



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

IN THE MATTER OF ROBERT GEORGE FREEMAN

TEMPORARY ORDER (Subsection 127(1) and 127(5.1))

WHEREAS:

1. It appears to the Ontario Securities Commission (the **Commission**) that:
 - a. Robert George Freeman (**Freeman**) is an individual residing in Ontario;
 - b. Freeman co-founded Qu Biologics Inc. (**QBI**), a B.C.-based company, in 2007. QBI is not a reporting issuer. Freeman currently has no formal role with QBI;
 - c. From 2007 to 2023, Freeman acquired shares in QBI;
 - d. From 2007 to at least June 2024, Freeman has sold some of his QBI shares to more than 200 Ontario investors;
 - e. Freeman is not registered with the Commission;
 - f. In marketing his QBI shares to investors and prospective investors, Freeman appears to have made statements that may be misleading or untrue;
 - g. Freeman may have breached Ontario securities law and acted contrary to the public interest, including by:
 - i. engaging in or holding himself out as engaging in the business of trading in securities without being registered and without an applicable exemption from the registration requirements, contrary to section 25 of the *Securities Act*, RSO 1990, c. S. 5, as amended (the **Act**);
 - ii. trading in securities that would constitute a distribution of the securities, without a prospectus having been filed and without an applicable exemption from the prospectus requirements, contrary to subsection 53(1) of the Act;
 - iii. making statements that he knew or reasonably ought to know, were in a material respect misleading or untrue or did not state a fact that was required to be stated or that was necessary to make the statement not misleading, contrary to section 126.2(1) of the Act;

- h. The Commission is conducting an investigation into the conduct described above;
2. The Commission is of the opinion that the time required to conclude a hearing could be prejudicial to the public interest as set out in subsection 127(5.1) of the Act; and
3. The Commission is of the opinion that it is in the public interest to make this Order.

IT IS ORDERED pursuant to subsection 127 of the Act that:

1. pursuant to clause 2 of subsection 127(1), all trading in the securities of QBI by Freeman, directly or indirectly, or by any person on behalf of Freeman shall cease, including but not limited to any act, advertisement, solicitation, conduct, or negotiation, directly or indirectly in furtherance of a trade;
2. pursuant to clause 3 of subsection 127(1), any exemptions contained in Ontario securities law do not apply to Freeman; and
3. pursuant to subsection 127(6) of the Act, this order shall take effect immediately and shall expire on the 15th day after its making unless extended by order of the Capital Markets Tribunal.

DATED at Toronto, this 29th day of July, 2024.

“D. Grant Vingoe”

D. Grant Vingoe
Chief Executive Officer, Ontario Securities Commission