

Citation: 2024 BCSECCOM 429

Notice of Hearing

**RoccaVerde Wellness Corporation (formerly known as World Farms Corp.),
Bullseye Consulting Inc., Grand Lodge Capital Inc.,
Hani El Rayess, Arthur Griffiths, Christine Mah, Nigel Alexander Horsley
and Spencer Reid Coulter**

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 the Respondents under sections 161, 162 and 174 of the *Securities Act*, RSBC 1996, c. 418 (the Act), based on the following facts:

Summary

1. Between November 23, 2018 and October 17, 2019 (the Relevant Period), RoccaVerde Wellness Corporation (RoccaVerde), Spencer Reid Coulter (Coulter), Bullseye Consulting Inc. (Bullseye), Nigel Alexander Horsley (Horsley) and Grand Lodge Capital Inc. (Grand Lodge) contravened the Act by distributing RoccaVerde securities without filing a prospectus and without an available prospectus exemption.
2. Coulter, Bullseye, Horsley, and Grand Lodge further contravened the Act by acting in furtherance of trades in RoccaVerde securities without being registered.
3. As officers and/or directors of RoccaVerde, Bullseye, or Grand Lodge during the Relevant Period, Coulter, Horsley, Hani El Rayess (El Rayess), Christine Mah (Mah), and Arthur Griffiths (Griffiths) authorized, permitted, or acquiesced in those corporations' contraventions of the Act.

Background

4. RoccaVerde is a non-reporting British Columbia company based in Vancouver. RoccaVerde purported to be a global cannabis company with projects in Italy, Croatia, Jamaica, and South Africa. RoccaVerde no longer has any active operations.
5. El Rayess, Mah, and Griffiths were directors of RoccaVerde at various times during the Relevant Period.
6. Bullseye is a non-reporting British Columbia company based in Vancouver. Coulter was the sole director of Bullseye during the Relevant Period. Neither Bullseye nor its sole director, Coulter, have ever been registered under the Act.

7. Grand Lodge is a non-reporting British Columbia company based in Garden Bay. Horsley was the sole director of Grand Lodge during the Relevant Period. Neither Grand Lodge nor its sole director, Horsley, have ever been registered under the Act.
8. RoccaVerde retained Coulter, Bullseye, Horsley and Grand Lodge during the Relevant Period for services including soliciting and referring potential investors to RoccaVerde.
9. El Rayess, Mah, Griffiths, Coulter, and Horsley were all British Columbia residents during the Relevant Period.
10. Investors in RoccaVerde during the Relevant Period lost their investments.

Misconduct

Illegal Distribution

11. During the Relevant Period, RoccaVerde distributed its securities 23 times to 22 investors for proceeds of \$316,100 without filing a prospectus and without an available prospectus exemption.
12. By engaging in this conduct, RoccaVerde contravened section 61 of the Act.
13. Coulter, personally and through Bullseye, solicited and referred investors for 13 of RoccaVerde's distributions of its securities for proceeds of \$123,100 without an available prospectus exemption. By engaging in this conduct, Coulter and Bullseye contravened section 61 of the Act.
14. Horsley, personally and through Grand Lodge, solicited and referred investors for two of RoccaVerde's distributions of its securities for proceeds of \$5,500 without an available prospectus exemption. By engaging in this conduct, Horsley and Grand Lodge contravened section 61 of the Act.

Unregistered Trading

15. Coulter, personally and through Bullseye, solicited and referred approximately 43 investors to RoccaVerde. Coulter and Bullseye expected to be, and were, compensated for their activities. Coulter and Bullseye's actions resulted in 47 distributions of securities in RoccaVerde for proceeds of approximately \$576,184.
16. By engaging in this conduct, Coulter and Bullseye contravened section 34(a) of the Act.
17. Horsley, personally and through Grand Lodge, solicited and referred approximately 32 investors to RoccaVerde. Horsley and Grand Lodge expected to be, and were, compensated for their activities. Horsley and Grand Lodge's actions resulted in 35 distributions of securities in RoccaVerde for proceeds of approximately \$799,200.

18. By engaging in this conduct, Horsley and Grand Lodge contravened section 34(a) of the Act.

Contraventions under s. 168.2 of the Act

19. As officers and/or directors of RoccaVerde:

- (a) El Rayess and Mah authorized, permitted or acquiesced in RoccaVerde's contraventions of section 61 of the Act with respect to 14 distributions of RoccaVerde securities for proceeds of \$133,500. They therefore contravened the same provision under section 168.2 of the Act.
- (b) 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.

20. As the sole director of Bullseye, Coulter authorized, permitted or acquiesced in Bullseye's contraventions of sections 34(a) and 61 of the Act. He therefore contravened the same provisions under section 168.2 of the Act.

21. As the sole director of Grand Lodge, Horsley authorized, permitted or acquiesced in Grand Lodge's contraventions of section 34(a) and 61 of the Act. He therefore contravened the same provisions under section 168.2 of the Act.

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, November 26, 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 Respondent 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 the Respondents.

Peter J Brady
10/8/2024 | 1:00 PM PDT

- ¶ 6 Peter J. Brady
Executive Director