

IN THE MATTER OF THE *SECURITIES ACT*,  
S.N.B. 2004, c. S-5.5

AND IN THE MATTER OF

**MI CAPITAL CORPORATION  
ONE CAPITAL CORP. LIMITED  
SEAN AYEARS and  
SCOTT PARKER**

(Respondents)

---

## **STATEMENT OF ALLEGATIONS**

(of Staff of the New Brunswick Securities Commission)

---

1. MI Capital Corporation ("MI") purports to have its corporate office at 8 Finance Street, Hong Kong, Hong Kong. MI is not registered to trade in securities in New Brunswick.
2. One Capital Corp. Limited ("One Capital") purports to have its corporate office at the PWC Building, Telok Ayer Street, Singapore. One Capital is not registered to trade in securities in New Brunswick.
3. Sean Ayears ("Ayears") purports to be a Trading Advisor with One Capital. Ayears is not registered to trade in securities in New Brunswick.
4. Scott Parker ("Parker") purports to be an SR Trading Advisor with MI Capital. Parker is not registered to trade in securities in New Brunswick.
5. On or about 8 May 2012, A.A., a New Brunswick resident, was cold called by a man calling on behalf of MI. During this call, the caller:
  - explained to A.A. that MI trades in commodities, and primarily in precious metals;
  - asked A.A. if he follows the market;
  - talked about gold and its performance in the market;
  - said MI deals mostly in gold options;
  - said that MI investments provide returns of 30% to 70% in a maximum time period of 90 days;

- the price for 100 stock options in gold is \$1,200.00;
  - said that the minimum investment amount A.A. could make is \$6,000.00;
  - told A.A. that he would provide advice in terms of when to sell;
  - said that investors were required to set up an account so funds could be deposited and withdrawn; and
  - claimed that MI uses HSBC.
6. Sometime in April 2012, B.B., a New Brunswick resident, was called at least twice by a man who identified himself as Ayears calling on behalf of One Capital. During these calls, Ayears told B.B. he could invest in either gold options or gold commodities. Additionally, Ayears informed B.B. that:
- the cost of each option is \$1,200.00 USD;
  - each option contract controls 100 ounces of gold;
  - the option prices will increase from \$30.00 to \$70.00 per option;
  - the cost to invest in gold commodities is \$1,695.00 USD per ounce;
  - B.B. would earn \$2,000.00 to \$2,200.00 by the end of the year via a gold commodities investment; and
  - The minimum investment B.B. could make to invest in commodities is \$6,000.00.
7. On or about 9 April 2012, B.B. received an email from Ayears from the email address [info@onecapitalcorp.com](mailto:info@onecapitalcorp.com). In the email, Ayears provided an explanation of how options work.
8. During late April and early May 2012, B.B. received several calls from a man who claimed he was calling on behalf of Ayears. During these calls, the caller attempted to get B.B. to open an account with him.
9. During May 2012, B.B. was cold called several times by a man who identified himself as Parker calling on behalf of MI. During these calls, Parker solicited B.B. to invest in gold.
10. On 8 May 2012, B.B. received an email from Parker from the email address [info@micapitalcorp.com](mailto:info@micapitalcorp.com). In the email, Parker provided B.B. with MI's new client application forms.
11. The solicitations made by MI, One Capital, Ayears and Parker constitute trading in securities under the *Securities Act*, S.N.B. 2004, c. S-5.5 (the "*Securities Act*"). The respondents were not and are not currently registered to trade in securities and the offer to trade was not made pursuant to a prospectus, nor was any registration or prospectus exemption available for the proposed trade. As such, the respondents are in breach of sections 45 and 71(1) of the *Securities Act*.
12. Ayears, in an attempt to trade in securities, made statements regarding the future value of gold options, contrary to sections 58(2) of the *Securities Act*.

## Relief sought

13. Staff seek the following relief:

- a. Upon a hearing being conducted in this matter, an order pursuant to section 184(1)(c), 184(1)(d) that:
  - i. The Respondents cease trading securities permanently or for such period of time as the Commission may deem appropriate;
  - ii. All trading in any securities offered by the Respondents cease permanently or for such period as the Commission may deem appropriate; and
  - iii. Any exemptions contained in New Brunswick securities law do not apply to the Respondents permanently or for such period as the Commission may deem appropriate.

DATED at the City of Saint John this 29<sup>th</sup> day of May 2012.

"Original signed by"

Marc Wagg  
Counsel to Staff of the Commission

New Brunswick Securities Commission  
Suite 300, 85 Charlotte Street  
Saint John, New Brunswick E2L 2J2

Tel: (506) 658-3020  
Fax: (506) 643-7793  
marc.wagg@nbsc-cvmnb.ca