



Citation: 2021 BCSECCOM 376

Notice of Hearing

**Stock Social Inc., Bearing Lithium Corp. (formerly Bearing Resources Ltd.),
Hello Pal International Inc., ImagineAR Inc. (formerly Imagination Park
Entertainment Inc.), MGX Minerals Inc., Phivida Holdings Inc.,
Kyle Alexander Johnston, Jeremy Arthur William Poirier,
Ryan James Johnson, Chad David McMillan,
Jared Michael Lazerson, John-David Alexander Belfontaine**

(collectively, 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 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. Stock Social Inc. engaged in investor relations activities on behalf of five British Columbia reporting issuers (the Issuers) when it disseminated advertorials about the Issuers on various websites and promotional posts about some of the Issuers on social media (the Promotional Materials).
2. Contrary to section 52(2) of the Act, Stock Social and the Issuers failed to ensure that the Promotional Materials clearly and conspicuously disclosed that they were disseminated on behalf of the Issuers.
3. The employees, officers, directors and agents of the respondent companies also contravened section 52(2) of the Act by authorizing, permitting or acquiescing in the respondent companies' contraventions, by operation of section 168.2 of the Act.

Background

Stock Social and Kyle Alexander Johnston (Johnston)

4. At all relevant times, Stock Social was a marketing company incorporated in British Columbia. It provided investor relations activities for public companies by preparing advertorials which were published through newswires and on its own websites, as well as by engaging social media influencers to promote its clients via various social media platforms.
5. At all relevant times, Johnston, a resident of West Vancouver, British Columbia, was Stock Social's president, CEO and its sole director.



The Issuers:

Bearing Lithium Corp. (Bearing) and Jeremy Arthur William Poirier (Poirier)

6. Bearing is a mineral exploration and development company incorporated in British Columbia.
7. The majority of the alleged misconduct occurred when the company was known as Bearing Resources Ltd.
8. At all relevant times, Poirier, a resident of North Vancouver, British Columbia, was Bearing's president, CEO and an officer and director. He was Bearing's representative during its dealings with Stock Social.

Hello Pal International Inc. (Hello Pal) and Ryan James Johnson (Johnson)

9. Hello Pal is a software application developer incorporated in Ontario and continued in British Columbia.
10. At all relevant times, Johnson, a resident of North Vancouver, British Columbia, was Hello Pal's corporate communications officer. He was Hello Pal's representative during its dealings with Stock Social.

ImagineAR Inc. (ImagineAR) and Chad David McMillan (McMillan)

11. ImagineAR Inc. is an augmented reality company originally incorporated in British Columbia and continued as a federal corporation.
12. The majority of the alleged misconduct occurred when ImagineAR was known as Imagination Park Entertainment Inc.
13. At all relevant times, McMillan, a resident of Vancouver, British Columbia, was as a strategic advisor consultant to ImagineAR. He was ImagineAR's representative during its dealings with Stock Social.

MGX Minerals Inc. (MGX) and Jared Michael Lazerson (Lazerson)

14. MGX is a mining company incorporated in British Columbia.
15. At all relevant times, Lazerson, a resident of Vancouver, British Columbia, was MGX's president, CEO and a director. He was MGX's representative during its dealings with Stock Social.

Phivida Holdings Inc. (Phivida) and John-David Alexander Belfontaine (Belfontaine)

16. Phivida is a distributor of cannabidiol foods and beverages and is incorporated in British Columbia.
17. At all relevant times, Belfontaine, a resident of Pickering, Ontario, was Phivida's president, CEO and a director. He was Phivida's representative during its dealings with Stock Social.



Misconduct

18. Stock Social engaged in investor relations activities on behalf of the Issuers from August 2016 to March 2018.
19. The Issuers paid Stock Social to disseminate the Promotional Materials.
20. Stock Social promoted the Issuers by preparing and disseminating advertorials via various websites. Though the advertorials varied in content for each of the Issuers, they were generally written in the style of a news article. The advertorials were generally disseminated on websites affiliated with Stock Social, as well as on other websites.
21. Stock Social also published favourable social media posts about some of the Issuers and engaged social media influencers to publish favourable posts about some of the Issuers on various social media platforms. Stock Social provided instructions to the influencers on when and what to post, including any relevant “hashtags” and “cashtags” to identify the Issuers and the links to their associated advertorials.
22. None of the Promotional Materials clearly and conspicuously disclosed that they were disseminated on behalf of the Issuers. Some of the advertorials had small print disclaimers advising that the Issuers paid a fee for dissemination but the disclaimers were not clear and conspicuous.

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 **Wednesday, November 10, 2021, 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: commsec@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 Peter J. Brady
Executive Director