

February 3, 2026



IN THE MATTER OF: THE REAL ESTATE SERVICES ACT

-and-

**IN THE MATTER OF: Teddy Czarnecki, Alexander Dawes, Daniel Zaporozan,
10139813 Manitoba Ltd., 10139809 Manitoba Ltd., 10233520 Manitoba Ltd., and
10187239 Manitoba Inc., o/a Momentum Commercial Properties**

(the "Respondents")

**REASONS FOR DECISION
OF THE HEARING PANEL
THE MANITOBA SECURITIES COMMISSION**

Note: These reasons have been redacted prior to publication

Appearance Date: January 23, 2026

Panel:

Chair: Ms. L. Vincent

Member: Ms. D. Ammeter

Member: Mr. D. Brown

Appearances:

Mr. A. Poushangi, Counsel for Staff of the Commission

Introduction

1. This matter came before a hearing panel (the "Panel") of the Manitoba Securities Commission (the "MSC" or the "Commission") without notice to the Respondents on January 23, 2026. Staff of the Commission (Staff) sought the following relief under the provisions of *The Real Estate Services Act*, C.C.S.M. c.R21 (the RESA):
 - a. An order pursuant to subsection 61(3) of RESA that all funds in the bank accounts held at the banking institutions identified in a Schedule "A" to the notice of hearing, continue to be held until further order of the Commission;
 - b. An order pursuant to subsection 61(4) of RESA that each of Teddy Czarnecki, Alexander Dawes, and Daniel Zaporozan refrain from withdrawing any assets from any of the bank accounts held at the banking institutions identified in Schedule "A" to the notice of hearing, until further order of the Commission, and;
 - c. An order pursuant to subsection 61 (8) of RESA that a notice be filed in the appropriate Land Titles Office of Manitoba that an order has been made pursuant to subsection 61(3) on the title to the property with street address 1559 Notre Dame Avenue, Winnipeg, Manitoba being title number 3364682/1 belonging to 10233520 Manitoba Ltd., until further order of the Commission.
2. In seeking the orders, Staff took the position that there are reasonable grounds for the Panel to find that the Respondents have contravened the RESA and/or the regulation to the RESA (Regulation) in a way that is contrary to the public interest and that a failure to grant the orders would undermine public confidence in the real estate industry and in its regulatory authority and would bring the real estate industry in Manitoba into disrepute.
3. After reviewing the evidence provided, including receiving both affidavit and oral evidence from an investigator with the Commission, the Panel provided the orders requested, which included:
 - a. an order pursuant to section 61(3) of the RESA freezing certain bank accounts, as set out in Schedule "A" to the notice of hearing;
 - b. orders directing the individual Respondents to refrain from withdrawing any assets from any of the bank accounts held at the banking institutions identified in Schedule "A" to the notice of hearing, pursuant to section 61(4) of the RESA; and
 - c. an order under section 61(8) of the RESA that a notice be filed in the appropriate Land Titles Office in Manitoba pertaining to the real property set

out in Title 3364682/1 pertaining to street address 1559 Notre Dame Avenue, currently registered to 10233520 Manitoba Ltd.

4. The Panel advised at the conclusion of the hearing that it would issue written reasons for decision. These are our reasons for decision.

Issues

5. At the outset, it is noted that the hearing before the Panel on January 23, 2026 was not a hearing on the merits. This was a hearing without notice to the Respondents to determine if orders should issue under section 61 of RESA to ensure that the assets at issue were not dissipated.
6. Accordingly, based on the relevant caselaw, our role was to review the evidence presented and, if we found that a prima facie case existed, we would then be required to determine if, under the provisions of the RESA, it appeared that the criteria was met to issue one or more of the orders requested.

Evidence

7. The Panel accepted into evidence the Affidavit of Andrew Tighe (Tighe) dated January 21, 2026, including three certified statements of the Registrar of the RESA, each dated January 22, 2026. We also heard the oral evidence of Tighe.
8. The certified statements of the Registrar provide that Teddy Czarnecki (Czarnecki) had been registered as a Salesperson under the RESA (and its predecessor legislation *The Real Estate Brokers Act*) from May 2, 1994 through to August 19, 2025 with various registered Brokers under the RESA. From August 20, 2014 to August 19, 2025, Czarnecki was a Salesperson registered under Royal LePage Top Producers Real Estate. The certified statements further evidenced that neither Alexander Dawes (Dawes) nor Daniel Zaporozan (Zaporozan) have ever been registered in any capacity under the RESA.
9. Throughout the relevant time in the matter, Czarnecki owned two companies, 10139813 Manitoba Ltd., and 10139809 Manitoba Ltd. These companies operated under the trade names Realtors Choice Network and Realtors Choice Products, respectively ("collectively the "Realty Companies").
10. Tighe testified as to a complaint he received from an individual, BK. BK had initially utilized the services of Czarnecki in 2020 to purchase a property (the "McPhillips Property") in the RM of West St. Paul. The McPhillips Property was held in the name of a company owned by BK, known as H.I. Ltd.

11. Tighe testified that BK had difficulty with English as it was not his first language and that in the interview he conducted with BK, a translator was required.
12. In April 2022 BK obtained an appraisal of the McPhillips Property which provided an opinion that it was valued at \$3,894,000.00.
13. BK then retained Czarnecki to act on his behalf as his agent to sell the McPhillips Property in 2022.
14. The McPhillips Property was listed from 2022 to 2024. On November 7, 2024, Czarnecki brought BK an Offer to Purchase (the "Initial OTP") from a business called Momentum Commercial Properties (Momentum). At that time, Momentum was an unregistered trade name used by the Respondents Dawes and Zaporozan. The Offer to Purchase was for the sum of \$2,450,000.00. The Possession Date was February 15, 2025 and there were conditions as to obtaining financing that were to be satisfied by January 15, 2025.
15. On January 10, 2025, Czarnecki received an Offer to Purchase the McPhillips Property from a third-party entity, "DJCC". The offer was for the sum of \$3,000,000.00. Rather than bringing the offer to BK, as the owner of the McPhillips Property, Czarnecki gave it to Momentum. Momentum countered for \$3,100,000.00 which counteroffer was accepted by DJCC (the "DJCC OTP"). At this time, Momentum had not closed on the McPhillips Property and had no legal right to act as the vendor of the said property.
16. On January 12 2025, Czarnecki advised BK that Momentum had not been able to obtain the financing necessary to purchase the McPhillips Property and asked him to accept a reduced purchase price of \$2,100,000.00 Czarnecki had BK sign an amendment to the Initial OTP which reduced the purchase price to \$2,100,000.00 and extended the possession dated to March 30, 2025. In addition, Czarnecki added the following amendment to the Initial OTP. Which reads as follows (with the error on line four):

"Buyer has the right to sell the subject property to another buyer (if they choose to do so) prior to Possession without any additional compensation to the Seller. The Buyer is allowed to market the property for sale and act as the owner prior to possession. Should the Buyer enter and agree into another contract prior to possession (with a different buyer) for this property, then all parties agree to close with a "skip transfer" through their respective lawyers."
17. On January 31, 2025 "Momentum Commercial Properties" was registered as a trade name for 10187239 with the Manitoba Corporations Branch.

18. On February 8, 2025 the DJCC OTP was amended to reduce the purchase price from \$3,100,000.00 to \$2,876,000.00 and to change the possession date to February 27, 2025. The seller listed on the amended DJCC OTP was HKI and Momentum, however HKI did not sign the document.
19. On February 20, 2025 Czarnecki presented BK with a further amendment to the Initial OTP which further reduced the purchase price from \$2,100,000.00 to \$2,013,000.00. In addition, Czarnecki amended the Initial OTP to reduce his commission to \$5,000.00.
20. On February 27, 2025 the closing of the McPhillips Property took place. Momentum never took possession of the McPhillips Property. Instead, the McPhillips Property was transferred from HKI directly to DJCC.
21. On March 5, 2025 Momentum received the sum of \$679,372.94 from the proceeds paid by DJCC under the DJCC OTP.
22. On March 29, 2025 Momentum received an additional \$129,104.00 from the proceeds paid by DJCC under the DJCC OTP.
23. Momentum received a total of \$808,476.94 (the "Proceeds") from the price paid by DJCC under the DJCC OTP. The Proceeds were deposited to a Bank of Montreal account ending 865, which account was owned by Momentum.
24. Over the months March 2025 to October 2025, the Proceeds were distributed to Czarnecki and his Realty Companies, to Zaporzan and to Dawes, as follows:
 - a. To Czarnecki and the Realty Companies, the sum of \$524,136.00;
 - b. To Zaporzan, the sum of \$203,000.00; and
 - c. To Dawes, the sum of \$81,000.00.
25. Tighe testified, and provided evidence from bank records that the Proceeds moved from the Momentum account to the following bank accounts:
 - a. Scotia Bank Account ending # 9084;
 - b. Scotia Bank Account ending # 2319;
 - c. Scotia Bank Account ending # 6616;
 - d. Bank of Montreal Account ending # 4427; and
 - e. Bank of Montreal Account ending # 0865.
(collectively the "Bank Accounts").

26. The Bank Accounts were held in the name of Czarnecki, the Realty Companies, and Zaporozan. The monies distributed to Dawes were deposited to an account at the Cambrian Credit Union which is currently in a significant over-draft situation.
27. It appears the monies distributed to Czarnecki and the Realty Companies may have been used to pay the settlement and costs agreed to in an unrelated matter pertaining to *The Securities Act*, CCSM c. S50, and for living expenses.
28. It appears the monies distributed to Dawes and Zaporozan may have been used to purchase a vehicle and for living expenses, in addition to purchasing a property at 1559 Notre Dame Avenue, in Winnipeg.
29. In the interview Tighe conducted with the BK, BK advised that prior to the closing of the sale of the McPhillips Property on February 27, 2025 he was unaware of the DJCC OTP and everything connected with it, including the purchase price paid by DJCC. At some point after February 27, 2025 BK observed an advertisement by another real estate salesperson (not Czarnecki) evidencing a sale of the McPhillips Property for an amount in excess of that which he understood it had been sold for. BK stated to Tighe that Czarnecki had never advised him of the true and complete facts relating to the sale of the McPhillips Property.
30. In conducting the investigation into the McPhillips Property, Tighe became aware that some of the Proceeds had been used by Zaporozan and Dawes to purchase another property, at 1559 Notre Dame Ave in Winnipeg, Manitoba.
31. He testified that on May 9, 2024, Czarnecki, representing Momentum, had submitted an offer to purchase (the "1559 OTP") on a property located at 1559 Notre Dame Ave, in the City of Winnipeg, in Manitoba (1559 Notre Dame) for the sum of \$800,000.00. The 1559 OTP provided a deposit of \$50,000.00 and was conditional on financing. The possession date was to be April 1, 2025, almost a year later.
32. On June 20, 2024 Momentum advised the seller that the financing condition had been met.
33. On July 18, 2024, the 1559 OTP was amended to increase the purchase price to \$830,000.00.
34. On March 25, 2025, the 1559 OTP was amended to provide for a possession date of May 1, 2025.
35. On June 9, 2025, Momentum, by 10233520 Manitoba Ltd., a company owned by Zaporozan, applied for a commercial mortgage in the sum of \$830,000.00 from the Assiniboine Credit Union (Assiniboine). One of the mortgage conditions was that the

mortgagee had to prove that it had twenty-five percent (25%) of the value of the proposed mortgage (the "25% Requirement"). Prior to closing the mortgagee was required to provide Assiniboine with the 25% Requirement in cash.

36. Zaporozan provided the Assiniboine with bank account statements for the Momentum savings account for the months of March and April 2025. Those bank statements showed that there were monies (all of which had been obtained from the Proceeds), exceeding the 25% Requirement. Zaporozan did not provide Assiniboine with a copy of the bank statement for the month of May 2025. By May 2025, there were no longer sufficient funds in the Momentum savings account to cover the 25% Requirement, as some of the Proceeds had been disbursed to the other Respondents.
 37. On June 27, 2025 the 1559 OTP was amended to provide for a possession date of July 17, 2025.
 38. On June 30, 2025 Assiniboine provided a commitment letter approving the Mortgage on the 1559 Property.
 39. The 25% Requirement of \$208,750.00 which was sent to the Assiniboine was funded entirely from the Proceeds, as follows:
 - a. A cheque dated July 9, 2025 in the amount of \$41,750.00; and
 - b. A cheque dated July 16, 2025 in the amount of \$167,000.00.
- Both cheques were made payable from the Momentum savings account to Momentum's law firm which then forwarded the funds to Assiniboine.
40. On July 23, 2025, the 1559 Property was registered in the name of 10233520 Manitoba Ltd. No further transfer of ownership has taken place.
 41. On October 3, 2025 a second mortgage in the sum of \$110,000.00 was placed on the 1559 Property.

Applicable Legislation

42. RESA provides, relevant to this hearing, as follows:

Application of section

61(1) This section applies in any of the following circumstances:

3. The commission has reason to believe that

- (a) the designated registrant, a director or partner of the designated registrant or an officer or employee of the designated registrant has contravened or is about to contravene this Act or a regulation; or
- (b) a person who the commission has reason to believe is or was required to be registered under this Act (referred to in this section as the "designated person"), a director or partner of the designated person or an officer or employee of the designated person has contravened or is about to contravene this Act or a regulation.

Orders without notice

61(2) The commission may make any order under this section with respect to the designated registrant or person if the commission is satisfied that doing so is in the public interest and may make the order without notice to any person.

Orders to third party

61(3) The commission may order a person who holds assets or trust funds on deposit or controls them for or on behalf of the designated registrant or person to continue to hold them until further order of the commission or until the assets or trust funds are released under subsection (7).

Order to refrain from withdrawals

61(4) The commission may order the designated registrant or person to refrain from withdrawing assets or trust funds from a person who holds them for or on behalf of the designated registrant or person or who otherwise has them on deposit or controls them.

Effect

61(6) An order takes effect immediately and may be made subject to any conditions that the commission considers appropriate.

Filing notice in the land titles office

61(8) The commission may file in the appropriate land titles office a notice stating

- (a) that an order has been made under subsection (3), (4) or (5); and
- (b) that the order may affect land specified in the notice and belonging to the person named in it.

Effect of notice in land titles office

61(9) A notice filed under subsection (8) has the same effect as the registration of a certificate of pending litigation, except that the commission may in writing modify or revoke the notice. Unless it is sooner revoked, the notice expires two years after it is filed.

Analysis and Findings

43. The provisions of the RESA provide that the Commission may make an order under the provisions in Part 4 without providing notice to the persons impacted by the order. These orders can be made where an individual is a registrant under the RESA or where an individual has engaged in conduct for which they were required to be a

registrant under the RESA. In so doing, the Commission must be satisfied that making the orders is in the public interest.

44. The Panel was directed to several decisions, including the decision of the British Columbia Court of Appeal in *Scott v College of Massage Therapists of British Columbia* 2016 BCCA 180 and to a decision of the BC Financial Services Authority in *Bal (Re)*, 2025 BCSRE 174.

45. It is important to note that this Panel is not making any decision as to the merits of the allegations; that will take place at the hearing of the matter.

46. The issues before the Panel are:

- a. Is there a *prima facie* case that supports a conclusion that the Respondents (being registrants or those whose actions require registration under the RESA) have contravened or about to contravene the RESA or the Regulation?
and
- b. Are we satisfied that it is in the public interest to issue the orders sought under the relevant sections of the RESA?

47. The Panel has determined that the evidence presented, and set out in detail above, has established a *prima facie* case that the Respondents have contravened one or more of the following provisions of the RESA, including but not limited to;

- a. Section 8(1); all registrants must be registered with a brokerage and engaged by it;
- b. Sections 30 and 31; disclosure requirements, including no remuneration permitted when trading with own client;
- c. Section 34(a); furnishing false or deceptive information;
- d. Section 44; deceptive dealing;
- e. Section 46(2); conduct unbecoming a registrant;
- f. Section 46(1); Professional misconduct;
- g. Section 82(1); Prohibited remuneration;
- h. Section 82(2) the recovery of remuneration by an unregistered person (individual or company).

48. Additionally, the Panel has determined that the evidence presented, and set out above, established a *prima facie* case that the Respondents have contravened one or more of the following provisions of the Regulation, including but not limited to;

- a. Section 4.1; restriction on purchasing by a registrant (including on behalf of a person related as defined in section 4.16); and
- b. Section 4.13; failure to provide the required disclosure to brokerage.

49. After reviewing the evidence, the Panel finds, on a *prima facie* basis, that the Respondents engaged in a clear and ongoing course of conduct that took place over many months, which evidences the threat of significant public harm.

50. The Panel finds that it is necessary and in the public interest to make the orders sought, as they are necessary to protect the participants in the real estate industry in Manitoba and are necessary to protect the integrity of the real estate industry in Manitoba.

51. The Panel issues:

- a. an order, pursuant to section 61(3) of the RESA, freezing the Bank Accounts, as set out in Schedule "A" to the notice of hearing;
- b. orders, pursuant to section 61(4) of the RESA, directing the individual Respondents, Czarnecki, Dawes and Zaporozan, to refrain from withdrawing any assets from any of the Bank Accounts; and
- c. an order, pursuant to section 61(8) of the RESA, that a notice be filed in the appropriate Land Titles Office in Manitoba pertaining to the real property set out in Title 3364682/1 pertaining to street address 1559 Notre Dame Avenue, currently registered to 10233520 Manitoba Ltd.

"L. Vincent"

L. Vincent, Chair of the Panel

"D. Ammeter"

D. Ammeter, Member

"D. Brown"

D. Brown, Member