

ALBERTA SECURITIES COMMISSION

Citation: Re GIC Capital Corp., 2025 ABASC 71

File No.: ENF-013370

Date: 20250513

NOTICE OF HEARING

To: **GIC Capital Corp., Maljaars Financial Inc., Jeff Barrie Wilkie and Robert Jacob Maljaars (Respondents)**

Notice: The Alberta Securities Commission (the **Commission**) will convene at 9:00 a.m. on Tuesday, July 15, 2025, or as otherwise directed (the **Set Date Hearing**), at Calgary, Alberta, to set a date or dates for the conduct of a hearing regarding the allegations in this Notice (the **Merits Hearing**). At the Merits Hearing, the Commission will consider whether the allegations have been proven. If so, the Commission will subsequently consider whether it is in the public interest to make orders against you under sections 198, 199, and 202 of the *Securities Act*, RSA 2000, c. S-4, as amended (the *Act*).

Location: Alberta Securities Commission, 5th Floor, 250 – 5 Street S.W., Calgary, Alberta.

Procedure:

1. You may obtain disclosure and further information about particulars of the allegations in this Notice from Amanda Goodwin, c/o Alberta Securities Commission, 600, 250 - 5 Street SW, Calgary, Alberta, T2P 0R4, telephone: 403.355.4315, email: amanda.goodwin@asc.ca.
2. You may be represented by legal counsel or represent yourself. You or your legal counsel may make representations at the Set Date Hearing as part of the process for scheduling the Merits Hearing and the hearing management sessions that will take place between the Set Date Hearing and the Merits Hearing. At the Merits Hearing, you or your legal counsel may make representations and introduce relevant evidence regarding the allegations in this Notice.
3. If you or your legal counsel fail to attend the Set Date Hearing, the scheduling of the Merits Hearing and the hearing management sessions may proceed in your absence without further notice, and the Merits Hearing itself may proceed in your absence without further notice, following which orders may be made against you.

See attached sections 29, 93, 93.1, 198, 199 and 202 of the Act, and Commission Rule 15-501 – Rules of Practice and Procedure for Commission Proceedings.

Reciprocation: Take notice that orders or settlements 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 further notice to you. If an order is made or a settlement agreement is reached in relation to this Notice, you should contact the securities regulator of any other jurisdiction in which you may intend to engage in any securities related activities.

Allegations

Parties

1. Jeff Barrie Wilkie (**Wilkie**) is a Calgary resident.
2. Robert Jacob Maljaars (**Maljaars**) resides near Coalhurst, Alberta.
3. GIC Capital Corp. (**GIC**) was incorporated in Alberta in 2014 and maintains a registered office in Calgary, Alberta.
4. Wilkie and Maljaars are directors of GIC, and Wilkie is its sole shareholder. Wilkie and Maljaars are signing authorities on GIC's bank accounts.
5. Maljaars Financial Inc. (**MFI**) was incorporated in British Columbia in 2006 and has been registered in Alberta since 2014. MFI maintains registered offices in Coalhurst, Alberta and Chilliwack, British Columbia.
6. Maljaars is the sole director and officer of MFI, and has signing authority on MFI's bank accounts.
7. Wilkie and Maljaars carry out the day-to-day functions of GIC. Wilkie's role is to seek out and deal with investors, while Maljaars is primarily responsible for banking on behalf of GIC and MFI.
8. Wilkie and Maljaars are the guiding minds of GIC, and Maljaars is the guiding mind of MFI.

Circumstances

9. GIC purports to be in the business of providing funding for social impact projects through contracts it describes as "joint venture agreements" (**JVAs**) or "joint venture funding agreements" (**JVFAs**).
10. From January 1, 2020 to August 31, 2024 (the **Relevant Period**), GIC raised at least \$2.7 million CAD and \$1.9 million USD from investors by distributing JVAs and JVFs to individuals and organizations in Canada and the United States.

11. Under the JVAs and JVFA's, investors provided funds to GIC with the expectation of receiving returns in the form of interest or tranches of project funding, and with the expectation that principal would be returned at the end of the contract term.
12. The JVAs and JVFA's were securities within the meaning of section 1(ggg) of the *Act*.
13. GIC told some investors that money invested with GIC pursuant to the JVAs and JVFA's would be held safely in a segregated trust account and would not be moved from the account, used for any other purpose or put at risk.
14. The segregated trust account was purportedly the means by which GIC accessed or generated profits they distributed to investors as returns.
15. Instead of holding investment principal in the segregated trust account as claimed, GIC often used it to pay returns to other investors, to pay personal expenses, and/or for other unauthorized purposes, sometimes after first moving it from GIC bank accounts to MFI bank accounts.
16. GIC did not pay interest or project funding to investors as promised, and did not return investment principal upon request nor at the end of the contract terms. GIC's investors suffered substantial or total losses.

Fraudulent course of conduct

17. During the Relevant Period, the Respondents:
 - 17.1 deceived investors by providing false and misleading information about the safety, accessibility and intended use of funds invested with GIC;
 - 17.2 did not hold investment principal safely in a segregated trust account as claimed; and
 - 17.3 instead, often used investment principal to pay returns to other investors, to pay personal expenses and/or for other unauthorized purposes;
 (collectively, the **Prohibited Acts**).
18. In carrying out the Prohibited Acts, the Respondents placed the pecuniary interests of GIC's investors at risk and/or caused actual loss.
19. In carrying out the Prohibited Acts, the Respondents had subjective knowledge of the Prohibited Acts, and had subjective knowledge that the Prohibited Acts could put the pecuniary interests of GIC's investors at risk.
20. In carrying out the Prohibited Acts, the Respondents engaged or participated directly or indirectly in an act, practice or course of conduct relating to GIC securities that they knew or ought to have known may perpetrate a fraud on GIC's investors.

Failure to comply with Commission decision

21. On June 10, 2024, the Commission made an interim cease trade order (**ICTO**) prohibiting the Respondents from trading in securities issued by GIC and MFI.
22. In July and August of 2024, GIC and Wilkie engaged in trades, and acts in furtherance of trades, of JVAs and/or JVFA's issued by GIC.
23. GIC and Wilkie failed to comply with a decision of the Commission made under Alberta securities laws.

Breaches

24. As a result of the above, Staff allege that:
 - 24.1 GIC, MFI, Wilkie and Maljaars breached section 93(1)(b) of the *Act* by engaging directly or indirectly in an act, practice or course of conduct relating to GIC securities that they knew or reasonably ought to have known may perpetrate a fraud on GIC's investors;
 - 24.2 GIC and Wilkie breached section 93.1 of the *Act* by failing to comply with a decision of the Commission made under Alberta securities laws; and
 - 24.3 Wilkie and Maljaars authorized, permitted or acquiesced in GIC's breaches of the *Act*, and Maljaars authorized, permitted or acquiesced in MFI's breach of the *Act*.

Calgary, Alberta, 13 May, 2025.

) ALBERTA SECURITIES COMMISSION
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) *"Original Signed By"*
) _____
) Samir Sabharwal
) Executive Director