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By Regular Mail

May 7, 2025

Dear Mr. Hunter:

Bane Hunter
Reciprocal Order Application
Our File No.: 55296

I am writing this letter on behalf of the Executive Director of the British Columbia Securities Commission (the Executive Director).

This letter notifies you and the British Columbia Securities Commission (Commission) that the Executive Director is applying for orders against you under sections 161(6)(b) and 161(1) of the *Securities Act*, RSBC 1996, c. 418 (the Act). The Executive Director is not seeking a financial penalty.

The Executive Director is making this application based on the decision of the Federal Court of Australia (FCA) finding you had breached sections of the Australian *Corporations Act 2001* (Cth)[1] (*Corporations Act*) and *Australian Securities and Investments Commission Act 2001* (Cth)[2] (*ASIC Act*).Excerpts from the *Corporations Act* and *ASIC Act* are included in Appendix A to this letter.

DECISION OF THE FEDERAL COURT OF AUSTRALIA

1. On November 10, 2021, the FCA concluded that GetSwift Limited (GetSwift), a public company registered under the *Corporations Act*, breached its continuous disclosure obligations and engaged in misleading or deceptive conduct, as follows:

   (a) 22 contraventions of s. 674(2) of the *Corporations Act*; and
   (b) 40 contraventions of s. 1041H of the *Corporations Act* and s. 12DA of the *ASIC Act;*[3]

   (the Liability Decision).

2. In the same decision, the FCA concluded that you were, at relevant times, a director, the executive chairman, and the chief executive officer of GetSwift[4] and:

   (a) were knowingly involved in 16 of GetSwift's 22 contraventions and thereby contravened s. 674(2A) of the *Corporations Act*;
   (b) engaged in 29 contraventions of s. 1041H of the *Corporations Act* and s. 12DA of the *ASIC Act*; and
   (c) failed to exercise your powers and discharge your duties as a director with the degree of care and diligence required and thereby contravened s. 180(1) of the *Corporations Act*.[5]

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[1] *Corporations Act 2001* (Cth)
[2] *Australian Securities and Investments Commission Act 2001* (Cth)
[3] Liability Decision, p. 33, para. 45
[4] Liability Decision, p. 34, para. 50
[5] Liability Decision, p. 33, para. 46

3. On February 16, 2023, the FCA imposed the following penalties against you:

(a) a pecuniary penalty of AU$2,000,000;
(b) a disqualification from managing corporations for a period of 15 years; [6] and
(c) jointly with all respondents, a requirement that you pay 92.5% of the Australian Securities and Investments Commission's costs of and incidental to the penalty hearing;[7]

(the Penalty Decision).

Summary of Findings

4. In the Liability Decision, the FCA found:

(a) GetSwift was an early stage technology company[8] originally domiciled in Australia and, from December 2016, was a public company registered under the *Corporations Act* 2001 and subject to the Australian Securities Exchange (ASX) listing rules.[9] It was in the "software as a service" business and provided "last mile" delivery management services globally through its platform.[10]

(b) You were a director of GetSwift from October 26, 2016 to the date of the Liability Decision, its executive chairman from October 26, 2016 to April 25, 2018, and its chief executive officer at relevant times.[11] You exercised extensive control over the commercial dealings of GetSwift including the principal drafting, approval, and release of announcements to the ASX which were made pursuant to the ASX's listing rules[12]. You and your co-respondent, managing director Joel Richard Stewart Macdonald (Macdonald), were the directing minds of GetSwift and it had the same intentions and subjective knowledge as yourselves.[13] You were the "principal instigator" of the wrongdoing of GetSwift, and Macdonald was your "lieutenant".[14]

(c) Between approximately February 24, 2017 to December 2017, in the course of performing your duties as an officer of GetSwift, you drafted and/or approved a series of announcements (Announcements) that GetSwift made to the ASX about its relationships with various customers. [15] The Announcements failed to disclose material information which was not generally available but which you and GetSwift's senior officers knew (Omitted Information). Had it been generally available, the Omitted Information would likely have influenced investors in making decisions as to whether to acquire or dispose of GetSwift shares[16]. The Omitted Information was contextual and qualifying information regarding announced relationships with clients. If disclosed, it would have indicated to ordinary investors that the benefits of GetSwift's relationships with key clients were

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[6] Penalty Decision, p. v, paras. 3-4
[7] Penalty Decision, p. vi, para. 9
[8] Liability Decision, p. 23, para. 5
[9] Liability Decision, p. 29, para. 29 and p. 34, para. 49; *ASX Listing Rules*. *(n.d.) (*Excerpts of the *ASX Listing Rules* are included in Appendix A to this letter.
[10] Liability Decision, p. 27, para. 21
[11] Liability Decision, p. 34, para. 50
[12] Liability Decision, p. 25, para 12, p. 394, para. 1274, and p. 593, para. (5)
[13] Liability Decision, p. 57, para. 136
[14] Penalty Decision, p. 8, para 7
[15] Liability Decision, pp. 840-842, paras. 2563-2565, pp. 858-859, Annexure – Trading Volume Data, p. 31, para. 35, (Note: The February 24, 2018 date provided in the latter citation conflicts with other findings and the cited Annexure, which records the first announcement as being issued on February 24, 2017.)
[16] Liability Decision, p. 32, para. 39, p. 330, para. 1074, p. 377, para. 1224, p. 553, para. 1787, pp. 588-589, paras. 1911-1912

significantly less than the Announcements would otherwise lead them to believe.[17] One example of Omitted Information was the fact that major enterprise clients had terminated or intended to terminate announced agreements.[18]

(d) In the course of drafting/approving the Announcements, you demonstrated an intense focus and appreciation as to the likely effect of these Announcements in reinforcing and engendering investor expectations, and the way in which announcements, if released strategically, could increase GetSwift's share price. Each of the announcements did cause an increase in GetSwift's share price and each produced an increase in the volume of shares traded.[19] As a result of the facts set out above, both GetSwift, through s. 674(2), and you, through s. 674(2A), contravened the *Corporations Act*.

(e) Additionally, you and GetSwift also contravened of s. 1041H of the *Corporations Act* and s. 12DA of the *ASIC Act*, as follows:

i. Firstly, GetSwift made various general representations to the public concerning how it conducted and would conduct business. These representations were contained in documents submitted to and released by the ASX. They included the statement that GetSwift would only announce agreements and partnerships once they were secure, quantifiable, and measurable. These representations were false but GetSwift did not qualify, withdraw, or correct them. As a result of these general representations and your involvement with them, GetSwift and you personally engaged in misleading or deceptive conduct, or conduct that was likely to mislead or deceive investors and potential investors, in contravention of s. 1041H of the *Corporations Act* and s. 12DA of the *ASIC Act*.[20]

ii. Secondly, GetSwift made 41 specific representations which arose at the time when Announcements were made[21] and concerned the relationships GetSwift had with specific clients. Those representations were also misleading and deceptive and a reasonable person would expect them to have an impact on the price or value of GetSwift's shares. By involvement with these specific representations, both GetSwift and you personally engaged in misleading or deceptive conduct, or conduct that was likely to mislead or deceive investors and potential investors, in contravention of s. 1041H of the *Corporations Act* and s. 12DA of the *ASIC Act*. [22]

(f) Finally, by virtue of your failure to exercise your powers and discharge your duties at GetSwift with the degree of care and diligence of a reasonable director/officer in your position, in particular with respect to drafting, approvals, and directions related to the Announcements, you contravened s. 180(1) of the Corporations Act.[23]

5. In the Penalty Decision, among other findings, the FCA found:

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[17] See Liability Decision, p. 399, para. 1291, p. 422, para. 1362, p. 439, para. 1417 for some examples of how Omitted Information, if disclosed, would have indicated the benefits of GetSwift's client relationships were significantly less than suggested in the Announcements.
[18] Liability Decision, pp. 31-32, para. 37
[19] Liability Decision, pp. 24-25, paras. 9-13, p. 385, para. 1248, pp. 592-598, paras. 1919-1922 and pp. 603-604, para. 1932
[20] Liability Decision, p. 672, paras. 2103-2105, pp. 673-674, "General Representations", pp. 715-720, paras. 2196-2212
[21] Liability Decision, pp. 704-705, paras. 2164-2165
[22] Liability Decision, p. 672, paras. 2103-2105, pp. 675-688, "Specific Representations"
[23] Liability Decision, pp. 841-844, paras. 2566-2577

(a) The Announcements and general representations engendered investor expectations as to how GetSwift's business was performing and your contraventions therefore had the effect of misleading the market. Each Announcement resulted in an increase in GetSwift's share price and shares traded. The creation of this false market caused significant and irrecoverable losses for many people who purchased its securities.[24]

(b) The Announcements clearly contributed to attracting approximately $100M from investors in two share placements. However, three days after the press published details about GetSwift's potential misconduct, its wholly-owned subsidiary transferred $72M to another wholly owned subsidiary incorporated in the United States. After ASIC began to investigate GetSwift, the same subsidiary transferred an additional $8.5M to an offshore bank account. Neither of these transactions were explained to the FCA and ASIC has been unable to explore where all the money raised from investors went.[25]

(c) You did not defend the case against you in the FCA and did not appear at the penalty hearing. Nor did you show the slightest degree of remorse or contrition, or make any acknowledgement that you behaved improperly.[26]

6. On May 19, 2020, before the resolution of the Australian proceedings and after a class action had been commenced against it, GetSwift incorporated GetSwift Technologies Limited (GTL) in British Columbia[27] and, through it, redomiciled to BC.[28] At the time, GetSwift and GTL had the same board, including yourself and Macdonald.[29] You resigned as a director and the chief executive officer of GTL in February 2022.[30]

7. GTL's headquarters are in New York, it lists a British Columbia law office as its mailing address, and it has a security agreement registered in BC.[31] Its shares traded on NEO[32] until a cease trade order was issued on October 5, 2022. The Commission is its principal regulator.[33]

THIS APPLICATION

8. With this letter, the Executive Director is applying to the Commission for orders against you under section 161 of the Act. I have enclosed a copy of section 161 of the Act for your reference.

9. In making orders under section 161 of the Act, the Commission must consider what is in the public interest in the context of its mandate to regulate trading in securities.

10. Orders under section 161(1) of the Act are protective, preventative and intended to be exercised to prevent future harm.[34]

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[24] Penalty Decision, p. 27, para. 73
[25] Penalty Decision, p. 7, paras. 2-3 and p. 8, para. 8
[26] Penalty Decision, p. 8, paras. 7-8
[27] Penalty Decision, pp. 7-8, para. 4
[28] Reasons for Judgment re: Re-domiciling of GetSwift, published December 1, 2020 (Re-domiciling Decision)
[29] Notice of Articles, GTL, Penalty Decision, p. 5, para. 19
[30] News Release, GTL, issued February 18, 2022
[31] BC Company Summary, GTL, PPRS Search Result, GTL
[32] Press Release, GTL, issued January 21, 2021, Penalty Decision, p. 11, para. 21
[33] Cease Trade Order, GTL
[34] *Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, [2001] 2 SCR 132, 2001 SCC 37 (CanLII), paras. 36, 39, and 56

11. In *Re Eron Mortgage Corporation*[35] and subsequent decisions, the Commission identified factors to consider when determining orders under section 161(1). The following factors from *Re Eron* are relevant to this proceeding:

(a) the seriousness of the respondent's conduct,
(b) the harm suffered by investors as a result of the respondent's conduct,
(c) the extent to which the respondent was enriched;
(d) factors that mitigate the respondent's conduct;
(e) the risk to investors and the capital markets posed by the respondent's continued participation in the capital markets of British Columbia,
(f) the respondent's fitness to be a registrant or to bear the responsibilities associated with being a director, officer or adviser to issuers,
(g) the need to demonstrate the consequences of inappropriate conduct to those who enjoy the benefits of access to the capital markets,
(h) the need to deter those who participate in the capital markets from engaging in inappropriate conduct, and
(i) orders made by the Commission in similar circumstances in the past.[36]

Application of the Factors

Seriousness of the Conduct

12. GetSwift contravened numerous sections of the *Corporations Act* and *ASIC Act*. By issuing the Announcements and general representations, GetSwift made statements while engaged in investor relations activities while it knew or ought reasonably to have known those statements omitted key information and therefore were misleading and deceptive. While this conduct was ongoing, you were a directing mind of the company[37], the principal instigator of the wrongdoing[38], and aware of the misleading and deceptive omissions from disclosure. In fact, you were the "ringleader" and "main draftsman" behind the misleading announcements and were acting "deliberately"[39]. If your misconduct had taken place in British Columbia, you would have contravened subsections 168.1(1)(b) and 50(1)(d) of the Act.

13. As a directing mind of GetSwift, you also had the knowledge of and ability to influence GetSwift's contraventions but, as a result of your "laser-like focus on making money"[40], you drafted the Announcements in a manner that excluded the Omitted Information and/or authorized, permitted, or acquiesced to their content and transmission. Had you conducted yourself thus in British Columbia, you would be held personally responsible for all of GetSwift's contraventions by virtue of section 168.2 of the Act, which operates in a similar manner to section 674(2A) of the *ASIC Act*.

14. Per *Ironside, Re*:

> A sound and reliable disclosure system is fundamental to the operation, integrity and strength of the capital market. High disclosure standards for public issuers foster investor confidence and thereby contribute to a fair and efficient market. Disclosure also assists the market in valuing accurately a public issuer's share price. However, the disclosure standards will provide inadequate protection if the investors are unable to trust in and rely on the integrity and honesty of those who are appointed

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[35] *Re Eron Mortgage Corporation*, [2000] 7 BCSC Weekly Summary 22
[36] *Re Eron Mortgage Corporation*, [2000] 7 BCSC Weekly Summary 22
[37] Liability Decision, p. 57, para. 136
[38] Penalty Decision, p. 8, para. 7
[39] Penalty Decision, p. 30, paras. 86-87
[40] Penalty Decision, p. 32, para. 97

> to serve as directors or occupy senior management positions within a public issuer.
>
> The public rightly depend on directors and senior executives to comply with regulatory requirements and to be honest and truthful in the public disclosure they make. It is serious when an officer or director of a public issuer causes it to fail consistently in complying with disclosure requirements.[41]

15. Per *Michaels (Re)*:

> Not far behind fraud, in the scale of seriousness of misconduct, stands misrepresentation. Those who operate and profit in the capital markets by misstating material facts (through commission or omission), undermine the confidence of the public in one of the cornerstones of capital markets regulation, the provision of accurate and complete information for investors to make informed investment decisions.[42]

16. Over approximately nine months, you and GetSwift deliberately and repeatedly misled numerous investors in order to profit from the resulting surge in GetSwift's share price. Once your misconduct was discovered, while you were one of its guiding minds, GetSwift rapidly moved funds outside of Australian regulatory authority. Your conduct was amongst the most serious conduct contemplated by the Act.

Harm suffered by investors

17. As a result of your misconduct, you raised approximately $100M from investors in two private placements of GetSwift shares. When the share price dropped, your fraud was publicized, and court orders loomed, GetSwift transferred over $80M beyond the reach of Australian regulatory authorities and redomiciled to British Columbia. In violation of an undertaking it had made to the FCA, GetSwift promptly went into voluntary liquidation. Your conduct resulted in significant and irrecoverable losses to many people who purchased GetSwift securities[43].

18. While the Penalty Decision did not provide exact calculations of investor losses, false or misleading disclosure misleads investors regarding facts relevant to their investment decisions, distorts the trading price of an issuer's securities and undermines investor confidence and the integrity of the capital markets.[44]

Enrichment

19. Because of your actions, GetSwift was enriched in the amount of approximately $100M.

20. Your conduct was motivated by financial gain and you were well-renumerated for your role in GetSwift, obtaining not only a salary but shares and performance-based bonuses. You also received performance rights valued at $268,820 in FY 2017, $1,738,605 in FY 2018, $212,295 in FY 2019, and $327,077 in FYI 2020.[45] After the Liability Decision was issued, you remained in your position and earned a total of $1,791,328 with 46% of your renumeration being "performance related."[46]

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[41] *Ironside, Re*, 2007 ABASC 824, para. 117
[42] *Michaels (Re)*, 2014 BCSECCOM 457, para. 8
[43] Penalty Decision, p. 27, para. 73
[44] *Re Mountainstar Gold Inc.*, 2019 BCSECCOM 123, para. 29
[45] Penalty Decision, p. 30, para. 88
[46] Penalty Decision, p. 28, para. 78

Aggravating/Mitigating Factors

21. There are no mitigating factors in respect of your conduct.

22. Your misconduct was aggravated by the repetition[47] of the false or misleading disclosure, or the failure to qualify, withdraw, or correct said disclosure, from February 24, 2017 up to the commencement of proceedings against GetSwift on February 22, 2019[48] in the face of evidence establishing that the disclosure was clearly wrong[49] and your legal responsibilities as a director and officer of GetSwift.[50]

23. Additionally, the seriousness of your conduct was exacerbated by the fact that your actions were "insidious", "tricky", [51] and the result of a deliberate scheme authored by you as "ringleader" and GetSwift's most senior officers motivated by financial gain[52]. You also acted aggressively against any GetSwift employees who insisted that GetSwift "act prudently and comply with the norms of regulating disclosure". In fact, it was found that you bullied those individuals. Your actions went beyond mere bullying, however, as a result of your "laser-like focus on making money" for yourself and your co-respondent Macdonald. If making money "involved breaking the law regulating financial markets, or exposing GetSwift to third party liability, that was of little concern to [you]."[53] Finally, after being caught having done just that, you gave no acknowledgment that you had acted improperly, showed no contrition or remorse, and in fact, there was evidence of the opposite.[54]

24. All the above are substantial aggravating factors and suggest that broad and permanent bans are appropriate in this case.

Risk to investors and the capital markets

25. Compliance with securities laws is essential in order to protect the public and the integrity of the capital markets. You, by virtue of your appointment as a director and officer, occupied a position of trust and responsibility. Ensuring compliance with securities laws is a critical responsibility of those making decisions on behalf of an issuer[55] and you failed to discharge that responsibility.

26. This case demonstrates clearly why fulsome disclosure is important to investors and to markets. As a result of the Announcements and general representations, GetSwift appeared to have a promising business which justified assigning some value to its shares. The Omitted Information was unknown to the market until revealed by later investigation. Investor decisions based on the Omitted Information would likely have been different had GetSwift disclosed the information in a timely fashion. Your misconduct increased financial risks to GetSwift investors and, more generally, likely caused a loss of public faith in the integrity of capital markets.

27. The type, size, scale, and duration of your misconduct demonstrates that you pose a serious ongoing risk to investors and to the integrity of the capital markets of British Columbia.

Participation in our capital markets / Fitness to be a registrant or a director or officer

28. Participants who engage in the securities industry do so voluntarily and for their own profit. In exchange for the privilege of participating, individuals and companies must comply with securities

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[47] *Re Arian Resources Corp.*, 2022 BCSECCOM 55, para. 30
[48] Liability Decision, p. 55, para. 130, pp. 673-688
[49] Liability Decision, p. 615, para. 1961
[50] Liability Decision, p. 598, para. 1922
[51] Penalty Decision, p. 27, para. 72
[52] Penalty Decision, p. 30, paras. 86-88
[53] Penalty Decision, p. 10, para. 15, p. 32, para 97, p. 39, para. 133, p. 41, para. 137, pp. 31-33, paras. 94-101
[54] Penalty Decision, p. 27, para. 76
[55] *Re Arian Resources Corp.*, paras. 22-23

laws. Compliance is paramount, ensuring the protection of the public and the integrity of the capital markets.

29. You have shown flagrant disregard for Australian securities law, and there is no basis to believe that you will abide by British Columbia securities law should you choose to continue to participate in our capital markets. As you pose a significant ongoing risk to investors and the capital markets of British Columbia, your participation in our markets in any capacity would raise grave concerns for the protection of the investing public.

30. Your misconduct was knowing and repeated. You are ill-suited to act as a registrant, director, or officer, or as an advisor to any private or public issuers going forward.

Deterrence

31. A disqualification period is appropriate to further the requirements of general deterrence. Such sanction will serve to deter others from seeking to influence a company's share price by releasing strategically worded announcements which omit material information. It will also reinforce that an issuer's continuous disclosure obligations are to be taken seriously.

32. Furthermore, issuing lengthy and impactful bans will send the message to those found to have committed serious misconduct in foreign jurisdictions that British Columbia is not a safe haven for those unable or unwilling to comply with securities regulations.

33. With respect to specific deterrence, though your conduct was committed in Australia and not in British Columbia, you were a director of GetSwift when it redomiciled to BC as GTL and a director of GTL at the time.[56] A permanent ban will hinder you from engaging in similar misconduct in British Columbia.

34. Through the orders sought, the Executive Director seeks to demonstrate the consequences of your conduct, deter you from future misconduct, and create an appropriate general deterrent. Permanent market bans are proportionate to your misconduct and are necessary to ensure that you and others will be deterred from engaging in similar misconduct in the future.

Previous orders

35. We refer to a number of decisions for guidance on the appropriate sanction. The Commission ordered permanent or substantial market bans in the three decisions below. These decisions contain similar fact patterns to your misconduct, involving misrepresentation by omission in circumstances that did not attract fraud allegations despite the significant scale of the misconduct and the actual or constructive knowledge of the respondents:

- ***Re Arian Resources Corp.* (Under s. 168.1)[57]**
    - Dhanani, a director and CEO of Arian, and Naso, a director and CFO, certified its misleading filings over an approximately 3-year period. The misleading filings kept from the public information about risks to Arian's only material asset until the risks were realized and no value remained in said asset. This increased financial risks to investors and, more generally, caused risks that the public would lose faith in the integrity of the market. Both Dhanani and Naso deliberately or negligently disregarded their disclosure obligations as senior officers and directors despite signing certificates stating they had exercised reasonable diligence to ensure the disclosures did not contain any untrue statements. The panel issued an order imposing permanent bans and administrative penalties in the amount of $200k each.

[56] Notice of Articles, GTL
[57] *Re Arian Resources Corp.*, 2022 BCSECCOM 55

- ***Re Ruf* (Under s. 161(6) - Settlement)[58]**
    - Ruf was an ordained minister, a director and officer and, at certain times, the Vice President of the District, a religious charity. He was also a director and officer of DIL, its not-for-profit investment arm. Over a 7-year period, he authorized, permitted, or acquiesced to the District and DIL making promotional statements about investment funds which omitted information such as the fact that most of funds were invested in mortgages in a single real estate development, had inadequate financial controls, and had defaulted on principal payments to the District. As a result of the failure of the investments, investors were exposed to a shortfall of $27.2 million after all funds were liquidated. Ruf admitted liability, cooperated with the investigation, and had agreed to pay $75,000 for distribution to the Funds' investors in the CCAA proceedings and a further sum to the ASC for costs. The panel issued a reciprocal order imposing permanent bans.

- ***Re FS Financial Strategies* (Under s. 50(1)(d))[59]**
    - Lim and Low were the founders and directors of each company in the FS Group and Wiebe was the general manager of the FS Group. Over a 4-year period, the FS Group raised over $47 million. It did this while making misleading statements to investors about the level of risk involved by professing an ability to repay investors their principal and pay them a monthly or annual return. It did not disclose that it was unprofitable, did not generate sufficient revenue to cover its business expenses or pay investors, and covered shortfalls by raising more money from investors. Of the $47 million, $29 million was raised without filing a prospectus or benefiting from prospectus exemptions and $33 million in securities were sold without being registered to do so. Investors suffered shortfalls in the amount of over $39 million and were unlikely to be repaid. The conduct also damaged the reputation and integrity of the capital markets. Lim and Low also raised over $29 million in breach of an undertaking made to the Commission. The respondents admitted liability. The panel issued an order imposing permanent bans and $2 million in administrative penalties against both Lim and Low. Wiebe was less culpable than Lim and Low as he did not control or direct the affairs of FS Group, nor did he find investors for them or breach any undertaking. He received a 10-year ban and $75,000 penalty.

The Davis Consideration

36. In the Court of Appeal decision in *Davis*[60], the Court identified that it is incumbent upon a tribunal to consider a respondent's individual circumstances when determining whether measures short of a permanent ban would protect the investing public where a person's livelihood is at stake.

37. The Executive Director is unaware of any individual circumstances that would support orders short of a permanent market ban.

ORDERS SOUGHT

38. Although there is no limitation on the Commission from imposing a capital market sanction that is similar or different to the FCA sanctions, the Commission needs to consider what is reasonable based on the evidence known to it, as well as what is in the public interest.

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[58] *Re Ruf*, 2020 BCSECCOM 156
[59] *Re FS Financial Strategies*, 2020 BCSECCOM 121
[60] *Davis v. British Columbia (Securities Commission)*, 2018 BCCA 149

39. In seeking orders under 161(1) of the Act, the Executive Director has taken the following factors into consideration when applying for orders in this proceeding:

(a) the circumstances of your misconduct;
(b) the factors from *Eron* and *Davis*;
(c) the sanctions ordered in previous cases cited above; and
(d) the public interest.

40. Based on the factors discussed above, the Executive Director is seeking the following orders pursuant to section 161(1) of the Act:

(a) under section 161(1)(d)(i), you resign any position you hold as a director or officer of an issuer or registrant;

(b) you are permanently prohibited:

(i) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives, except that, if you give a registered dealer a copy of this decision, you may trade in or purchase exchange traded funds or mutual fund securities only through a registered dealer in:

(A) RRSPs, RRIFs, or tax-free savings accounts (as defined in the Income Tax Act (Canada)) or locked-in retirement accounts for your own benefit;

(ii) under section 161(1)(c), from relying on any of the exemptions set out in this Act, the regulations or a decision;

(iii) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;

(iv) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter;

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

(vi) under section 161(1)(d)(v), from engaging in promotional activities by or on behalf of

(A) an issuer, security holder or party to a derivative, or

(B) another person that is reasonably expected to benefit from the promotional activity; and

(vii) under section 161(1)(d)(vi) from engaging in promotional activities on your own behalf in respect of circumstances that would reasonably be expected to benefit you.

41. The Executive Director is not seeking any monetary sanctions against you.

SUPPORTING MATERIALS

42. In making this application, the Executive Director relies on the following:

(a) Liability Decision
(b) Penalty Decision

(c) Re-domiciling Decision
(d) Notice of Articles, GTL
(e) BC Company Summary, GTL
(f) PPRS Search Result, GTL
(g) Press Release, GTL
(h) Cease Trade Order, GTL
(i) News Release, GTL, issued February 18, 2022
(j) *Securities Act*, RSBC 1996, c. 418, section 161
(k) *Committee for the Equal Treatment of Asbestos Minority Shareholders v. Ontario (Securities Commission)*, [2001] 2 SCR 132, 2001 SCC 37 (CanLII)
(l) *Re Eron Mortgage Corporation*, [2000] 7 BCSC Weekly Summary 22
(m) *Ironside, Re*, 2007 ABASC 824
(n) *Michaels (Re)*, 2014 BCSECCOM 457
(o) *Re Mountainstar Gold Inc.*, 2019 BCSECCOM 123
(p) *Re Arian Resources Corp.*, 2022 BCSECCOM 55
(q) *Re Ruf*, 2020 BCSECCOM 156
(r) *Re FS Financial Strategies*, 2020 BCSECCOM 121
(s) *Davis v. British Columbia (Securities Commission)*, 2018 BCCA 149

43. **Upon request, staff will provide you or your counsel with copies of the documents listed in paragraph 41. Please advise if you would like to receive copies of these documents.**

YOUR RESPONSE

44. You are entitled to respond to this application. To do so, you must deliver any response in writing, together with any supporting materials, to the Commission Hearing Office by **Friday, June 13, 2025.**

45. The contact information for the Commission Hearing Office is:

Commission Hearing Office
British Columbia Securities Commission
PO Box 10142, Pacific Centre
12th Floor, 701 West Georgia Street
Vancouver, BC V7Y 1L2
E-mail: hearingoffice@bcsc.bc.ca
Telephone: 604-899-6500

46. If you do not respond within the time set out above, the Commission will decide this application and may make orders against you without further notice.

47. The Commission will send you a copy of its decision.

48. **If you have any questions regarding this application, please contact Mr. Zaid Sayeed, at 604-899-6993, or zsayeed@bcsc.bc.ca**

Yours truly,

DocuSigned by:
Doug Muir
203C5EE01F714D...
5/7/2025 | 12:42 PM PDT

Douglas B. Muir
Director, Enforcement
ZS/crc

cc: Hearing Office (by email to hearingoffice@bcsc.bc.ca)

APPENDIX A

EXCERPTS OF AUSTRALIAN LEGISLATION/LISTING RULES

Corporations Act 2001 **(Cth).**
Section 79:

79 Involvement in contraventions

A person is involved in a contravention if, and only if, the person:

(a) has aided, abetted, counselled or procured the contravention; or
(b) has induced, whether by threats or promises or otherwise, the contravention; or
(c) has been in any way, by act or omission, directly or indirectly, knowingly concerned in, or party to, the contravention; or
(d) has conspired with others to effect the contravention.

Section 1041H:

A person must not, in this jurisdiction, engage in **conduct, in relation to a financial product** or a financial service, that is misleading or deceptive or is likely to mislead or deceive.

Section 180(1):

180 Care and diligence—civil obligation only
Care and diligence—directors and other officers
(1) A director or other officer of a corporation must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they:
  (a) were a director or officer of a corporation in the corporation's circumstances; and
  (b) occupied the office held by, and had the same responsibilities within the corporation as, the director or officer.

Section 674(2):

674 Continuous disclosure—listed disclosing entity bound by a disclosure requirement in market listing rules
Obligation to disclose in accordance with listing rules
(1) Subsection (2) applies to a listed disclosing entity if provisions of the listing rules of a listing market in relation to that entity require the entity to notify the market operator of information about specified events or matters as they arise for the purpose of the operator making that information available to participants in the market.

(2) If:

  (a) this subsection applies to a listed disclosing entity; and
  (b) the entity has information that those provisions require the entity to notify to the market operator; and
  (c) that information:

    (i) is not generally available; and

(ii) is information that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of ED securities of the entity;

the entity must notify the market operator of that information in accordance with those provisions.

Section 674(2A):

674 Continuous disclosure—listed disclosing entity bound by a disclosure requirement in market listing rules

…

(2A) A person who is involved in a listed disclosing entity's contravention of subsection (2) contravenes this subsection.

Section 676 (2) and (3):

676 When information is generally available

…

(2) Information is generally available if:

(a) it consists of readily observable matter; or

(b) without limiting the generality of paragraph (a), both of the following subparagraphs apply:

(i) it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of a kind whose price or value might be affected by the information; and

(ii) since it was so made known, a reasonable period for it to be disseminated among such persons has elapsed.

(3) Information is also generally available if it consists of deductions, conclusions or inferences made or drawn from either or both of the following:

(a) information referred to in paragraph (2)(a);

(b) information made known as mentioned in subparagraph (2)(b)(i).

***Australian Securities and Investments Commission Act 2001* (Cth).**
Section 12DA:

12DA Misleading or deceptive conduct

(1) A person must not, in trade or commerce, engage in conduct in relation to financial services that is misleading or deceptive or is likely to mislead or deceive.

ASK Listing Rules (n.d.)
Listing Rule 3.1

Once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information.

Chapter 31 of the Listing Rules

> [A]n entity becomes aware of information if, and as soon as, an officer of the entity … has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.

Section 9 of the Corporations Act (applying to the Listing Rules)

> **'officer'** of a corporation means:
> (a) a director or secretary of the corporation; or
> (b) a person:
> (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or
> (ii) who has the capacity to affect significantly the corporation's financial standing; or
> (iii) in accordance with whose instructions or wishes the directors of the corporation are accustomed to act …