

IN THE MATTER OF THE *SECURITIES ACT*,  
R.S.P.E.I. 1988, Cap. S-3.1

AND IN THE MATTER OF

**PAUL EDWARD MAINES,  
CAPITAL MARKETS TECHNOLOGIES, INC., and  
7645686 CANADA INC. carrying on business as  
“FINANCIAL MARKET TECHNOLOGIES” and  
“TRINITY BAY TECHNOLOGIES”**

(Respondents)

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**ORDER**

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WHEREAS Staff of the Superintendent has conducted an investigation into the activities of PAUL EDWARD MAINES, CAPITAL MARKETS TECHNOLOGIES INC., 7645686 CANADA INC. carrying on business as “FINANCIAL MARKET TECHNOLOGIES” and “TRINITY BAY TECHNOLOGIES” (“the respondents”).

AND WHEREAS Staff filed a Preliminary Motion for interim relief against the said respondents on 14 February, 2013.

AND WHEREAS the said respondents and Staff entered into a Settlement Agreement dated 31 May 2013 (the "Agreement") in which a proposed settlement of contraventions of Prince Edward Island securities law were agreed to, subject to the approval of the Superintendent.

AND UPON REVIEWING the said Agreement and the Agreed Statement of Facts therein.

AND UPON HEARING from counsel for both Staff and the Respondents in the telephone conference hearing on this matter held on June 5, 2013;

AND WHEREAS the Superintendent is of the opinion that it is in the public interest to make this Order.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. Pursuant to Section 13(2) of the Act, the Settlement Agreement entered into on 31 May 2013 and 4 June 2013 with respect to the respondents is hereby approved.
2. Except for the securities to be issued on the conversion of the Convertible Loan Agreements,

pursuant to section 60(1)(d) of the *Securities Act*, the exemptions set out in National Instrument 45-106 do not apply to Capital Markets Technologies Inc. in Prince Edward Island for a period of 5 years;

3. Pursuant to section 60(1)(m) of the *Securities Act*, the respondent Capital Markets Technologies, Inc. will pay an administrative penalty in the amount of ten thousand dollars (\$10,000.00);

4. The respondent Capital Markets Technologies Inc. will offer a right of rescission and refund to investors set out at Schedule “B” being all those investors Staff has identified are not “accredited investors” as defined in National Instrument 45-106 and for whom Capital Markets Technologies, Inc. has provided no contrary evidence, independently of the Convertible Loan Agreements or from whom Staff has been unable to obtain verification that the investors meet the criteria of an “accredited investor” (save and except for the three investors to whom an Offer of Rescission and Refund has been made by CMT and declined), and CMT will comply with the investors’ wishes in response thereto, in accordance with section 5 of the Settlement Agreement;

5. Pursuant to section 63 of the *Securities Act*, the respondent Capital Markets Technologies, Inc. will pay costs of the investigation in the amount of five thousand dollars (\$5,000.00);

6. Pursuant to section 60(1)(e) and (f) of the *Securities Act*, the respondent Capital Market Technologies, Inc. will engage an independent and duly qualified accountant to prepare audited financial statements of Capital Market Technologies, Inc. for the fiscal years 2010, 2011 and 2012 and deliver a duly certified copy thereof to the Superintendent no later than December 31, 2013.

7. Schedule “B” is to be kept confidential. Parties identified in Schedule “B” shall not be named, as posted on the website of the Superintendent.

8. Upon the issuance of this Order, Counsel for Staff and the Respondents have agreed that the appeal filed in this matter, being Court of Appeal No. S1-CA1264 dated April 23, 2013 and the Motion filed by Staff for Dismissal of the Appeal dated May 7, 2013 will be formally abandoned, and that Staff’s Preliminary Motion (PEI OSS 2013-001) dated February 14, 2013 will be formally withdrawn and all other preliminary or other motions filed by the Respondents in this matter, including the Notice of Constitutional Question filed April 15, 2013, will also be formally withdrawn.

DATED at the City of Charlottetown, Prince Edward Island, this 5th day of June, 2013.

Original signed by  
“Katharine Tummon”

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Superintendent of Securities  
Province of Prince Edward Island

