



Citation: 2022 BCSECCOM 184

Cease Trade Order

1294619 B.C. Ltd.

Section 164 of the *Securities Act*, R.S.B.C. 1996, c. 418

- ¶ 1 1294619 B.C. Ltd. is a British Columbia corporation, with its registered records office in Mission, B.C. 1294619 B.C. Ltd. is not a reporting issuer in British Columbia.
- ¶ 2 From March 23 to November 28, 2021, 1294619 B.C. Ltd. entered into agreements with at least 29 investors to use investor funds to trade in crypto assets and share in any resulting profits (the Investment Contracts). These investors advanced \$1.22 million to 1294619 B.C. Ltd. under the Investment Contracts.
- ¶ 3 The Investment Contracts are securities under the Act. In order to distribute the Investment Contracts to the 29 investors, 1294619 B.C. Ltd. was required to:
1. file, and obtain a receipt for, a prospectus; or
 2. rely on an exemption from the prospectus requirements.
- ¶ 4 1294619 B.C. Ltd. did not file a prospectus, and is relying, or purporting to rely, on prospectus exemptions to distribute the Investment Contracts.
- ¶ 5 In the circumstances of these distributions, 1294619 B.C. Ltd. is required to file Forms 45-106F1 *Report of Exempt Distribution* under section 6.1 of National Instrument 45-106 *Prospectus Exemptions* (the required records). 1294619 B.C. Ltd. failed to file the required records.
- ¶ 6 Under section 164(1) of the Act, the Executive Director orders that 1294619 B.C. Ltd. cease trading in all securities of 1294619 B.C. Ltd. until:
1. 1294619 B.C. Ltd. files the required records, and
 2. the Executive Director revokes this order.
- ¶ 7 May 25, 2022

Joel Hill
Acting Chief of Compliance
Corporate Finance