

Citation: 2018 BCSECCOM 146

Settlement Agreement

Laura Simonson and Gordon Espeseth

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director), Laura Simonson (Simonson), and Gordon Espeseth (Espeseth) agree as follows:

Agreed Statement of Facts

Background

1. Simonson is a resident of British Columbia and the Chief Executive Officer and a director of Dogg Canine Nutrition Company Inc. (Dogg), a company incorporated in British Columbia.
2. Espeseth is a resident of British Columbia and a director of Dogg.

Misconduct

3. Between December 2010 and September 2016, Simonson and Espeseth distributed Dogg securities to 26 investors for proceeds of \$147,761, for which a prospectus had not been filed and no exemptions from the prospectus requirements were available.
4. By raising money from these investors without a prospectus or valid exemption, Simonson and Espeseth breached section 61 of the Act.

Mitigating Factors

5. Simonson and Espeseth cooperated with the Executive Director in reaching this Settlement Agreement and have expressed remorse for their conduct.

Public Interest

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

Undertakings

7. In settlement of this matter, Simonson and Espeseth each undertake to:
 - (a) successfully complete a course of study on the duties and responsibilities of corporate officers and directors that is acceptable to the Executive Director within one year of the date of this Settlement Agreement; and

- (b) pay \$3,000 to the British Columbia Securities Commission, jointly between them, in respect of settlement of this matter, which sum is due and payable immediately without further demand.

Order

¶ 2 The Executive Director, considering it to be in the public interest, and pursuant to section 161 of the Act, will issue an order (the Order) that:

- 1. Simonson and Espeseth are prohibited for one year under section 161(1)(d)(i) of the Act from becoming or acting as directors or officers of any issuer or registrant, with the exception that both may continue to serve as directors and officers of Dogg Canine Nutrition Company Inc.

Consent to Regulatory Orders

¶ 3 Simonson and Espeseth consent 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 Simonson and Espeseth 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 May 11 , 2018

¶ 7 *Laura Simonson*
Laura Simonson

 Nicholas J. Isaac)
Witness Signature)
 Nicholas J. Isaac)
Witness Name (please print))
 701 West Georgia St)
Address)
 Vancouver, BC V7Y 1L2)
Address)
 Lawyer)
Occupation)

¶ 8 May 11 , 2018

¶ 9 *Gordon Espeseth*
Gordon Espeseth

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¶ 10 May 11 , 2018

John Hinze

¶ 11 John Hinze
Acting Executive Director