

IN THE MATTER OF THE *SECURITIES ACT*,
R.S.N.S. 1989, CHAPTER 418, AS AMENDED (“**Act**”)

- AND -

IN THE MATTER OF YI (PHIL) HU, BERINGCO INT’L GROUP INC. AND ATLANTIC
RESOURCES PARTNERSHIP INC. (collectively the “**Respondents**”)

ORDER

(Sections 134, 135, 135A)

WHEREAS on April 24, 2025 the Nova Scotia Securities Commission (the “**Commission**”) issued an Amended Notice of Hearing to the Respondents pursuant to Sections 134, 135 and 135A of the Act;

AND WHEREAS the Respondents entered into a settlement agreement with the Director of Enforcement for the Commission, whereby they agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS the Director of Enforcement and the Respondents recommended approval of the settlement agreement;

AND WHEREAS the Commission is of the opinion that the Respondents have contravened Nova Scotia securities laws and it is in the public interest to make this Order;

AND UPON reviewing the settlement agreement and the Notice of Hearing, and upon hearing submissions of counsel for the Director of Enforcement and the Respondents;

IT IS HEREBY ORDERED, pursuant to Sections 134, 135 and 135A of the Act, that:

- i. the settlement agreement dated April 16, 2025, a copy of which is attached, is approved;
- ii. pursuant to Section 134(h) of the Act, the Respondents are reprimanded;
- iii. pursuant to Section 134(1)(a) of the Act, the Respondents shall comply with, and cease contravening Nova Scotia securities laws;
- iv. pursuant to Section 134(1)(b) of the Act, the Respondents shall cease trading in securities for a period of five (5) years from the date of issuance of this Order unless trading on their own behalf through a registrant of the Commission;
- v. pursuant to section 134(1)(c) of the Act, the exemptions contained in Nova Scotia securities laws shall not apply to the Respondents for a period of five (5) years from the date of issuance of this Order;

- vi. pursuant to section 134(1)(d)(ii) of the Act, the Respondent Yi Hu is prohibited from becoming or acting as a director or officer of any issuer or registrant for a period of five (5) years from the date of issuance of this Order;
- vii. pursuant to section 134(1)(g) of the Act, the Respondents are prohibited from becoming or acting as a registrant or promoter for a period of five (5) years from the date of issuance of this Order;
- viii. pursuant to Section 135 of the Act, the Respondents shall, jointly and severally, pay an administrative penalty in the amount of One-Hundred and Seventy Thousand dollars (\$170,000.00) forthwith; and
- ix. pursuant to Section 135A of the Act, the Respondents shall, jointly and severally, pay costs in connection with the investigation and conduct of the proceedings before the Commission in the amount of Seven Thousand and Five Hundred dollars (\$7,500.00) forthwith.

DATED at Halifax, Nova Scotia, this 16th day of September, 2025.

NOVA SCOTIA SECURITIES COMMISSION


Heidi Walsh-Sampson, K.C.
Hearing Panel Chair

Jason Cooke, K.C.
Commissioner

- vi. pursuant to section 134(1)(d)(ii) of the Act, the Respondent Yi Hu is prohibited from becoming or acting as a director or officer of any issuer or registrant for a period of five (5) years from the date of issuance of this Order;
- vii. pursuant to section 134(1)(g) of the Act, the Respondents are prohibited from becoming or acting as a registrant or promoter for a period of five (5) years from the date of issuance of this Order;
- viii. pursuant to Section 135 of the Act, the Respondents shall, jointly and severally, pay an administrative penalty in the amount of One-Hundred and Seventy Thousand dollars (\$170,000.00) forthwith; and
- ix. pursuant to Section 135A of the Act, the Respondents shall, jointly and severally, pay costs in connection with the investigation and conduct of the proceedings before the Commission in the amount of Seven Thousand and Five Hundred dollars (\$7,500.00) forthwith.

DATED at Halifax, Nova Scotia, this 16th day of September, 2025.

NOVA SCOTIA SECURITIES COMMISSION

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IN THE MATTER OF THE SECURITIES ACT
R.S.N.S. 1989, CHAPTER 418, AS AMENDED (the “Act”)

- AND -

IN THE MATTER OF YI (PHIL) HU, BERINGCO INT’L GROUP INC. AND ATLANTIC
RESOURCES PARTNERSHIP INC. (collectively the “Respondents”)

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The parties to this Settlement Agreement (“**Agreement**”) are the Respondents, Yi (Phil) Hu (“**Hu**”), Beringco Int’l Group Inc. (“**Beringco**”), Atlantic Resource Partnership Inc. (“**ARP**”) [collectively, the “**Respondents**”] and the Director of Enforcement for the Nova Scotia Securities Commission (the “**Director of Enforcement**”).
2. The parties agree that 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 of Enforcement 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 hereto 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 of Enforcement agrees to recommend that the allegations acknowledged and admitted by the Respondents 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

Acknowledgment

8. The Director of Enforcement and the Respondents agree with the facts and conclusions set out in this Part of the Agreement.

The Respondents

9. At all material times hereto, Hu was resident and conducted operations in Nova Scotia.
10. Beringco is a Nova Scotia Limited Company. Beringco's registered head office is located at 156-1083 Queen Street in Halifax, Nova Scotia.
11. ARP is an extra-provincial corporation incorporated pursuant to the *Canada Business Corporations Act*. ARP's registered head office is located at 620 Nine Mile Drive, Suite 208 in Bedford, Nova Scotia.
12. Hu is the sole Director and Officer of both Beringco and ARP.
13. At no time were Beringco or ARP reporting issuers in Nova Scotia or any other Canadian jurisdiction.
14. The Respondents are not, nor have they ever been registrants in Nova Scotia or elsewhere in Canada.
15. No prospectus or preliminary prospectus has been filed by or on behalf of the Respondents with the Commission nor has the Commission issued any receipt for a prospectus or preliminary prospectus.
16. The Respondents have not filed any reports of trades with the Commission relying on exemptions in Nova Scotia securities laws to distribute or sell securities in Nova Scotia.

The Complainant and their Dealings with the Respondents

17. The Complainant, AA ["AA" or the "Complainant"] is an individual residing in Nova Scotia.
18. AA is a Chinese citizen who immigrated from China to Nova Scotia in 2021 subsequent to their dealings with the Respondents.
19. In 2018, AA was living in China and decided to immigrate to Canada.
20. In or about November of 2018, AA attended an event in China. Hu was a guest speaker at the event and delivered a presentation in Mandarin regarding the Canadian investment environment. During the event, AA met and spoke with Hu in person.
21. Hu represented to AA that he and Beringco specialized in assisting Chinese citizens with immigration to Canada and that he and Beringco would be able to assist AA with immigrating to Nova Scotia.

22. AA and Beringco subsequently entered into a "Business/Investment Consulting" agreement (the "**Investment Agreement**") on or about November 22, 2018, to assist with AA's immigration process.
23. Pursuant to the Investment Agreement, Beringco agreed to provide AA with various services, including facilitating investments in Nova Scotian companies and assisting AA with making professional connections in Nova Scotia for immigration purposes in exchange for consulting fees in the amount of \$40,000.00.
24. The Investment Agreement specifies that "*subsequent services and process for immigration*" were excluded from the agreement and would be provided by Beringco in an arrangement separate from the Investment Agreement.
25. On or about March 6, 2019, AA and Beringco entered into a second agreement titled "Deposit Agreement" (the "**Deposit Agreement**").
26. The Deposit Agreement provides that Beringco is responsible for holding investment funds in trust for AA, and that the funds held in trust were to be transferred to an "*investment project in Nova Scotia*" within five business days of AA receiving a nomination letter from the Nova Scotia Office of Immigration.
27. The Respondents acknowledge and admit that the Deposit Agreement was an investment contract pursuant to subsection 2(1)(xiv) of the Act and that its execution constituted distribution of a security.
28. On April 19, 2019, AA transferred funds to Beringco in the amount of \$100,322.00 pursuant to the Deposit Agreement on the instructions of Hu and Beringco.
29. Beringco subsequently connected AA with a Nova Scotia corporation ("**KRS**") which is not party to this proceeding. AA began communicating with KRS while still living in China. AA later received an offer of employment with KRS. Following the offer of employment from KRS, AA's nomination for immigration to Nova Scotia was approved.
30. On or about April 24, 2019, Beringco delivered an email to AA, instructing AA to make payment in the amount of \$99,668.00 directly to KRS in exchange for common shares of KRS. Beringco's email specified that the KRS offering was \$100,122.00 for 191 common shares of KRS, and that Beringco would pay the \$454.00 difference in the purchase price to KRS using AA's \$103,322.00 deposit that was being held in trust by Beringco.
31. Pursuant to Beringco's instructions, AA transferred funds directly to KRS in the amount of \$99,668.00. AA subsequently received certificates from KRS for 191 common shares of KRS for this transaction.
32. In 2021, AA arrived in Nova Scotia and began working at KRS.

33. After arriving in Nova Scotia, AA met with Hu in person on numerous occasions and inquired as to the status of their \$103,322.00 investment with Beringco.
34. Hu assured AA that Beringco would invest the funds on AA's behalf as agreed and that Beringco was just waiting for the right project to invest AA's funds.
35. Hu subsequently began ignoring AA, and did not respond to AA's inquiries as to the status of the investment funds.
36. To date, AA has been unable to make contact with Hu or Beringco to ascertain the status of the \$100,332.00 transferred to Beringco for the purposes of investment in a Nova Scotia company.
37. AA's investment funds were transferred from Beringco's accounts to an account controlled by ARP without AA's knowledge or consent.
38. To date, AA has received no share certificates, or anything at all from Hu, Beringco, or ARP in exchange for the \$103,322.00 investment transferred to Beringco on April 19, 2019.

Violations of Nova Scotia Securities Laws

39. The Respondents admit to the following breaches of Nova Scotia securities laws:
 - a. By soliciting investments from, providing advice to, and distributing securities to the Complainant without being registered to do so, the Respondents acted as a dealer and advisor in violation of section 31 of the Act.
 - b. By using the Complainant's desire to immigrate to Nova Scotia to extract investment funds from the Complainant, failing to disclose in sufficient detail the risks associated with investing in securities, failing to use or transmit the Complainant's investment funds as promised and represented, and disposing of the Complainant's investment funds without the knowledge or consent of the Complainant, the Respondents engaged in unfair practice and violated section 44A(2) of the Act.
 - c. By distributing securities in Nova Scotia without having filed a prospectus or preliminary prospectus with the Commission and without available exemptions in Nova Scotia securities laws, the Respondents violated section 58(1) of the Act.
 - d. The Respondents made misleading or untrue statements to the Complainant regarding the use of their investment funds in violation of Sections 44A(2), 132B(1), and 50(2) of the Act.
 - e. The Respondents' conduct was contrary to the public interest and undermined investor confidence in the fairness and efficiency of the capital markets.

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

- 40. The Respondents admits the facts set forth in Part III herein and acknowledges that they violated Nova Scotia securities laws.
- 41. The Respondents acknowledge and admit that they violated Section 31 of the Act.
- 42. The Respondents acknowledge and admit that they violated Section 44A(2) of the Act.
- 43. The Respondents acknowledge and admit that they violated Section 58(1) of the Act.
- 44. The Respondents acknowledge and admit that they violated Section 50(2) of the Act.
- 45. The Respondents acknowledge and admit that they violated Section 132B(1) of the Act.
- 46. The Respondents acknowledge that their conduct undermined investor confidence in the fairness and efficiency of capital markets and was contrary to the public interest.

PART V - MITIGATING FACTORS

- 47. The Respondents acknowledge and accept responsibility for their conduct which is the subject matter of this Agreement.
- 48. The Respondents have no past record of violations of Nova Scotia securities laws.
- 49. The Respondents fully cooperated with Enforcement Staff's investigation of this matter.
- 50. The Respondents recognize the seriousness of their conduct and are remorseful.
- 51. The Respondents state that the Complainant's investment funds were invested into ARP pursuant to the Deposit Agreement. The Respondents state that they failed to issue share certificates of ARP to the Complainant after the funds were invested as a result of neglect on their part and accept full responsibility for the same.
- 52. The monetary penalties are proportionately severe relative to the Respondents' specific circumstances.

PART VI – TERMS OF SETTLEMENT

- 53. The terms of settlement are set forth in the Order contained in Schedule "A" to this Agreement which is expressly incorporated herein.

54. The Respondents consent to the Order contained in Schedule "A".
55. The terms of the settlement as set out in the Order contained in Schedule "A" are as follows:
- i. the settlement agreement dated _____, 2025, a copy of which is attached, is approved;
 - ii. pursuant to Section 134(h) of the Act, the Respondents are reprimanded;
 - iii. pursuant to Section 134(1)(a) of the Act, the Respondents shall comply with, and cease contravening Nova Scotia securities laws;
 - iv. pursuant to Section 134(1)(b) of the Act, the Respondents shall cease trading in securities for a period of five (5) years from the date of issuance of this Order, unless trading on their own behalf through a registrant of the Commission;
 - v. pursuant to section 134(1)(c) of the Act, the exemptions contained in Nova Scotia securities laws shall not apply to the Respondents for a period of five (5) years from the date of issuance of this Order;
 - vi. pursuant to section 134(1)(d)(ii) of the Act, Hu is prohibited from becoming or acting as a director or officer of any issuer or registrant for a period of five (5) years from the date of issuance of this Order;
 - vii. pursuant to section 134(1)(g) of the Act, the Respondents are prohibited from becoming or acting as a registrant or promoter for a period of five (5) years from the date of issuance of this Order;
 - viii. pursuant to Section 135 of the Act, the Respondents shall, jointly and severally, pay an administrative penalty in the amount of One-Hundred and Seventy Thousand dollars (\$170,000.00) forthwith; and
 - ix. pursuant to Section 135A of the Act, the Respondents shall, jointly and severally, pay costs in connection with the investigation and conduct of the proceedings before the Commission in the amount of Seven Thousand and Five Hundred dollars (\$7,500.00) forthwith.

PART VII – COMMITMENTS

56. 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.

57. 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.
58. If this Agreement is approved by the Commission, the Respondents agree to abide by all terms of this Agreement.
59. 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 of Enforcement and the Respondents will be entitled to proceed to a hearing of the allegations which are the subject matter of this Agreement unaffected by the Agreement or the settlement negotiations;
 - b. The negotiations, the terms of this Agreement, and this Agreement will not be raised in any other proceeding or disclosed to any person except with the written consent of the Director of Enforcement and the Respondents or as may otherwise be required by law; and
 - c. The Respondents agree that it will not raise in any proceeding the Agreement or the negotiations or process of approval 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.
60. The Respondents acknowledge that the Director of Enforcement has the discretion to withdraw from this Agreement if, prior to the approval of this Agreement by the Commission in the view of the Director of Enforcement, 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 Respondents in writing. In the event of such notice being given, the provisions of paragraph 59 in this Part will apply as if this Agreement had not been approved in accordance with the procedures set out herein.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

61. The Director of Enforcement or the Respondents 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 Settlement 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.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

62. The Respondents acknowledge that Orders made by the Commission may form the basis for parallel Orders in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions may allow Orders made in this matter to take effect in those other jurisdictions automatically without notice to the Respondents.

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

DATED at Halifax, Nova Scotia, this 10 day of April, 2025

SIGNED, SEALED AND DELIVERED in
the presence of:

Witness:

Witness:

Witness:

Yi (Phil) Hu

Beringco Int'l Group Inc.

Per

Atlantic Resource Partnership Inc.

Per

DATED at Halifax, Nova Scotia, this 16 day of APRIL, 2025

SIGNED, SEALED AND DELIVERED in
the presence of:

Witness:

Stephanie Atkinson
Director of Enforcement
Nova Scotia Securities Commission

SCHEDULE "A"

IN THE MATTER OF THE SECURITIES ACT
R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")

- AND -

IN THE MATTER OF YI (PHIL) HU, BERINGCO INT'L GROUP INC. AND ATLANTIC
RESOURCES PARTNERSHIP INC. (collectively the "Respondents")

ORDER

(Sections 134, 135, 135A)

WHEREAS on _____, 2025 the Nova Scotia Securities Commission (the "Commission") issued a Notice of Hearing to the Respondents pursuant to Sections 134, 135 and 135A of the Act;

AND WHEREAS the Respondents entered into a settlement agreement with the Director of Enforcement for the Commission, whereby it agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS the Director of Enforcement and the Respondents recommended approval of the settlement agreement;

AND WHEREAS the Commission is of the opinion that the Respondents have contravened Nova Scotia securities laws and it is in the public interest to make this Order;

AND UPON reviewing the settlement agreement and the Notice of Hearing, and upon hearing submissions of counsel for the Director of Enforcement and the Respondents;

IT IS HEREBY ORDERED, pursuant to Sections 134, 135 and 135A of the Act, that:

- i. the settlement agreement dated _____, 2025, a copy of which is attached, is approved;
- ii. pursuant to Section 134(h) of the Act, the Respondents are reprimanded;
- iii. pursuant to Section 134(1)(a) of the Act, the Respondents shall comply with, and cease contravening Nova Scotia securities laws;
- iv. pursuant to Section 134(1)(b) of the Act, the Respondents shall cease trading in securities for a period of five (5) years from the date of issuance of this Order unless trading on their own behalf through a registrant of the Commission;
- v. pursuant to section 134(1)(c) of the Act, the exemptions contained in Nova Scotia securities laws shall not apply to the Respondents for a period of five (5) years from the date of issuance of this Order;

- vi. pursuant to section 134(1)(d)(ii) of the Act, Hu is prohibited from becoming or acting as a director or officer of any issuer or registrant for a period of five (5) years from the date of issuance of this Order;
- vii. pursuant to section 134(1)(g) of the Act, the Respondents are prohibited from becoming or acting as a registrant or promoter for a period of five (5) years from the date of issuance of this Order;
- viii. pursuant to Section 135 of the Act, the Respondents shall, jointly and severally, pay an administrative penalty in the amount of One-Hundred and Seventy Thousand dollars (\$170,000.00) forthwith; and
- ix. pursuant to Section 135A of the Act, the Respondents shall, jointly and severally, pay costs in connection with the investigation and conduct of the proceedings before the Commission in the amount of Seven Thousand and Five Hundred dollars (\$7,500.00) forthwith.

DATED at Halifax, Nova Scotia, this ____ day of _____, 2025.

NOVA SCOTIA SECURITIES COMMISSION

(Chair)