



British Columbia Securities Commission

Citation: 2015 BCSECCOM 94

## Settlement Agreement

### Lowprofile Ventures Ltd. and Gary B. Thompson

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

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director), Lowprofile Ventures Ltd. (Lowprofile) and Gary B. Thompson (Thompson), agree as follows:

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

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

1. Lowprofile is a private British Columbia company incorporated on January 11, 2008, with its registered and records office in Vancouver, British Columbia. Lowprofile conducts mineral exploration activities near Houston, British Columbia.
2. Thompson is a British Columbia resident, and the sole officer and director of Lowprofile since its incorporation.

##### ***Illegal distributions***

3. Between December 2008 to June 2013, Lowprofile and Thompson distributed securities to 64 investors for proceeds of approximately \$485,000 (the Distributions).
4. To make the Distributions, Lowprofile claimed the Family, Friends and Business Associates exemption from the prospectus requirement under part 2.5 of National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106).
5. Although Thompson was acquainted with each of the investors at the time of their investment, he did not have the close personal relationship with the investors that is required to qualify for the exemption under part 2.5(1)(d)&(e) of NI 45-106.
6. Contrary to section 61 of the Act, Lowprofile and Thompson made the Distributions without filing a prospectus with the British Columbia Securities Commission (the Commission), and without an exemption from the requirement to file a prospectus under the Act.



***Mitigating Factor***

7. Lowprofile and Thompson have cooperated with the Executive Director in reaching this settlement agreement.

***Public Interest***

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

***Undertakings***

9. Thompson undertakes to:
  - (a) pay \$5,000 to the Commission in respect of settlement of this matter which sum is due and payable immediately without further demand.
  - (b) within one year from the date of this agreement:
    - (i) complete a course of study on the duties and responsibilities of corporate officers and directors that is acceptable to the Executive Director;
    - (ii) complete a course of study on the requirements of National Instrument 43-101 *Standards of Disclosure for Mineral Projects* that is acceptable to the Executive Director; and
    - (iii) provide the Executive Director with evidence of his successful completion of each course.

**Order**

- ¶ 2 The Executive Director will issue an order (the Order) under section 161(1)(d)(ii) of the Act, prohibiting Thompson from becoming or acting as a director or officer of any issuer other than Lowprofile for 3 years from the date of the Order.

**Consent to Regulatory Orders**

- ¶ 3 Lowprofile and Thompson consent to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the sanctions set out in paragraph 2 above.

**Waiver**

- ¶ 4 Lowprofile and Thompson 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**

¶ 5 This Settlement Agreement may be executed in counterpart or by facsimile execution and all such counterparts of executed copies or faxed copies shall be read or construed together as if they formed one originally executed document.

¶ 6 March 12, 2015

¶ 7 Gary Thompson  
**Lowprofile Ventures Ltd.**  
(Signing Authority)

Shawn McColm )  
Witness Signature )  
Shawn McColm )  
Witness Name (please print) )  
PO Box 10142, Pacific Centre )  
701 West Georgia Street )  
Vancouver, BC V7Y 1L2 )  
Address )  
Lawyer )  
Occupation )

¶ 8 March 12, 2015

¶ 9 Gary Thompson  
**Gary B. Thompson**  
Shawn McColm )  
Witness Signature )  
Shawn McColm )  
Witness Name (please print) )  
PO Box 10142, Pacific Centre )  
701 West Georgia Street )  
Vancouver, BC V7Y 1L2 )  
Address )  
Lawyer )  
Occupation )

¶ 10 March 12, 2015

*Paul Bourque*

¶ 11 Paul C. Bourque, Q.C.  
Executive Director