

**In the Matter of
*The Securities Act, 1988***


and


**In the Matter of
Dominion Bitcoin Mining Company Ltd.,
Jason Edmund Dearborn,
Peter Scott Voldeng, and
Ronald James Frederick Gibbon**

Notice of First Appearance

To:
**Dominion Bitcoin Mining Company Ltd.
Jason Edmund Dearborn
Peter Scott Voldeng
Ronald James Frederick Gibbon**

TAKE NOTICE THAT you or a representative are to attend before a Panel of the Financial and Consumers Affairs Authority of Saskatchewan (the Authority) via teleconference on October 28, 2014 at 9:00 a.m. (CST) to set a date for a hearing into the matters alleged in the Statement of Allegations, dated September 11, 2014, a copy of which is attached hereto.


The teleconference number is: 

Pass code: 

TAKE NOTICE that you are entitled to be represented by legal counsel and to make representations on the return date;

AND FURTHER TAKE NOTICE that if you do not attend at the time and place as aforesaid, the conference call will proceed in your absence and the Panel of the Authority may set hearing dates in the above matter without further notice to you;

DATED at Regina, Saskatchewan on September 30, 2014.


Pat Murray
Registrar

For service on:

Dominion Bitcoin Mining Company Ltd.,
Jason Edmund Dearborn,
Peter Scott Voldeng, and
Ronald James Frederick Gibbon

Address for Service:

Roberson Stromberg LLP
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Note: Saskatchewan Policy Statement 12-602 *Procedure on Hearings and Reviews* (SP 12-602) sets out information on the procedures for this hearing. SP 12-602 can be found on the Authority's website at www.fcaa.gov.sk.ca.

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**STATEMENT OF ALLEGATIONS
OF STAFF OF THE FINANCIAL AND CONSUMER AFFAIRS
AUTHORITY OF SASKATCHEWAN**

To: **Dominion Bitcoin Mining Company Ltd.
Jason Edmund Dearborn
Peter Scott Voldeng
Ronald James Frederick Gibbon**

Staff of Financial and Consumer Affairs Authority of Saskatchewan (Staff of FCAA) make the following allegations:

The Respondents

1. The Respondent, Dominion Bitcoin Mining Company Ltd. (Dominion) is a federally incorporated business corporation incorporated pursuant to the laws of Canada, with a registered office located in Saskatoon, Saskatchewan.
2. The Respondent, Jason Edmund Dearborn (Dearborn) is a resident of Regina, Saskatchewan, and is, and at all material times was, a Director and shareholder of Dominion.
3. The Respondent, Peter Scott Voldeng (Voldeng) is a resident of Saskatoon, Saskatchewan, and is, and at all material times was, a Director, officer and shareholder of

Dominion.

4. The Respondent, Ronald James Frederick Gibbon (Gibbon) is a resident of Edmonton, Alberta, and is, and at all material times was, a Director, officer and shareholder of Dominion.

Contraventions of sections 27, 55.11 and 58 of *The Securities Act, 1988* (the Act)

5. In and around April, 2014 Dominion, through Dearborn, Voldeng and Gibbon, maintained a website at www.dominionbitcoin.com (the Website). The Website's content was created by Dearborn, Voldeng and Gibbon, in concert.
6. Dominion engaged in trading in securities by advertising or soliciting in furtherance of the sale of securities to members of the public on the Website. The details of such advertisements or solicitations include the following:
 - (a) On a page labelled "Corporate Structure", the Website stated, "There are ten provincially held entities that each contract with [Dominion]. Each of these Provincial Companies is 90% owned by [Dominion]. When you purchase a share you are purchasing assets [*sic*] from [Dominion] in the regional entities. You are purchasing shares as assets [*sic*]." The page identified the following as the ten provincial corporations: Grasslands Bitcoin, Red River Bitcoin, Algonquin Bitcoin, Bitcoin Nationale, Grand Banks Bitcoin, New Scotland Bitcoin, Acadian Bitcoin, GreenGables Bitcoin, Rocky Mountain Bitcoin, and Pacific Bitcoin;
 - (b) On a page labelled "BitCoin Information", the Website stated, "By taking part in our offering, you own a share in one of the ten provincial companies that own [Dominion]. That share allows you an equal part in EVERY SINGLE BITCOIN WE EVER MINE. Not one single portion of a bitcoin will ever be used for anything, including operations, without your consent, since shareholders may take part in any growth. This means we give you 'the gold'. 100% of all bitcoins goes to the shareholders.";
 - (c) On a page labelled "Regulatory Adherence", the Website stated, "Investment is being made directly into provincial corporations with local Presidents. The assets of these corporations are mining services agreements with [Dominion]. By this process all investors have direct recourse relative to their investment with corporate officers and the provincial securities commission that oversees investment process [*sic*].";
 - (d) On a page labelled "Mining 'the new frontier'", the Website stated, "If you are a sophisticated investor please feel free to peruse the rest of the site. Learn about bitcoins and learn how to share in the proceeds."; and
 - (e) On a page labelled "How to Invest", the Website provided a phone number, with area code 306, and an email address, and stated, "We are accepting investor [*sic*] from all ten provinces at this time. We will only accept Sophisticated investors and will require third party verification. based [*sic*] on your individual provincial

requirements.”

7. In carrying out the acts indicated in paragraphs 5 and 6, above, Dominion, through Dearborn, Voldeng and Gibbon, engaged in the business of trading in securities.
8. None of Dominion, Dearborn, Voldeng or Gibbon has ever registered as a “dealer” pursuant to Saskatchewan securities laws, and therefore, contravened clause 27(2)(a) of the Act.
9. The activities referred to in paragraphs 5 and 6, above, are trades that would be trades in previously unissued securities or trades in securities of an issuer by a promoter, incorporate or organizer of the issuer, and therefore, would be distributions of securities.
10. No preliminary prospectus relating to the distribution of the securities in Dominion was filed, and no receipt was issued for the same. No prospectus relating to the distribution of the securities in Dominion was filed and no receipts were issued for the same. Therefore, Dominion contravened subsection 58(1) of the Act.
11. Dominion did not file any reports pursuant to section 6.1 of National Instrument 45-106 *Prospectus and Registration Exemptions* (NI 45-106) claiming any of the exemptions in NI 45-106. There was no indication on the Website that any of the exemptions in NI 45-106 would be relied upon by Dominion to trade in securities.
12. There are not, and never were, ten provincially held companies that contract with Dominion or that are 90% owned by Dominion. There are not, and never were, ten provincial companies that own Dominion. Of the ten corporate names listed by Dominion on the Website, only one, Rocky Mountain Bitcoin, has ever existed. Rocky Mountain Bitcoin Mining Company Ltd. is a corporation incorporated pursuant to the laws of the province of Alberta. Gibbon is the only named director of this corporation.
13. In making the statements referred to in subparagraphs 6(a) – (c), above, Dominion, through Dearborn, Voldeng and Gibbon, made statements that each knew or reasonably ought to have known, were misleading or untrue in a material respect at the time and in light of the circumstances under which they were made. These statements would reasonably be expected to have a significant effect on the market price or value of Dominion securities, or securities issued by one of the named entities. Therefore, Dominion, Dearborn, Voldeng and Gibbon contravened subsection 55.11(1) of the Act.
14. Based on the above, Staff of FCAA ask the hearing panel to consider whether it is in the public interest to make the following orders:
 - (a) Pursuant to section 135.1 of the Act, Dominion, Dearborn, Voldeng and Gibbon shall jointly pay an administrative penalty to the Authority, in the amount of \$10,000; and

- (b) Pursuant to section 161 of the Act, Dominion, Dearborn, Voldeng and Gibbon shall pay the costs of or relating to the hearing in this matter.

DATED at Regina, Saskatchewan, this 11 day of *September*, 2014.



Dean Murrison
Director, Securities Division