

IN THE MATTER OF
THE *SECURITIES ACT*, RSNS 1989, CHAPTER 418, AS AMENDED (*Act*)

-and-

IN THE MATTER OF DE THOMAS WEALTH MANAGEMENT CORP. (Respondent)

ORDER
(Sections 134, 135 and 135A)

WHEREAS on February 4, 2025, the Nova Scotia Securities Commission (**Commission**) issued a Notice of Hearing to the Respondent pursuant to sections 134, 135, and 135A of the *Act*;

AND WHEREAS the Respondent entered into a Settlement Agreement with the Director of Enforcement for the Commission (**Director**) whereby it agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS the Director and the Respondent recommend approval of the Settlement Agreement;

AND WHEREAS the Commission is of the opinion that the Respondent has contravened Nova Scotia securities laws and it is in the public interest to make this order;

AND UPON reviewing the Settlement Agreement, and upon hearing submissions of counsel for the Director and counsel for the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated January 13, 2025, a copy of which is attached, is approved;
2. Pursuant to section 134(1)(a) of the *Act*, the Respondent will comply with Nova Scotia securities laws;
3. Pursuant to section 134(1)(h) of the *Act*, the Respondent is reprimanded;
4. Pursuant to section 135 of the *Act*, the Respondent shall forthwith pay an administrative penalty in the amount of thirty-six thousand dollars (\$36,000); and

5. Pursuant to section 135A of the *Act*, the Respondent shall forthwith pay costs in the amount of one thousand dollars (\$1,000) in connection with the investigation and conduct of this proceeding.

DATED at Halifax, Nova Scotia, this 14th day of February, 2025.

NOVA SCOTIA SECURITIES COMMISSION

(signed) "Tom Atkinson"

Tom Atkinson
Hearing Panel Chair

IN THE MATTER OF
THE *SECURITIES ACT*, RSNS 1989, CHAPTER 418, AS AMENDED (**the Act**)

-and-

IN THE MATTER OF DE THOMAS WEALTH MANAGEMENT CORP.
(**the Respondent**)

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The parties to this Settlement Agreement (**Agreement**) are the Respondent, De Thomas Wealth Management Corp. (**the Respondent**) and the Director of Enforcement for the Nova Scotia Securities Commission, Enforcement Branch (**the Director**).
2. The parties agree the Nova Scotia Securities Commission (**the Commission**) has jurisdiction over this matter.
3. The parties agree to recommend to the Commission approval of this Agreement in accordance with the terms and process set out herein.

PART II – PROCEDURE FOR APPROVAL OF THE AGREEMENT

4. The Director agrees to request that a Notice of Hearing be issued setting down a hearing (**Settlement Hearing**) wherein the Commission will consider whether it is in the public interest to approve this Agreement and to issue an order in the form attached as **Schedule "A"**.
5. The parties agree that this Agreement constitutes the entirety of evidence to be submitted to the Commission at the Settlement Hearing.
6. The Director agrees to recommend that the allegations acknowledged and admitted by the Respondent be resolved and disposed of in accordance with this Agreement.
7. The parties acknowledge that this Agreement will become a public document upon its approval by the Commission at the Settlement Hearing.

PART III – STATEMENT OF AGREED FACTS

8. The Director and the Respondent agree with the facts and conclusions set out in this Agreement.
9. The Respondent is an exempt market and mutual fund dealer with its head office in Richmond Hill, Ontario.

10. Since 2002, the Respondent has been a member of the Mutual Fund Dealers Association of Canada (**MFDA**) and registered as an exempt market and mutual fund dealer in Ontario. In addition to Ontario, the Respondent is presently registered in one or both of the exempt market and mutual fund dealer categories in the Yukon, British Columbia, Saskatchewan, Alberta, Manitoba, New Brunswick, and Quebec.
11. The Respondent became registered in Nova Scotia as a mutual fund dealer on or about September 11, 2024. The Respondent and its individual dealing representatives had not been registered in Nova Scotia prior to this date.
12. Prior to becoming registered in Nova Scotia, the Respondent had twenty-one (21) clients residing in Nova Scotia with assets under management. These clients relocated to Nova Scotia as existing clients of the Respondent or became the Respondent's clients between July 2009 and January 2024.
13. While unregistered, the Respondent provided dealer services to these clients, including buying and selling securities, through individual dealing representatives.
14. The Respondent's activity with respect to Nova Scotia clients was discovered in 2024 when the Respondent applied to be registered in Nova Scotia and New Brunswick.
15. By providing dealer services to Nova Scotia clients without registration, the Respondent acted as a dealer without being registered to do so in violation of sections 31(1) and 31(4) of the *Act*.
16. The MFDA sanctioned the Respondent in 2009 and 2019 for violations of MFDA Rules and Policies pertaining to supervision and other issues (MFDA files 200921 and 2018133, respectively). The Respondent has no history of proceedings before the Commission.

PART IV – STATEMENT OF ALLEGATIONS ACKNOWLEDGED AND ADMITTED BY THE RESPONDENT

17. The Respondent admits the facts set forth in Part III herein and acknowledges that it violated Nova Scotia securities laws.
18. The Respondent acknowledges and admits that it violated sections 31(1) and 31(4) of the *Act*.
19. The Respondent acknowledges that more than \$20,000 in annual registration fees would have been payable to the Commission if the Respondent and its dealing representatives had been registered in Nova Scotia during the relevant period as required. These fees would have been mitigated for a portion of that period had the Respondent met the filing and notice requirements of the client mobility exemptions pursuant to ss 2.2 and 8.30 of NI 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations (NI 31-103)*.

JP *ad*

20. The Respondent acknowledges that its actions undermined investor confidence in the fairness and efficiency of capital markets and were contrary to the public interest.

PART V – MITIGATING FACTORS

21. The Respondent acknowledges and accepts responsibility for its conduct that is the subject matter of this Agreement.
22. The Respondent cooperated with the investigation of this matter.
23. The Respondent's Nova Scotia clients have not made any complaints to the Commission regarding their accounts with the Respondent.
24. The Respondent has taken steps to become registered in compliance with Nova Scotia securities laws.
25. The Respondent did not solicit or seek clients in Nova Scotia during the relevant time.
26. An administrative penalty of \$36,000 is proportionately significant given the Respondent's size and resources.
27. The Respondent states it mistakenly provided services to its Nova Scotia clients under a misapprehension of the requirements of the client mobility exemptions found in NI 31-103 and that its violations of the registration requirements were inadvertent, not intentional.

PART VI – TERMS OF SETTLEMENT

28. The terms of settlement are set forth in this Agreement and in the order contained in **Schedule "A"** to this Agreement, which is expressly incorporated herein.
29. The Respondent consents to the order contained in **Schedule "A"**.
30. The terms of settlement as set out in the order contained in **Schedule "A"** are as follows:
 - (a) Pursuant to section 134(1)(a) of the *Act*, the Respondent will comply with Nova Scotia securities laws;
 - (b) Pursuant to section 134(1)(h) of the *Act*, the Respondent will be reprimanded by the Commission;
 - (c) Pursuant to section 135 of the *Act*, the Respondent shall forthwith pay an administrative penalty in the amount of thirty-six thousand dollars (\$36,000); and



- (d) Pursuant to section 135A of the *Act*, the Respondent shall forthwith pay costs in the amount of one thousand dollars (\$1,000) in connection with the investigation and conduct of this proceeding.

PART VII – COMMITMENTS

31. If this Agreement is approved and the order as set out in **Schedule “A”** is granted, the parties agree to waive any right to a full hearing and judicial review and appeal of this matter.
32. If this Agreement is approved by the Commission, the parties will not in any way make any statement, public or otherwise, that is inconsistent with the terms of this Agreement.
33. If this Agreement is approved by the Commission, the Respondent agrees to abide by all terms of this Agreement.
34. If, for any reason whatsoever, this Agreement is not approved, or the order set forth in **Schedule “A”** is not granted by the Commission:
- (a) The Director and the Respondent will be entitled to proceed to a hearing of the allegations that are the subject matter of this Agreement unaffected by the Agreement or the settlement negotiations;
 - (b) The negotiations, the terms of the Agreement and the Agreement will not be raised in any other proceeding or disclosed to any person except with the written consent of the Director and the Respondent or as may otherwise be required by law; and
 - (c) The Respondent agrees that it will not raise in any proceeding the Agreement or the negotiations thereof as a basis of any attack or challenge of the Commission’s jurisdiction, alleged bias, appearance of bias, alleged unfairness or any other challenge that may otherwise be available.
35. The Respondent acknowledges that the Director has the discretion to withdraw from this Agreement if additional facts or issues are discovered that cause her to conclude that it would not be in the public interest to request approval of this Agreement. In the event of such withdrawal, notice will be provided to the Respondent in writing and the provisions of paragraph 34 of this Agreement will apply.


PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

36. The Director or the Respondent may refer to any or all parts of this Agreement as required by Rule 15-501 *General Rules of Practice and Procedure* and in the course of the Settlement Hearing. Otherwise, this Agreement and its terms will be treated as confidential by all parties to it until approved by the Commission, and forever if, for any reason whatsoever, this settlement is not approved by the Commission.


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PART IX – EXECUTION OF SETTLEMENT AGREEMENT

37. This Agreement may be signed in one or more counterparts that together shall constitute a binding agreement and a facsimile copy of any signature shall be as effective as an original signature.

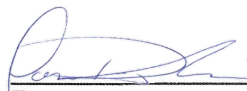
DATED at Richmond Hill, this 13 day of Januaury, ~~2024~~ ²⁰²⁵ 

SIGNED, SEALED AND DELIVERED
in the presence of



Witness (print name)
Tony De Thomasis

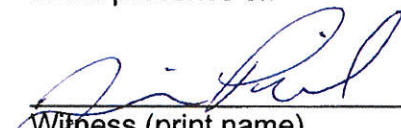
**DE THOMAS WEALTH MANAGEMENT
CORP.**




Per: Jason De Thomasis

DATED at Halifax, Nova Scotia, this 19 day of DECEMBER, 2024.

SIGNED, SEALED AND DELIVERED
in the presence of:



Witness (print name)
Jennie Pick



Stephanie Atkinson
Director of Enforcement
Nova Scotia Securities Commission
Enforcement Branch

SCHEDULE "A"

IN THE MATTER OF
THE SECURITIES ACT, RSNS 1989, CHAPTER 418, AS AMENDED (**Act**)

-and-

IN THE MATTER OF DE THOMAS WEALTH MANAGEMENT CORP. (**Respondent**)

ORDER
(Sections 134, 135 and 135A)

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AND WHEREAS the Commission is of the opinion that the Respondent has contravened Nova Scotia securities laws and it is in the public interest to make this order;

AND UPON reviewing the Settlement Agreement, and upon hearing submissions of counsel for the Director and counsel for the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated _____, 2024, a copy of which is attached, is approved;
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3. Pursuant to section 134(1)(h) of the *Act*, the Respondent is reprimanded;
4. Pursuant to section 135 of the *Act*, the Respondent shall forthwith pay an administrative penalty in the amount of thirty-six thousand dollars (\$36,000); and



5. Pursuant to section 135A of the *Act*, the Respondent shall forthwith pay costs in the amount of one thousand dollars (\$1,000) in connection with the investigation and conduct of this proceeding.

DATED at Halifax, Nova Scotia, this day of , 2024.

NOVA SCOTIA SECURITIES COMMISSION

(Chair)

