

Citation: 2024 BCSECCOM 403

Notice of Hearing

Fact Au Resources Corp. and Peter Bradley Kitchen

(the Respondents)

Section 161 of the *Securities Act*, RSBC 1996, c. 418

- ¶ 1 The British Columbia Securities Commission (Commission) will hold a hearing (Hearing) at which the Executive Director will tender evidence, make submissions and apply for orders against Fact Au Resources Corp. (Fact Au) and Peter Bradley Kitchen (Kitchen) under sections 161, 162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (the Act), based on the following facts:

Summary

1. Fact Au, as directed by Kitchen, failed to comply with an order of the Executive Director issued pursuant to section 141 of the Act.

Background

2. Fact Au is a company incorporated in British Columbia and a person purporting to distribute securities in reliance on an exemption, as contemplated in section 141(2)(g) of the Act.
3. Kitchen is an individual residing in British Columbia and is the sole director of Fact Au.

Misconduct

4. On June 12, 2024, the Executive Director issued an Order to Provide Information or Produce Records (the Order) pursuant to section 141 of the Act, and served it on Fact Au. The Order provided a response deadline of June 26, 2024.
5. On June 26, 2024, pursuant to a request from Kitchen on behalf of Fact Au, Commission staff, on behalf of the Executive Director, agreed to extend the Order's deadline to July 2, 2024.
6. On July 2, 2024, Kitchen provided a "draft" that did not fully respond to the Order – in particular, Kitchen failed to provide bank and financial statements which were demanded in the Order (the Missing Documents).
7. On July 4 and 5, 2024, Commission staff emailed Kitchen to advise him that the Order required Fact Au to provide the Missing Documents.

8. On July 5, 2024, Kitchen advised Commission staff that he would provide the Missing Documents by the end of that day. Kitchen did not do so.
9. On July 15, 2024, Commission staff left a voicemail on Kitchen's telephone reminding him that the Order required Fact Au to provide the Missing Documents.
10. On July 22, 2024, Kitchen emailed Commission staff to advise that he would "ship" the Missing Documents to the Commission on July 24, 2024.
11. On July 26 and again on July 30, 2024, Commission staff emailed Kitchen to remind him that the Order required Fact Au to provide the Missing Documents.
12. As of the date of this Notice of Hearing, Fact Au has not complied with the Order.

Attribution to director

13. As the sole director of Fact Au, Kitchen authorized, permitted, or acquiesced in its failure to comply with the Order and, by operation of section 168.2 of the Act, he also failed to comply with the Order.

Hearing Process

- ¶ 2 The Respondents or their counsel are required to attend at the 12th Floor Hearing Room, 701 West Georgia Street, Vancouver, British Columbia, on **Tuesday, October 22, 2024, at 9:00 a.m.** if they wish to be heard before the Commission sets a date for the Hearing. Relevant information gathered by Commission Staff in the investigation of this matter will be disclosed to the Respondents upon request to the Executive Director.
- ¶ 3 At the Hearing, the Respondents may be represented by counsel, make submissions, and tender evidence. The Respondents are requested to advise the Commission of their intention to attend the Hearing by informing the Hearing Office at PO Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2 phone: (604) 899-6500; email: hearingoffice@bcsc.bc.ca.
- ¶ 4 If the Respondents or their counsel do not appear at the Hearing, the Executive Director may apply to have questions of liability and sanction heard at the same time. Determinations adverse to the Respondents may be made in their absence.

- ¶ 5 Orders made against the Respondents in this matter may automatically take effect against them in other Canadian jurisdictions, without further notice to them.

*Peter J Brady
9/18/2024 | 4:28 PM PDT*

- ¶ 6 Peter J. Brady
Executive Director