



THE SECURITIES ACT)
SUBSECTION 148.1(1) and 148.2(3))
THE REAL ESTATE SERVICES ACT)
SUBSECTION 59(1))

Order No. 7717

August 19, 2025

TEDDY CZARNECKI, SHAWNA CZARNECKI, and TEAL SIGNS

WHEREAS:

(A) On August 21, 2024, staff of The Manitoba Securities Commission ("Staff") issued a Notice of Hearing and Statement of Allegations giving notice of its intention to hold a hearing to consider whether or not orders should be made under *The Securities Act* C.C.S.M c.S50 (the "Act") with respect to Teddy Czarnecki ("Teddy"), Shawna Czarnecki ("Shawna"), and Teal Signs (together with Teddy and Shawna, the "Respondents").

(B) On May 29, 2025, Staff of the Commission and the Respondents entered into a Settlement Agreement ("the Settlement Agreement"), which is subject to the approval of the Commission. A copy of the Settlement Agreement is attached as Schedule A;

(C) The Respondents have consented to the issuance of this Order and have waived the rights to a full hearing;

(D) On August 19, 2025, the Commission held a hearing ("Settlement Hearing") to consider whether or not to approve the Settlement Agreement;


(E) At the Settlement Hearing, the Commission approved the Settlement Agreement and the Commission is of the opinion that it is in the public interest to make this Order.

IT IS ORDERED:

1. The Settlement Agreement as set out in Schedule "A" (the Settlement Agreement), is hereby approved.

2. Pursuant to subsection 59(1) of the RESA, Teddy's registration under the RESA will be cancelled for a period of 5 (five) months commencing on the date of this Order;
3. The Respondents, jointly and severally, will make a voluntary payment to R.M., in the total sum of \$68,000.00 (sixty-eight thousand dollars) within 7 (seven) days of the date of this Order; and
4. The Respondents, jointly and severally, will make a voluntary payment to the Commission costs in the total sum of \$3,000.00 (three thousand dollars) forthwith.

BY ORDER OF THE COMMISSION



Director

SCHEDULE "A"

SETTLEMENT AGREEMENT

TEDDY CZARNECKI and SHAWNA CZARNECKI o/a TEAL SIGNS

and

STAFF OF THE MANITOBA SECURITIES COMMISSION

**The Manitoba Securities Commission
500 – 400 St. Mary Avenue
Winnipeg, Manitoba
R3C 4K5**

SETTLEMENT AGREEMENT

A. Introduction

A.1 On August 21, 2024, The Manitoba Securities Commission ("Commission") issued a Notice of Hearing ("NOH") and Statement of Allegations ("SOA") naming Teddy Czarnecki ("Teddy"), Shawna Czarnecki ("Shawna") and Teal Signs (together with Teddy and Shawna, the "Respondents") and giving notice of its intention to hold a hearing under *The Securities Act* ("SA") and on May 29, 2025, a separate Notice of Hearing ("NOH #2") under *The Real Estate Services Act* ("RESA"), as against the Respondents, for the Commission to consider whether:

- (a) pursuant to subsection 19(5) of the SA, that the Respondents should not be entitled to use any of the exemptions permitted by the SA and should not be entitled to participate in the exempt markets in the future;
- (b) pursuant to subsection 148.1(1) and/or subsection 148.1(1.1) of the SA, that the Respondents pay an administrative penalty;
- (c) pursuant to subsection 148.2 of the SA, that the Respondents pay compensation for financial loss to R.M.;
- (d) that the Respondents pay costs of the investigation and hearing;
- (e) pursuant to subsection 59(1) of the RESA, Teddy's registration under the RESA be cancelled or suspended; and
- (f) such further and other orders as the Commission may deem appropriate

A.2 Discussions have been held between the Respondents and Staff in an effort to settle all matters set out in the NOH, NOH #2 and SOA ("Pleadings"). A settlement has been reached based on the terms and conditions set forth in this Settlement Agreement.

A.3 Pursuant to the settlement, Staff agree to recommend to the Commission that the proceedings against the Respondents be resolved and disposed of in accordance with the terms and conditions of this Settlement Agreement as set forth below. The Respondents consent to the settlement and to the making of the consent order referred to in Part D below, on the terms and conditions set forth in this Settlement Agreement.

B. Statement of Facts

Background

- B.1 Teddy has never been registered under the SA.
- B.2 At all material times, Teddy was registered as a salesperson under *The Real Estate Brokers Act* ("REBA") with Royal LePage Top Producers Real Estate ("Royal LePage") as his employing real estate broker.
- B.3 Teddy is currently registered as a real estate salesperson under the RESA.
- B.4 At all material times, Teal Signs was a sole proprietorship, originally registered with the Manitoba Companies Office on November 18, 2016, and which registration indicated Teal Signs was engaged in "MISC. RENTALS".
- B.5 Teal Signs has never registered under the SA.
- B.6 At all material times, Shawna was the spouse of Teddy, and the owner and sole proprietor of Teal Signs.
- B.7 Shawna has never been registered under the SA.
- B.8 At all materials times, T.B. was an individual resident of the City of Beausejour, in the Province of Manitoba.
- B.9 At all material times, R.M. was a resident of the City of the Winnipeg, in the Province of Manitoba.

(I) DETAILS

Unregistered Activity

- B.10 While working as a receptionist at RE/MAX Associates, T.B. met Teddy, who was a salesperson at RE/MAX Associates at the time.
- B.11 In or about 2013, Teddy assisted T.B. with the renovation and subsequent sale of T.B.'s property located at 383 Aberdeen Ave., Winnipeg, MB ("Aberdeen Property").
- B.12 In or about 2013, R.M. had discussed possible investment opportunities in real estate with Teddy.
- B.13 Upon receiving direction from Teddy to do so, and relying upon Teddy's representation, R.M. entered into a loan agreement, purportedly with T.B., so that T.B. could renovate the Aberdeen Property and sell it at a profit.
- B.14 More specifically, with respect to the loan agreement, on or about August 12, 2014, upon Teddy's direction, R.M. provided to Teddy a bank draft, payable to T.B., in the amount of \$20,000.00 ("bank draft #1).

- B.15 On or about March 24, 2015, upon Teddy's direction, R.M. provided to Teddy, another bank draft, payable to T.B., in the amount of \$20,000.00 ("bank draft #2", and together with "bank draft #1", the "T.B. bank drafts").
- B.16 On or about March 27, 2015, having never met T.B., R.M. signed a personal loan agreement ("PLA"), provided by Teddy, wherein, R.M. was promised repayment of \$40,000.00 of principal, and \$8,000.00 of interest by July 27, 2015.
- B.17 T.B., upon direction from Teddy, deposited the T.B. bank drafts into her account, and made cash withdrawals amounting to the total of the T.B. bank drafts, and provided these monies to Teddy, for the purposes of Teddy paying the renovators of the Aberdeen Property.
- B.18 R.M. did not receive any of promised amounts as per the PLA despite multiple inquiries to Teddy, beginning on July 27, 2015.
- B.19 In March, Teddy then proposed to R.M. that R.M. provide Teddy with an additional \$30,000.00 of funds, that together with the \$40,000 owed under the PLA, would constitute an investment of \$70,000.00 by R.M. into Teal Signs representing a 20% ownership of Teal Signs (the "Offering").
- B.20 On or about March 17, 2016, and May 12, 2016, upon Teddy's direction, and relying upon Teddy's representations, R.M. provided to Teddy, bank drafts payable to Shawna, for \$20,000.00 and \$10,000.00, respectively, constituting the additional \$30,000.00 requested by Teddy, for the total \$70,000.00 investment by R.M. into Teal Signs.
- B.21 No preliminary prospectus or prospectus was filed with the Commission in connection with the Offering.
- B.22 Other than a single cash payment of \$2,000.00, from Teddy to R.M., Teddy and or Shawna have failed to return R.M.'s investment in Teal Signs to him.
- B.23 Teal Signs is registered as a sole proprietorship in Manitoba.

(II) Compensation for Financial Loss

- B.24 The Director ("Director") of the Commission has received an application for a claim against the Respondents for compensation for financial loss in favour of R.M. in the amount of \$68,000.00 (sixty-eight thousand dollars).

C. Acknowledgements

- C.1 The Respondents acknowledge that:
- (a) they acted contrary to the public interest and traded in securities without registration contrary to section 6 of the SA and without a prospectus contrary to section 37 of the SA;

(b) their conduct, as set out above, was contrary to the public interest.

C.2 The Respondents and Staff acknowledge that:

(a) The Respondents will make full repayment of R.M.'s investments under the Offering in an amount totalling \$68,000.00 (sixty-eight thousand dollars), within 7 (seven) days from the date of the Consent Order as defined below.

D. Terms of Settlement

D.1 In order to effect a resolution of the issues raised by the Pleadings, Staff and the Respondents have entered into this Settlement Agreement. Upon this basis, Staff seek an order ("Consent Order") from the Commission that:

(a) The Settlement Agreement be approved; and

(c) Pursuant to subsection 59(1) of the RESA, Teddy's registration under the RESA will be cancelled for a period of 5 (five) months commencing on the date of the Consent Order; and

(e) The Respondents, jointly and severally pay to the Commission costs in the total sum of \$3,000.00 (three thousand dollars) forthwith.

E. Procedure for Approval of Settlement

E.1 The approval of this Settlement Agreement and the making of the Consent Order set out in this Settlement Agreement shall be sought at a public hearing.

E.2 Staff and the Respondents agree that if this Settlement Agreement is approved by the Commission, it will constitute the entirety of the evidence to be submitted to the Commission in connection with the Statement of Allegations and the Respondents hereby waive their rights to a full hearing and appeal of this matter.

E.3 If, for any reason whatsoever, this Settlement Agreement is not approved by the Commission or the Consent Order referred to in Part D above is not made by the Commission, Staff will be entitled to proceed with whatever steps it is entitled by law to take, including but not restricted to the commencement of a hearing before the Commission, unaffected by this Settlement Agreement or the settlement discussions. In the event that such steps are taken, the Respondents shall have all the usual rights of an individual subject to such proceedings. If this Settlement Agreement is not approved or the Consent Order set out in Part D above is not made by the Commission, the terms of this Settlement Agreement shall remain confidential and will not be raised in this or any other proceeding and any admissions contained in this Settlement Agreement shall be considered as without prejudice communications and in furtherance of settlement

discussions, which will not be binding upon the parties and which will be inadmissible in any proceeding whatsoever.

- E4. Staff and the Respondents agree that if this Settlement Agreement is approved by the Commission and the Consent Order made upon the terms set out in this Settlement Agreement, this Settlement Agreement will be a public document. The Consent Order and/or approved Settlement Agreement may form the basis for parallel orders in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions may allow orders made in this matter to take effect in those other jurisdictions automatically, without further notice to the Respondents. Respondents should contact the securities regulator of any other jurisdictions in which the Respondents may intend to engage in any securities related activities, prior to undertaking such activities.
- E5. The Respondents agree that they will not raise in any proceeding this Settlement Agreement or the negotiation or process of approval of this Settlement Agreement as a basis for an attack on the Commission's jurisdiction, alleged bias, alleged unfairness or any other challenge that may be available.
- E6. If this Settlement Agreement is approved by the Commission and the Consent Order is made upon the terms set out in this Settlement Agreement, the parties hereto will not make any statement inconsistent with this Settlement Agreement.

DATED at Winnipeg, Manitoba, this 29th day of May, 2025

Witness

Teddy Czarnecki

Witness

Shawna Czarnecki

DATED at Winnipeg, Manitoba, this 29th day of May, 2025

Staff of the Manitoba Securities Commission

Per:

Chris Besko, Director