

Citation: 2025 BCSECCOM 417

Settlement Agreement

Arthur Griffiths

Securities Act, RSBC 1996, c. 418

- ¶ 1 The Executive Director of the British Columbia Securities Commission (the Executive Director) and Arthur Griffiths (Griffiths) agree as follows:

Agreed Statement of Facts

Background

1. Griffiths is a resident of British Columbia. He became director and CEO of RoccaVerde Wellness Corporation (RoccaVerde) on February 1, 2019, and remained a director and CEO through the end of the relevant period on October 17, 2019.
2. Griffiths has never been registered under the Act and has no history of securities regulatory misconduct.
3. RoccaVerde is a non-reporting British Columbia issuer based in Vancouver.

Misconduct

4. While Griffiths was director and CEO of RoccaVerde, RoccaVerde distributed its securities 10 times for proceeds of \$192,600 to investors without filing a prospectus and without being exempt from the prospectus requirement.
5. Griffiths was aware of RoccaVerde's distributions during the relevant period.
6. Before Griffiths became director and CEO, RoccaVerde retained and instructed finders to solicit and refer accredited investors to RoccaVerde for potential investment. Accredited investors are exempt from the prospectus requirement. The finders continued to refer investors while Griffiths was director and CEO.
7. Griffiths took insufficient steps to ensure that the finders understood or followed the instructions to ensure that RoccaVerde complied with the prospectus requirements in the Act.
8. Many of the investors referred by the finders were not accredited.

9. The investors lost all of their money.

10. Griffiths authorized, permitted or acquiesced in RoccaVerde's contraventions of section 61 of the Act with respect to 10 distributions of RoccaVerde securities for proceeds of \$192,600. He therefore contravened the same provision under section 168.2 of the Act.

Mitigating Factors

11. Griffiths:

- (a) agreed to make admissions with respect to the above-noted misconduct prior to any liability hearing;
- (b) cooperated with staff throughout the investigation; and
- (c) has expressed remorse for his misconduct.

Undertaking

13. Griffiths undertakes to pay \$30,000 to the British Columbia Securities Commission (the Commission) in respect of settlement of this matter which sum is due and payable immediately, without further demand.

Public Interest

14. In light of all of the circumstances, including the undertaking provided by Griffiths at paragraph 13 of this Agreement, it is not in the public interest to issue orders under section 161 of the Act.

Waiver

- ¶ 2 Griffiths 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

¶ 3 This Settlement Agreement may be signed in counterpart and all such counterparts of signed copies, whether delivered electronically or otherwise, shall be read or construed together as if they formed one originally executed document.

¶ 4 September 25 , 2025

¶ 5 Arthur Griffiths
Arthur Griffiths

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

Peter J Brady
9/26/2025 | 12:29 PM PDT

¶ 6 Peter J. Brady
Executive Director