

ALBERTA SECURITIES COMMISSION

File No.: ENF-012393

Citation: Re Nathoo, 2026 ABASC 133

Date: 2026-10-13

SETTLEMENT AGREEMENT AND UNDERTAKING

Alnoor Fatehali Nathoo

Regulatory Message

Market manipulation strikes at the heart of capital markets. The integrity of these markets relies on prices being established through legitimate, arm's-length transactions that reflect genuine supply and demand. When participants engage in manipulative trading practices, they distort the price discovery process and mislead investors. When insiders fail to satisfy their insider reporting obligations, they deprive investors, the market and securities regulators of important information. This conduct is harmful to investors and erodes confidence in the fairness and transparency of capital markets.

Market integrity is not negotiable. Manipulative trading and failures to comply with insider reporting requirements are fundamentally incompatible with core regulatory objectives of investor protection, market fairness and public trust. The Alberta Securities Commission will take firm and proportionate action against the serious threat such misconduct poses to the credibility and efficiency of our capital market.

Agreed Facts

Introduction

1. Staff of the Alberta Securities Commission (**Staff** and **Commission**, respectively) conducted an investigation into Alnoor Fatehali Nathoo (**Nathoo**) to determine if Alberta securities laws had been breached.
2. After conducting the investigation, Staff issued a Notice of Hearing on April 2, 2024 (*Re Mohamed*, 2024 ABASC 57) (the **NOH**), alleging that Nathoo, as well as Rahim Shiraz A-K Mohamed (also known as Rahim Shiraz Ali Abdul Karim Karmali Mohamed) (**Mohamed**), Marc Evan Levy and Michael Baron (**Baron**) (collectively, the **Respondents**) breached Alberta securities laws. The Notice of Hearing specifically alleged that Nathoo:
 - 2.1 breached section 93(1)(a) of the *Securities Act*, RSA 2000, c S-4, as amended (**Act**) by directly or indirectly engaging or participating, or attempting to engage or

participate, in an act, practice or course of conduct related to a security that they knew or reasonably ought to have known may result in or contribute to:

2.1.1 a false or misleading appearance of trading activity in a security, or

2.1.2 an artificial price for a security; and

2.2 breached section 182 of the *Act* by failing to make disclosure and file reports as an insider of Softlab in accordance with insider reporting requirements in part 3 of National Instrument 55-104 *Insider Reporting Requirements and Exemptions (NI 55-104)*.

3. The Executive Director of the Commission (the **Executive Director**) entered into a Settlement Agreement and Undertaking with Baron on May 29, 2025 (*Re Baron*, 2025 ABASC 76). The Executive Director withdrew the allegations against Baron in the NOH that same day by issuing a Notice of Withdrawal (*Re Baron*, 2025 ABASC 77).
4. The Executive Director withdrew the allegations against Mohamed in the NOH on December 12, 2025, by issuing a Notice of Withdrawal (*Re Mohamed*, 2025 ABASC 164).
5. The investigation confirmed and Nathoo admits that he breached those sections of the *Act* referred to in this Settlement Agreement and Undertaking (**Agreement**).
6. Solely for securities regulatory purposes in Alberta and elsewhere, and as the basis for the settlement and undertakings referred to in paragraph 30 and for no other use or purpose, Nathoo agrees to the facts and consequences set out in this Agreement.
7. Terms used in this Agreement have the same meaning as provided in Alberta securities laws, a defined term in the *Act*.

Parties

8. Nathoo is an individual who resides in Calgary, Alberta.
9. Softlab9 Software Solutions Inc. (**Softlab**) was a British Columbia company with a registered office in Vancouver.
10. As of the date of this Agreement, Softlab is named CleanGo Innovations Inc., a British Columbia company with its registered office in Vancouver, British Columbia. Softlab has undergone a series of name changes and business purpose changes since the time of its incorporation.
11. Between March 2019 and November 2020 (the **Relevant Period**):
 - 11.1 Softlab's name was Softlab9 Software Solutions Inc. and subsequently Softlab9 Technologies Inc.;^[1]

^[1] Softlab was initially incorporated as CDN BVentures Ltd. on October 30, 2014, and changed its name on the following dates: Appature Mobile Applications Inc. (March 21, 2017), Appx Crypto Technologies Inc. (March 27, 2018) and APPX Group Holdings Inc. (October 24, 2018) before changing its name to Softlab (March 6, 2019) and subsequently Softlab9 Technologies Inc. (July 14, 2020).

11.2 Softlab's shares were traded on the Canadian Securities Exchange; and

11.3 Softlab was a reporting issuer, as defined in the *Act*, in Alberta.

12. Between October 2019 and September 2022, Nathoo was a director of Softlab.

Softlab

13. Softlab's shares are securities within the meaning of section 1(ggg) of the *Act*.

14. In or around May 21, 2020, Softlab announced that it entered into a Letter of Intent (**LOI**) to acquire Clean Go Green Go Inc. (**CGGG**), a company that sold disinfectant products.

15. Commencing in April 2020, before the announcement of Softlab's LOI with CGGG, Softlab's share price increased from \$0.13 on April 1, 2020 to a high of \$1.94 on August 24, 2020, before decreasing to \$0.47 on November 20, 2020.

16. On November 20, 2020, at Softlab's request, trading in the shares of Softlab was halted. On November 23, 2020, Softlab announced it had a definitive agreement to acquire CGGG through a plan of arrangement, and the stock was halted. Softlab did not resume trading until September 8, 2021 as CleanGo Innovations Inc., under the ticker CGII.

Market Manipulation

17. Between February 2020 and November 2020 (the **Trading Period**), Nathoo traded in shares of Softlab through a self-directed brokerage account at RBC Direct Investing Inc., as well as through a full-service brokerage account at Canaccord Genuity Group Inc. (collectively, the **Nathoo Accounts**).

18. Nathoo exercised control over and had beneficial ownership of a full-service brokerage account belonging to his spouse at Leede Jones Gable Inc. (the **Nathoo Controlled Account**). Nathoo used the Nathoo Controlled Account to trade almost exclusively in Softlab shares between April 2020 and November 2020.

19. During the Trading Period, Nathoo coordinated his trading activity with the Respondents in an effort to give a false and misleading appearance of trading activity and to artificially increase Softlab's share price, including by:

19.1 uptick trading; and

19.2 bid support.

Uptick Trading

20. During the Trading Period, Nathoo purchased a total of 527,200 shares and sold a total of 7,700 shares of Softlab through secondary market trading on the Canadian Securities Exchange. Nathoo used the Nathoo Accounts and Nathoo Controlled Account to purchase Softlab shares, which resulted in or contributed to giving a false or misleading appearance of trading activity in Softlab, as well as an artificial price for Softlab.

21. In particular, Nathoo coordinated his trading activity with some or all of the Respondents, depending on the individual trading day, who placed buy orders in an effort to “uptick” Softlab’s share price. This resulted in a price higher than the previous trade for Softlab.
22. During the Trading Period, Nathoo placed buy orders that resulted in 82 unique buy trade events. Of these 82 buy trade events:
 - 22.1 22 resulted in an “uptick” of Softlab’s share price; and
 - 22.2 25 were filled in the last hour of trading for the individual trading day.
23. During the Trading Period, Nathoo also coordinated his trading activity with the Respondents to coincide with news releases issued by Softlab in an effort to hide their trading activity.

Bid Support

24. During the Trading Period, Nathoo used the Nathoo Accounts and Nathoo Controlled Account to place a total of 105 buy orders of Softlab. Nathoo coordinated his trading activity with some or all of the Respondents, depending on the individual trading day, who also placed buy orders at staggered prices at or below the prevailing National Best Bid price, in an effort to provide “bid support” for Softlab. This activity:
 - 24.1 gave a false or misleading appearance of trading activity by giving the appearance of a high level of market activity and greater demand for Softlab shares to potential Softlab traders with the ability to access market depth; and
 - 24.2 resulted in an artificial price for Softlab shares by creating an artificial floor price when there was increased selling in the market in the event that the Respondents’ bids were accepted by sellers.

Insider Reporting

25. During the Relevant Period, Nathoo was a director of Softlab, and was therefore an insider as defined in section 1(aa)(i) of the *Act*.
26. Between November 2 and 9, 2019, Nathoo purchased 547,756 shares of Softlab from another director, for which he failed to file insider reports and make the required disclosure pursuant to NI 55-104.
27. Throughout the Relevant Period, Nathoo, despite exercising control over and having beneficial ownership of the Nathoo Controlled Account, failed to file reports and make disclosure as an insider in respect of this account as well as of all Softlab shares acquired or disposed of, as required by NI 55-104.

Admitted Breaches of Alberta Securities Laws (Admitted Breaches)

28. Based on the Agreed Facts, Nathoo admits he breached:
 - 28.1 section 93(1)(a) of the *Act* by directly or indirectly engaging or participating, or attempting to engage or participate, in an act, practice or course of conduct related

to a security that he knew or reasonably ought to have known may result in or contribute to:

28.1.1 a false or misleading appearance of trading activity in a security; and

28.1.2 an artificial price for a security; and

28.2 section 182 of the *Act* by failing to make disclosure and file reports as an insider of Softlab in accordance with insider reporting requirements in part 3 of NI 55-104.

Circumstances Relevant to Settlement

29. Nathoo has not been previously sanctioned by the Commission.

Settlement and Undertakings

30. Based on the Agreed Facts and Admitted Breaches, Nathoo agrees and undertakes to the Executive Director of the Commission to:

30.1 pay to the Commission a monetary settlement of \$105,000, inclusive of \$20,000 in costs;

30.2 resign all positions he may have as a director or officer, or both, of any reporting issuer;

30.3 be prohibited for a period of 8 years from:

30.3.1 acting as a director or officer, or both, of any reporting issuer;

30.3.2 engaging in investor relations activities in respect of any reporting issuer;

30.3.3 acting in a management or consultative capacity in connection with activities in the securities market in respect of any reporting issuer; and

30.3.4 trading in or purchasing securities or derivatives, except trades or purchases made that meet all of the following criteria:

30.3.4.1 in a full-service brokerage account with a registered dealer in Canada that Nathoo has legal and beneficial ownership of;

30.3.4.2 Nathoo may not provide any unsolicited trade or purchase orders to the registered dealer; and

30.3.4.3 after Nathoo has given a copy of this Agreement to the registered dealer.

Administration

31. Nathoo acknowledges that he received independent legal advice and has voluntarily made the admissions and undertakings in this Agreement.

32. Nathoo waives any right existing under the *Act*, or otherwise, to a hearing, review, judicial review or appeal of this matter.
33. Nathoo acknowledges and agrees that the Commission may enforce this Agreement in the Court of King's Bench or in any other court of competent jurisdiction.
34. Nathoo understands and acknowledges that this Agreement may form the basis for securities-related orders in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions may allow for provisions of a settlement agreement made in this matter to be given parallel effect in those other jurisdictions automatically, without further notice to him. Nathoo understands and acknowledges that he should contact the securities regulator of any other jurisdiction in which he may intend to engage in any securities-related activities.
35. Execution and fulfillment of the terms of this Agreement by Nathoo resolves all issues involving Nathoo relating to the conduct described above, and Staff will take no further steps against him arising from these facts.
36. This Agreement may be executed in counterpart.

Signed by Alnoor Fatehali Nathoo at)
 Calgary, Alberta this 13 day of October)
 2026, in the presence of:)

_____)
 WITNESS NAME)
 WITNESS NAME)

_____)
 "Original signed by")
 SIGNATURE)

_____)
 "Original signed by")
 Alnoor Fatehali Nathoo)

) ALBERTA SECURITIES COMMISSION

Calgary, Alberta, 13th October 2026)

) "Original signed by")
 _____)
 Samir Sabharwal)
 Executive Director)