



British Columbia Securities Commission

Citation: 2013 BCSECCOM 191

Notice of Hearing

Independence Energy Corp., and Bruce Thomson (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 Independence Energy Corp. (Independence) and Bruce Thomson (Thomson) under sections 161, 162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (the Act), based on the following facts:

Background

1. Independence is a Nevada corporation. Its securities are quoted on the Over-the-Counter market in the U.S.
2. Thomson was a director and the sole executive officer of Independence from September 15, 2008 until he resigned from all of his positions on February 22, 2012 (the Relevant Period).
3. During the Relevant Period, Thomson:
 - directed and administered Independence's business in and from British Columbia; and
 - was a resident of British Columbia.

Misconduct

4. On July 14, 2008, Staff sent a letter to inform Independence that, because it had significant connections to BC, as of September 15, 2008 it would be deemed an OTC Reporting Issuer under BC Instrument 51-509. Staff advised that Independence would be subject to reporting requirements in BC unless it could demonstrate the requirements did not apply.
5. On September 15, 2008, Independence responded to Staff's letter claiming:
 - its head office has been recently relocated to Calgary, Alberta;
 - Thomson is a resident of Calgary; and



- the rules governing OTC Reporting Issuers do not apply to Independence.
6. Independence's representations to Staff were false, as Thomson had structured his affairs to create the false appearance that he and Independence were conducting business from Calgary. In particular, Thomson:
 - Arranged to sublease a Calgary office that he never used and did not pay rent for;
 - Arranged for Independence's mail that was delivered to a Calgary address to be forwarded to his residence in Vancouver, BC;
 - Arranged for someone to take phone calls for Independence in Calgary, and then relay messages to him in Vancouver; and
 - Starting in 2008, gave false Calgary business and residential addresses to U.S. securities regulators.
 7. By structuring his affairs to evade BC regulations, Thomson harmed the reputation and credibility of the province's securities market.
 8. By giving information under the Act to Staff that in a material respect is false or misleading, Independence contravened subsections 168.1(1)(a) and (b) of the Act.
 9. By failing to file the periodic disclosure about its business and affairs prescribed by the regulations applicable to OTC Reporting Issuers, Independence contravened subsection 85(a) of the Act.
 10. On June 20, 2012, the Executive Director made an order under section 164 of the Act that trading in the securities of Independence cease for its ongoing failure to comply with its filing obligations.

Participation of Thomson in Independence's Misconduct

11. Thomson authorized, permitted, or acquiesced in Independence's contraventions of subsections 168.1(1)(a) and (b), and subsection 85(a) of the Act and, therefore, also contravened those subsections by operation of section 168.2 of the Act.

Public Interest

- ¶ 2 It is in the public interest that the Commission issue orders under sections 161 and 162 of the Act.



Hearing Process

- ¶ 3 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on **Tuesday, July 9, 2013, 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.
- ¶ 4 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 Secretary to the Commission at PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: commsec@bcsc.bc.ca.
- ¶ 5 If the Respondents or their counsel do not appear at the Hearing, the Executive Director will apply to have questions of liability and sanction heard at the same time. Determinations adverse to the Respondents may be made in their absence.
- ¶ 6 June 21 , 2013.
- Paul C. Bourque
- ¶ 7 Paul C. Bourque, Q.C.
Executive Director