

BETWEEN:

ONTARIO SECURITIES COMMISSION

(Applicant)

- and -

STAN BHARTI & NEIL SAID

(Respondents)

SETTLEMENT AGREEMENT BETWEEN THE COMMISSION AND STAN BHARTI

PART I - INTRODUCTION

1. The respondent, Stan Bharti, was a director and CEO of Medivolve, Inc. (**Medivolve**, or the **Company**), an Ontario reporting issuer. On April 2, 2020, Medivolve publicly announced it was acquiring 40% of a company called Amino for US\$2 million cash and 15 million common shares. However, Bharti and another Medivolve officer, Neil Said, arranged for 3 million of those 15 million Medivolve shares to be allocated to Bharti, and another 2.8 million of the 15 million shares to be allocated to Said. They did not ensure that Medivolve disclosed their receipt of shares or report the transaction as a related-party transaction in its financial disclosures made in April 2020, contrary to Ontario securities law.

2. Officers and directors of public companies have important gatekeeping roles in ensuring the public is provided with accurate information. Bharti is being held accountable for authorizing Medivolve's non-compliance with Ontario securities law.

PART II - JOINT SETTLEMENT RECOMMENDATION

3. The parties will jointly file a request that the Tribunal issue a Notice of Hearing (the **Notice of Hearing**) to announce that it will hold a hearing (the **Settlement Hearing**) to consider whether, pursuant to sections 127 and 127.1 of the *Securities Act*, RSO 1990, c S.5, as amended (the **Act**), it is in the public interest for the Tribunal to make certain orders against Bharti.

4. The Ontario Securities Commission (the **Commission**) and Bharti jointly recommend settlement of the proceeding (the **Proceeding**) against Bharti in accordance with the terms and conditions set out in this agreement (the **Settlement Agreement**). Bharti consents to the making

of an order (the **Order**) substantially in the form attached as Schedule “A” to this Settlement Agreement based on the facts set out herein.

5. For the purposes of the Proceeding, and any other regulatory proceeding commenced by the Commission or another securities regulatory authority, Bharti agrees with the facts set out in Part III of this Settlement Agreement and the conclusions in Part IV and V of this Settlement Agreement.

PART III – AGREED FACTS

A. Relevant Entities and Respondents

6. Medivolve was incorporated under the laws of British Columbia in 2005.¹ At all material times, the Company’s head office was in Toronto, and it was a publicly listed reporting issuer on the Canadian Securities Exchange (the **CSE**).² Medivolve’s securities have been subject to a cease-trade order since September 2024.

7. Stan Bharti is an entrepreneur and businessman. He is the founder and executive chairman of Forbes & Manhattan Inc. (**Forbes**), an Ontario company. Bharti has decades of experience in Ontario’s capital markets.

B. Bharti’s Roles at Medivolve

8. Medivolve retained Forbes in 2011 to provide consulting services. Through this consulting arrangement, Medivolve gained access to a range of legal, financial and other professionals who work with Bharti.

9. At all material times, Bharti was directly involved in decision making at Medivolve. He was Medivolve’s CEO from March 14, 2019 to March 30, 2020, and was a Medivolve director from March 14, 2019 to April 29, 2020.

10. Said replaced Bharti as Medivolve’s CEO from March 30, 2020 to April 29, 2020.

¹ Medivolve continued under the laws of Canada in 2009. The Company has had multiple name changes and for much of the period at issue was named Questcap Inc. For ease of reference, the Company will be referred to as Medivolve throughout.

² The Company’s securities were later traded on the NEO Exchange (now Cboe Canada).

C. Medivolve Enters into Transaction with Amino Therapeutics Inc.

11. One of Bharti's contacts had co-founded a company called Exponential Genomics Inc. (**Exponential**). Exponential was researching new technology that could, if realized, potentially help speed up development of a COVID-19 therapeutic. Exponential was presented to Medivolve as an investment opportunity.

12. On April 3, 2020, Medivolve issued a news release that it would acquire 40% of a new Exponential subsidiary, Amino Therapeutics Inc. (**Amino**), for US\$2 million cash and 15 million Medivolve common shares. The release did not disclose that Bharti would be receiving Medivolve shares as part of the transaction.

13. The transaction closed on April 13, 2020. However, only 5 million of the 15 million Medivolve shares were issued to Amino's owners. The remaining 10 million went to Bharti, Said, and others. Bharti received 3 million Medivolve shares valued at \$0.305 per share, or \$915,000, from the transaction through a holding company. He was Medivolve's CEO when the Amino transaction was negotiated and he approved the transaction as a Medivolve director. Bharti did not sell or otherwise dispose of the 3 million shares.

14. Not all of Medivolve's other directors were informed that Bharti would receive 3 million Medivolve shares from the Amino transaction before the board approved it. Additionally, Medivolve described Bharti's holding company as a "non-related person" in a Form 9 the company filed with the CSE seeking approval for the transaction.

15. Medivolve issued a news release on April 13, 2020 announcing that the Amino transaction had closed. The news release did not state that (i) Bharti had received 3 million Medivolve shares as part of the deal, or (ii) the deal was a related-party transaction.

D. Medivolve's Non-compliance with Ontario securities law

16. Medivolve made its financial disclosures for the year ended December 31, 2019, including audited financial statements on April 24, 2020 and an amended MD&A on April 27, 2020. Medivolve did not disclose that Bharti received 3 million shares from the Amino transaction or report the deal as a related-party transaction.

17. Accordingly, Medivolve's financial disclosures for the year ended December 31, 2019 contained material misstatements, contrary to s. 122(1)(b) of the Act.

18. Bharti, as an officer and director of Medivolve, authorized Medivolve's non-compliance with Ontario securities law.

E. Mitigating Factors

19. Bharti has accepted responsibility for his conduct, and he cooperated with the Commission's investigation.

20. By entering into this Settlement Agreement, Bharti has helped conserve Commission and Tribunal resources.

PART IV - NON-COMPLIANCE WITH ONTARIO SECURITIES LAW

21. By engaging in the conduct described above, Bharti admits and acknowledges that,

(a) Medivolve made statements in its financial disclosures for 2019 that, in a material respect and at the time and in the light of the circumstances under which they were made, were misleading or untrue or failed to state a fact that was required or necessary to make the statement not misleading, contrary to s. 122(1)(b) of the Act; and

(b) Bharti authorized, permitted or acquiesced in Medivolve's non-compliance with Ontario securities law, contrary to s. 129.2 of the Act.

PART V - TERMS OF SETTLEMENT

22. Bharti and the Commission agree to the terms of settlement set forth below.

23. Bharti consents to the Order substantially in the form attached as Schedule "A", pursuant to which it is ordered that:

(a) this Settlement Agreement is approved;

(b) within 45 days from the date of the Order, Bharti shall resign from any positions he holds as a director or officer of an issuer or registrant, pursuant to paragraphs 7 and

8.1 of s. 127(1) of the Act, except for 2051580 Ontario Inc, 2437357 Ontario Inc., or 2860485 Ontario Inc., (the **Numbered Companies**) provided that (i) Bharti, his spouse, the Bharti Investment Trust or his children are the only shareholders of the Numbered Companies, and (ii) only Bharti's spouse or his children are permitted to become, serve or act as the other directors or officers of the Numbered Companies for as long as Bharti remains a director or officer;

- (c) Bharti is permanently prohibited from becoming or acting as a director or officer of any issuer or registrant, pursuant to paragraphs 8 and 8.2 of s. 127(1) of the Act, except for the Numbered Companies provided that (i) Bharti, his spouse, the Bharti Investment Trust or his children are the only shareholders of the Numbered Companies, and (ii) only Bharti's spouse or his children are permitted to become, serve or act as the other directors or officers of the Numbered Companies for as long as Bharti remains a director or officer;
- (d) Bharti is permanently prohibited from becoming or acting as a registrant or promoter, pursuant to paragraph 8.5 of s. 127(1) of the Act;
- (e) Bharti shall pay to the Commission an administrative penalty of \$785,000, pursuant to paragraph 9 of s. 127(1) of the Act;
- (f) Bharti shall disgorge to the Commission \$915,000, pursuant to paragraph 10 of s. 127(1) of the Act; and
- (g) Bharti shall pay to the Commission \$50,000 for the costs of the investigation and proceeding, pursuant to s. 127.1 of the Act.

24. Bharti shall pay the amounts set out in subparagraphs 23(e), (f), and (g) by wire transfer to the Commission prior to the issuance of the Order.

25. Bharti acknowledges that this Settlement Agreement and the Order may form the basis for orders of parallel effect in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions allow orders made in this matter to take effect in those other jurisdictions automatically, without further notice. Bharti should contact the securities regulator of any other

jurisdiction in which Bharti intends to engage in any securities or derivatives-related activities, prior to undertaking such activities.

PART VI - FURTHER PROCEEDINGS

26. If the Tribunal approves this Settlement Agreement, no enforcement proceedings will be continued against Bharti under Ontario securities law based on (i) the misconduct described in Part III of this Settlement Agreement or ii) any other transaction entered into by Medivolve prior to March 2, 2021, unless Bharti fails to comply with any term in this Settlement Agreement, in which case enforcement proceedings may be brought or continued under Ontario securities law against Bharti that may be based on, among other things, the facts set out in Part III of this Settlement Agreement as well as the breach of this Settlement Agreement.

27. Bharti acknowledges that, if the Tribunal approves this Settlement Agreement and Bharti fails to comply with any term in it, proceedings may be brought in order to ensure compliance with the terms of the Settlement Agreement.

28. Bharti waives any defences to a proceeding referenced in paragraphs 266 or 277 that are based on the limitation period in the Act, provided that no such proceeding shall be commenced later than six years from the date of the occurrence of the last failure to comply with this Settlement Agreement.

PART VII - PROCEDURE FOR APPROVAL OF SETTLEMENT

29. The parties will seek approval of this Settlement Agreement at the Settlement Hearing before the Tribunal, which shall be held on a date determined by the Tribunal's Governance and Tribunal Secretariat in accordance with this Settlement Agreement and the Tribunal's *Rules of Procedure*.

30. Bharti will attend the Settlement Hearing in person or by video conference.

31. The parties confirm that this Settlement Agreement sets forth all of the agreed facts that will be submitted at the Settlement Hearing, unless the parties agree that additional facts should be submitted at the Settlement Hearing.

32. If the Tribunal approves this Settlement Agreement:

- (a) Bharti irrevocably waives all rights to a full hearing, judicial review or appeal of this matter under the Act; and
- (b) neither party will make any public statement that is inconsistent with this Settlement Agreement or with any additional agreed facts submitted at the Settlement Hearing.

33. Whether or not the Tribunal approves this Settlement Agreement, Bharti will not use, in any proceeding, this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as the basis for any attack on the Commission or the Tribunal's jurisdiction, alleged bias, alleged unfairness or any other remedies or challenges that may be available.

PART VIII - DISCLOSURE OF SETTLEMENT AGREEMENT

34. If the Tribunal does not approve this Settlement Agreement or does not make an order substantially in the form of the Order attached as Schedule "A" to this Settlement Agreement:

- (a) this Settlement Agreement and all discussions and negotiations between the parties before the Settlement Hearing will be without prejudice to the Commission and Bharti; and
- (b) the Commission and Bharti will each be entitled to all available proceedings, remedies and challenges, including proceeding to a hearing on the merits of the allegations contained in an Application for Enforcement Proceeding based on the conduct described herein. Any such proceedings, remedies and challenges will not be affected by this Settlement Agreement, or by any discussions or negotiations relating to this Settlement Agreement.

35. The parties will keep the terms of this Settlement Agreement confidential until the Settlement Hearing, except as is necessary to make submissions at the Settlement Hearing. If, for whatever reason, the Tribunal does not approve the Settlement Agreement, the terms of the Settlement Agreement shall remain confidential indefinitely, unless the parties otherwise agree in writing or if required by law.

PART IX - EXECUTION OF SETTLEMENT AGREEMENT

36. This Settlement Agreement may be signed in one or more counterparts which together constitute a binding agreement.

37. A facsimile copy or other electronic copy of any signature will be as effective as an original signature.

DATED at Toronto, Ontario this 10th day of April, 2026.

“Wen Ye”

“Stan Bharti”

Witness (print name): Wen Ye

STAN BHARTI

DATED at Toronto, Ontario, this 10th day of April, 2026.

ONTARIO SECURITIES COMMISSION

By: **“Bonnie Lysyk”**

Name: Bonnie Lysyk

Title: Executive Vice President, Enforcement Division

SCHEDULE “A”

BETWEEN:

ONTARIO SECURITIES COMMISSION

(Applicant)

- and -

STAN BHARTI & NEIL SAID

(Respondents)

[Names of Adjudicators comprising the Panel]

File No. [#]

[Date order made]

ORDER

(Subsection 127(1) and section 127.1 of the Securities Act, RSO 1990 c S.5)

WHEREAS on [date], the Capital Markets Tribunal held a hearing [select option,] to consider the joint request for a settlement hearing filed by the Ontario Securities Commission and Stan Bharti for approval of a settlement agreement dated [date] (the **Settlement Agreement**);

ON READING the joint request for a settlement hearing, the Application for Enforcement Proceeding dated [date], the Settlement Agreement and the written submissions of the Commission, on hearing the submissions of the representatives of the Commission and Bharti, and on being advised by the Commission that it has received payment from the respondent in the total amount of \$1,750,000;

IT IS ORDERED THAT:

1. the Settlement Agreement is approved;
2. Within 45 days from the date of this Order, Bharti shall resign from any positions he holds as a director or officer of an issuer or registrant, pursuant to paragraphs 7 and 8.1 of s. 127(1) of the Act, except for 2051580 Ontario Inc, 2437357 Ontario Inc., or 2860485 Ontario Inc., (the

Numbered Companies) provided that (i) Bharti, his spouse, the Bharti Investment Trust or his children are the only shareholders of the Numbered Companies, and (ii) only Bharti's spouse or his children are permitted to become, serve or act as the other directors or officers of the Numbered Companies for as long as Bharti remains a director or officer;

3. Bharti is permanently prohibited from becoming or acting as a director or officer of any issuer or registrant, pursuant to paragraphs 8 and 8.2 of s. 127(1) of the Act except for the Numbered Companies provided that (i) Bharti, his spouse, the Bharti Investment Trust or his children are the only shareholders of the Numbered Companies, and (ii) only Bharti's spouse or his children are permitted to become, serve or act as the other directors or officers of the Numbered Companies for as long as Bharti remains a director or officer;

4. Bharti is permanently prohibited from becoming or acting as a registrant or promoter, pursuant to paragraph 8.5 of s. 127(1) of the Act;

5. Bharti shall pay to the Commission an administrative penalty of \$785,000, pursuant to paragraph 9 of s. 127(1) of the Act;

6. Bharti shall disgorge to the Commission \$915,000, pursuant to paragraph 10 of s. 127(1) of the Act; and

7. Bharti shall pay to the Commission \$50,000 for the costs of the investigation and proceeding, pursuant to s. 127.1 of the Act.

[Name of Panel Chair]

[Name of Adjudicator]

[Name of Adjudicator]

