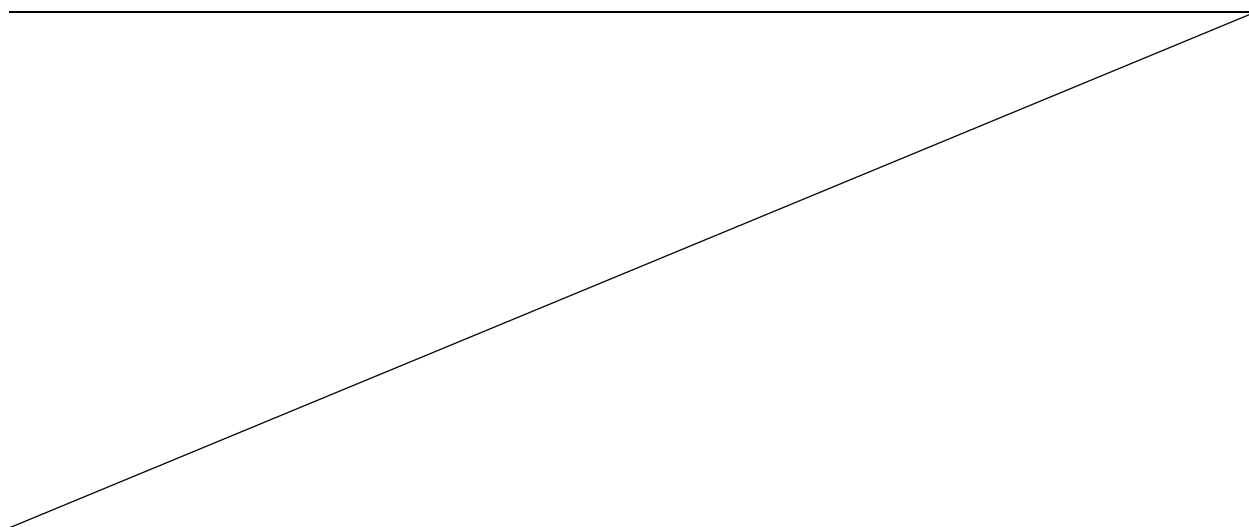
13. El Rayess undertakes to pay \$30,000 to the British Columbia Securities Commission (the Commission) in respect of settlement of this matter which sum is due and payable immediately, without further demand.

Public Interest

14. In light of all of the circumstances, including the undertaking provided by El Rayess at paragraph 13 of this Agreement, it is not in the public interest to issue orders under section 161 of the Act.

Waiver

- ¶ 2 El Rayess waives any right he 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 August 28 , 2025

Hani El Rayess
Hani El Rayess

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

Peter J Brady
9/2/2025 | 10:02 AM PDT

¶ 5 Peter J. Brady
Executive Director