



Citation: 2020 BCSECCOM 76

Settlement Agreement

Robert Logan Dunn and Mosaic Holdings Inc.

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Robert Logan Dunn (Dunn) and Mosaic Holdings Inc. (Mosaic) agree as follows:

Agreed Statement of Facts

1. Dunn is a resident of Abbotsford, British Columbia.
2. Mosaic was a British Columbia company that was incorporated on September 2, 2009. Mosaic was dissolved on February 15, 2016 for failure to file an annual report.
3. Dunn was the director, president, and secretary of Mosaic.
4. Forum National Investments Ltd. (Forum) is a company that was incorporated in British Columbia whose shares were traded on the Over-The-Counter Bulletin Board in the United States.

Misconduct

5. At the relevant time, Dunn was a shareholder of Forum.
6. In May and June 2012:
 - (a) Dunn and Mosaic paid a stock promoter (the Promoter) five payments totaling \$72,161 USD.
 - (b) the Promoter published promotional materials containing grossly promotional statements about Forum.
 - (c) the promotional statements resulted in or contributed to an artificial price in Forum's shares.
 - (d) Dunn traded Forum shares.
7. Dunn and Mosaic's conduct in paying the Promoter was an inadvertent and unintentional breach of section 57(a) of the Act. However, Dunn and Mosaic reasonably should have known that their conduct would result in or contribute to a misleading appearance of trading activity in, or an artificial price for, Forum's shares.



Mitigating Factors

8. Dunn agreed to make early admissions with respect to the above-noted misconduct prior to the hearing.

Prior Settlement

9. Dunn was sanctioned by the United States Securities and Exchange Commission (SEC) in relation to the same set of circumstances. Dunn settled with the SEC, agreeing to a permanent penny stock ban and disgorgement of \$20,000 USD.

Public Interest

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

Undertaking

13. Dunn undertakes to pay \$35,000 to the British Columbia Securities Commission in respect of settlement of this matter, which sum is due and payable immediately, without further demand.

Order

- ¶ 2 The Executive Director will issue an order (the Order) that:

Dunn

1. Dunn is prohibited for 5 years:
 - (a) under section 161(1)(b)(ii), from trading in or purchasing any securities or exchange contracts, except that he may trade and purchase securities or exchange contracts for his own account through a registered dealer, if he gives the registered dealer a copy of the Order;
 - (b) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any reporting issuer or registrant;
 - (c) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;
 - (d) under section 161(1)(d)(iv), from acting in a management or consultative capacity in connection with activities in the securities markets; and
 - (e) under section 161(1)(d)(v), from engaging in investor relations activities.

Mosaic

2. Mosaic is prohibited for 5 years:
 - (a) under section 161(1)(b)(ii), from trading in or purchasing any securities or exchange contracts;



(b) under section 161(1)(d)(iv), from acting in a management or consultative capacity in connection with activities in the securities markets; and

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

Consent to Regulatory Orders

¶ 3 Dunn and Mosaic 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 Dunn and Mosaic waive any rights 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 11, 2020

¶ 7 Robert Dunn
Robert Logan Dunn

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



¶ 8 March 11, 2020

¶ 9 Robert Dunn
Mosaic Holdings Inc.
(Signing Authority)

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

¶ 10 March 11, 2020

Peter Brady

¶ 11 Peter J. Brady
Executive Director