

Settlement Agreement

Gagan Deep Bachra

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

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Gagan Deep Bachra (Bachra) agree as follows:

Agreed Statement of Facts

Background

1. Bachra is a resident of British Columbia. He was formerly registered under the Act from April 2003 to March 31, 2006. He is currently not registered in any capacity under the Act.
2. Bachra has no history of securities regulatory misconduct.
3. Verico FS Capital Inc. (FS Capital) is a BC company.

Misconduct

4. Bachra was a nominee director of FS Capital between May 2016 and January 2017 (relevant period). He acted on the instructions of the *de facto* directors of FS Capital.
5. FS Capital raised approximately \$5.38 million from 35 investors during the relevant period without filing a prospectus and without being exempt from the prospectus requirement.
6. Bachra was aware of, and participated in, FS Capital's fundraising during the relevant period but did not take any steps to ensure that FS Capital complied with the prospectus requirement in the Act.
7. As a result of the above activity, FS Capital illegally distributed securities contrary to section 61 of the Act. As a nominee director of FS Capital, Bachra authorized, permitted or acquiesced in FS Capital's illegal distribution and therefore also contravened section 61 by operation of section 168.2 of the Act.

Mitigating Factors

8. Bachra agreed to make early admissions with respect to the above-noted misconduct prior to the hearing of the alleged misconduct in the further amended notice of hearing.

9. Bachra cooperated with staff throughout the investigation.
10. Bachra invested his own funds into FS Capital.

Public Interest

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

Undertakings

12. Bachra undertakes to:
 - a) pay \$7,500 to the Commission, which is due and payable immediately without further demand;
 - b) complete a course of study on the duties and responsibilities of corporate officers and directors that is acceptable to the Executive Director; and
 - c) provide the Executive Director with evidence of his successful completion of the course.

Order

- ¶ 2 The Executive Director will issue an order (the Order) that:
1. under section 161(1)(d)(i), Bachra resigns any position he holds as a director or officer of an issuer or registrant;
 2. Bachra is prohibited for the latter of two years or until he has fulfilled his undertakings in paragraph 12:
 - a) under section 161(1)(b)(ii), from trading in or purchasing any securities or exchange contracts, except that he may trade securities through a registrant in one RRSP account and one TFSA account held in his own name, if he first provides a copy of the Order to the registrant;
 - b) under section 161(1)(c), from relying on any of the exemptions set out in this Act, the regulations or a decision;
 - c) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;
 - d) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;
 - e) under section 161(1)(d)(iv), from acting in a management or consultative capacity in connection with activities in the securities market; and

f) under section 161(1)(d)(v), from engaging in investor relations activities.

Consent to Regulatory Orders

¶ 3 Bachra consents 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 Bachra 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

¶ 5 This Settlement Agreement may be executed in counterpart or by electronic 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 October 16 , 2019

¶ 7 Gagan Deep Bachra
Gagan Deep Bachra

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

¶ 8 October 18 , 2019

Peter J. Brady

¶ 9 _____
Peter J. Brady
Executive Director