

ALBERTA SECURITIES COMMISSION

NOTICE OF APPLICATION

Citation: Re Prize Mining Corp., 2019 ABASC 3

**Date: 20181221
Docket: ENF-011957**

To: Prize Mining Corp., Michael McPhie, Feisal Somji, David Schmidt, BridgeMark Financial Corp., Anthony Kevin Jackson, Justin Edgar Liu, Seungkap Kim, Kyung Kim Yoon, Lisa Jackson, Detona Capital Corp., Tryton Financial Corp., and Rockshore Advisors Ltd. (formerly Cam Paddock Enterprises) (Respondents)

NOTICE:

An application will be made to the Alberta Securities Commission (**Commission**) by Litigation Counsel of the Commission (**Staff**) on Thursday, the 3rd day of January, 2019, at 9:30 a.m., for an Interim Order pursuant to sections 33 and 198 of the *Securities Act*, R.S.A. 2000 c. S-4, as amended (*Act*), that:

1. All trading in or purchasing cease in respect of the securities of Prize Mining Corp. (**Prize**), and Prize be denied all exemptions contained in the Alberta securities laws; or, alternatively
2. All trading in or purchasing by the Respondents (with the exception of Prize) cease in respect of the securities of Prize; or, alternatively
3. Prize disseminate to the public information relating to the Deal (defined below); and
4. Any other relief as this Commission deems appropriate in the public interest.

GROUND FOR APPLICATION:

In support of the application, Staff will rely on grounds that include the following:

- a) Staff is investigating whether Prize contravened Alberta securities laws relating to, among other things, continuous disclosure and capital raising exemptions;
- b) Section 33 of the *Act* authorizes the Commission to issue an interim order upon being satisfied the length of time to conduct a hearing and to render a decision could be prejudicial to the public interest;
- c) Where it considers it in the public interest to do so, the Commission may make an order pursuant to section 198;
- d) In summary, Prize entered into a deal to obtain \$6,500,000 in private placement money contingent on the payout of approximately \$5,500,000 to 18 ‘consultants’ (**Deal**);

- e) The Deal was brought to Prize by BridgeMark Financial Corp. (**BridgeMark**) and its representatives Anthony Kevin Jackson (**Jackson**) and Justin Edgar Liu (**Liu**). It was to be accepted by Prize as is;
- f) BridgeMark, Jackson and Liu, along with many of the private placees and Deal consultants, are named parties in a British Columbia Securities Commission temporary cease trade order for engaging in similar conduct with issuers in that province;
- g) Prize failed generally to disclose the Deal, and to provide disclosure of a material change or changes;
- h) Prize omitted to state a fact or facts about the Deal necessary to make other statements not misleading;
- i) Prize engaged in conduct that was clearly abusive of investors and the capital market;
- j) Prize has *prima facie* contravened sections 146 and 92(4.1) of the Act, and acted contrary to the public interest; and
- k) An interim order is necessary to prevent potential harm to and protect investors and the capital market, until a hearing is held and a decision rendered.

EVIDENCE IN SUPPORT OF APPLICATION:

In support of this application, Staff is relying upon an Affidavit and Supplemental Affidavit and accompanying exhibits of **Myles MacPherson**, Senior Markets Specialist; and such further and other evidence as Staff may adduce and the Commission may permit.

LOCATION

The application will be made at the offices of the Commission, in a hearing room located on the 5th Floor, 250 – 5 Street SW, Calgary, Alberta, T2P 0R4. Contact Jayne Lewis, Registrar of the Commission, by telephone at 403.297.4277, email at registrar@asc.ca, or facsimile at 403.297.4486 for further information.

Calgary, Alberta, December 21, 2018.) ALBERTA SECURITIES COMMISSION
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) “original signed by”
) _____
) Don Young
) Associate Director & Chief Litigation Counsel

TO: The Registrar

AND TO: Respondents