

Citation: 2025 BCSECCOM 266

Settlement Agreement

Christine Mah

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

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

Agreed Statement of Facts

Background

1. Mah is a resident of British Columbia. She was a director of RoccaVerde Wellness Corporation (RoccaVerde) from November 7, 2018 to March 21, 2019.
2. Mah has never been registered under the Act.
3. RoccaVerde is a non-reporting British Columbia issuer based in Vancouver.
4. Mah has no history of securities regulatory misconduct.

Misconduct

1. While Mah was a director of RoccaVerde, RoccaVerde distributed its securities 14 times for proceeds of \$133,500 to investors without filing a prospectus and without being exempt from the prospectus requirement.
2. Mah was aware of, and participated in, RoccaVerde's distributions during the relevant period, as she:
 - was a signatory on the corporate bank account and was responsible for the day-to-day internal financial operations of the corporation;
 - maintained the general ledger for the corporation;
 - received and deposited investor payments;
 - was responsible for record-keeping, including maintaining the central share registry;
 - processed share certificates for investors; and
 - was listed in marketing materials as part of the management team with the title "Controller".
3. Mah did not take any steps to ensure that RoccaVerde complied with the prospectus requirement in the Act. All of the investors lost all of their money.

4. Mah's actions contributed to RoccaVerde's illegal distributions of securities contrary to section 61 of the Act. As a director of RoccaVerde, Mah authorized, permitted, or acquiesced in RoccaVerde's illegal distributions and therefore also contravened section 61 by operation of section 168.2 of the Act.

Mitigating Factors

5. Mah agreed to make early admissions with respect to the above-noted misconduct prior to any liability hearing.
6. Mah cooperated with staff throughout the investigation.
7. Mah has expressed remorse for her misconduct.

Public Interest

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

Undertaking

13. Mah undertakes to pay \$5,000 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:

1. under section 161(1)(d)(i), Mah resign any position she holds as a director or officer of an issuer or registrant;
2. Mah is prohibited for a period of six (6) years:
 - (a) under section 161(1)(b)(ii), from trading in or purchasing any securities or derivatives except that she may:
 - (i) trade and purchase securities or derivatives in her own account through a registered dealer or registrant, provided she gives the registered dealer or registrant a copy of the Order before making any trades or purchases; and
 - (ii) receive securities from [redacted], as part of [redacted] employee stock option plan, in her own name or in her own account at a registered dealer;
 - (b) under section 161(1)(d)(ii), from becoming or acting as a director or officer of any issuer or registrant;

- (c) under section 161(1)(d)(iii), from becoming or acting as a registrant or promoter; and
- (d) 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 market.

Consent to Regulatory Orders

- ¶ 3 Mah 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 Mah waives any right she 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 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.

¶ 6 June , 2025

¶ 7 Christine Mah
Christine Mah

(Redacted))

Witness Signature)

(Redacted))

Witness Name (please print))

(Redacted))

(Redacted))

Address)

(Redacted))

Occupation)

Peter J Brady
6/16/2025 | 11:58 AM PDT

- ¶ 8 Peter J. Brady
Executive Director