

ALBERTA SECURITIES COMMISSION

VARIATION ORDER

Citation: Re HeadsUp Entertainment International, Inc., 2021 ABASC 179 Date: 20211130

HeadsUp Entertainment International, Inc. (the Issuer)

Background

1. Jeremy Issel (the **Applicant**) has made an application under section 214 of the *Securities Act* (Alberta) (the **Act**) to the Executive Director of the Alberta Securities Commission for an order (the **Requested Relief**) varying a cease trade order dated 28 August 2013 *Re HeadsUp Entertainment International, Inc.* 2013 ABASC 398 (the **CTO**).

Interpretation

2. Terms defined in National Instrument 14-101 *Definitions* have the same meaning if used in this order, unless otherwise defined.

Representations

3. This decision is based on the following facts represented by the Applicant.
 - (a) The Applicant is the beneficial owner of 329,112 common shares of the Issuer (the **Shares**), held in trust for him at CIBC Wood Gundy.
 - (b) The Applicant is resident in Alberta.
 - (c) The CTO was issued in respect of the securities of the Issuer on 28 August 2013.
 - (d) To the best of the knowledge of the Applicant, the Issuer is incorporated under the laws of Colorado, and its head office is located in Florida.
 - (e) The Issuer's securities are not listed on and do not trade on any exchange or market in Canada, but are traded on the OTC Bulletin Board in the United States.
 - (f) The Applicant wishes to sell his Shares (the **Proposed Trade**).
 - (g) The Applicant has never:
 - (i) been an insider of the Issuer;
 - (ii) been an employee or consultant of the Issuer;
 - (iii) had any other relationship or association with the Issuer; or
 - (iv) acted in concert with an insider of the Issuer.

- (h) The Applicant is unable to undertake the Proposed Trade without the Requested Relief.

Decision

- 4. The undersigned, being of the opinion that it would not be prejudicial to the public interest to do so, orders under section 214(1) of the Act that the CTO is varied to permit the Applicant to sell the Shares acquired before the date of this order if both of the following apply:
 - (a) the sale is made through a “foreign organized regulated market”, as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; and
 - (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

30 November 2021

“original signed by”

Denise Weeres
Director, Corporate Finance
Alberta Securities Commission