

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of Advertiza Holdings (Pty) Ltd, a South African registered company, and its Officers, Directors, Agents, and Employees,)	CEASE AND DESIST ORDER, NOTICE OF CIVIL PENALTY, ORDER FOR RESCISSION, AND NOTICE OF RIGHT TO REQUEST A HEARING
Respondents.)	

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THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO:

ADVERTIZA HOLDINGS (PTY) LTD, and its OFFICERS, DIRECTORS, AGENTS, and EMPLOYEES, RESPONDENTS.

The North Dakota Securities Commissioner has a reasonable basis to believe that the Respondents have engaged in, are engaging in, or are about to engage in, acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.). It is necessary and appropriate in the public interest and for the protection of investors to restrain these acts, practices, or transactions of the Respondents.

1. Respondent Advertiza Holdings (Pty) Ltd (hereafter Advertiza or Respondent), purports to be a South African registered company that alleges via its website that it maintains “an affordable platform for advertising which offers cash rewards (in TIZACOINS OR ZAR currency) to consumers and business for recruiting other business and shopping from businesses which are registered on Advertiza.” Advertiza is a digital advertising app which runs on Android and iOS and allows users to purchase advertising space and consumers to earn/redeem cash rewards while shopping on Advertiza. No physical address is provided for the location of the company or its “Development Team”.

2. Respondent Advertiza conducts its business primarily on the internet and maintains a website accessible at <https://tizacoin.net>, (the website). According to the website, the company may be reached through its email address: Info@advertiza.co.za.
3. Through the website, Respondent Advertiza is offering the general public, including residents of the state of North Dakota, an Initial Coin Offering, (ICO), for a token named "Tizacoin" a/k/a "TIZA tokens". The website also includes instructions on how to invest in the tokens, and states "The holders of Tizacoins can expect to make a profit from the appreciation of the value of the Tiza tokens in circulation."
4. The website describes how investors will earn a return on investment as follows:
"When investors are purchasing Tizacoin during ICO Crowdfunding phase the value automatically appreciates due to the demand. After the app Launch more advertisers will purchase Tizacoins to pay for advertising space. This will cause the demand to go high increasing the value of the coin."
5. None of the offering materials on the website contemplate that purchasers of Tizacoin would have an eventual role in the management of the company.
6. Respondent Advertiza willfully fails to disclose material facts when offering the investments and makes fraudulent misrepresentations including the following:
 - a. The background of the principals of Respondent Advertiza and the actual location of its operations and management;
 - b. Information about the assets and liabilities of Respondent Advertiza and any other information describing the means by which Respondent will provide investors with the promised return on investments;
 - c. Information about its advertising platform and the risk factors associated with investing in a start-up company; and
 - d. That the investments offered by Respondent are securities and not properly registered as such with state and federal regulators.

7. The investments offered for sale by Respondent Advertiza are securities as defined in N.D.C.C. §10-04-02(19).
8. The subject securities have not been registered with the Securities Department under N.D.C.C. §§ 10-04-07.1, 10-04-08, or 10-04-08.1; are not exempt securities under N.D.C.C. § 10-04-05; and have not been offered for sale or sold in exempt transactions under N.D.C.C. § 10-04-06; and are not federal covered securities or have not been properly filed as federal covered securities under N.D.C.C. § 10-04-08.4. All offers and/or sales of the subject investments were made in violation of N.D.C.C. § 10-04-04.
9. The Respondent Advertiza was not registered as a broker-dealer or issuer-dealer with the Securities Department at the time of the offers and/or sales of the subject investments, in violation of N.D.C.C. § 10-04-10(1).
10. The Officers, Directors, Agents and Employees of the Respondent Advertiza were not registered as an agent with the Securities Department at the time of the offers and/or sales of the subject investments, in violation of N.D.C.C. § 10-04-10(2).
11. The Respondent Advertiza has offered and/or sold the above-referenced securities by use of material misrepresentations and/or omissions, has engaged in a scheme or artifice to defraud investors and/or has otherwise engaged in fraudulent or deceptive practices in violation of N.D.C.C. § 10-04-15.

NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. § 10-04-16, that the Respondents shall immediately **CEASE AND DESIST**:

1. From offering for sale or selling in North Dakota the subject securities, or any other securities however denominated, unless and until such securities have been

registered with the Securities Department or offered for sale pursuant to an exemption from registration.

2. From offering for sale or selling securities, or effecting transactions in securities, in North Dakota unless and until they have registered with the Securities Commissioner as broker-dealers, issuer-dealers or agents.
3. From using material misstatements or omissions, engaging in a scheme or artifice to defraud investors, or from engaging in any fraudulent or deceptive practices, in connection with the offer and/or sale of securities in this state.

YOU ARE NOTIFIED that any willful violation of this order is a Class B Felony pursuant to N.D.C.C. § 10-04-18(1). Pursuant to N.D.C.C. § 12.1-32-01(3), a Class B Felony is punishable by a \$20,000 fine and 10 years' imprisonment, with respect to a natural person. Pursuant to N.D.C.C. § 12.1-32-01.1(2), a Class B Felony is punishable by a \$70,000 fine with respect to an organization.

YOU ARE FURTHER NOTIFIED that, pursuant to N.D.C.C. § 12.1-09-03, a person is guilty of a criminal offense if that person intentionally "alters, destroys, mutilates, conceals, or removes a record, document, or thing with intent to impair its verity or availability" in an official proceeding. As such, intentional destruction of any documents related to this matter may result in criminal prosecution.

NOTICE OF CIVIL PENALTY

YOU ARE NOTIFIED that the above-cited violations are sufficient grounds for the imposition of civil penalties pursuant to N.D.C.C. § 10-04-16(1). The Securities Commissioner does not herein assess a civil penalty, but the Commissioner expressly reserves the authority to assess civil penalties, not to exceed \$10,000 per violation,

regarding the violations outlined above, any other violations subsequently discovered, or any future securities violations or violations of this order.

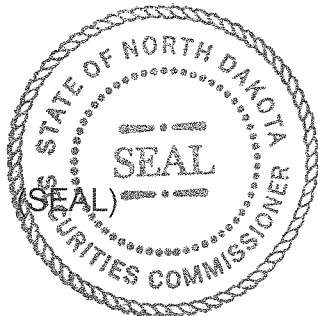
ORDER FOR RESCISSION

The Securities Commissioner further Orders that the Respondents shall, within sixty days of the date of this Order, make rescission of any transactions previously made with residents of the State of North Dakota, for the full amount paid for the securities, plus interest at the statutory rate, and less the amount of any income received on the securities by said resident, pursuant to the provisions of N.D.C.C. §§ 10-04-16(1) and 10-04-17.

NOTICE OF RIGHT TO REQUEST A HEARING

YOU ARE NOTIFIED that pursuant to N.D.C.C. § 10-04-12 you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN FIFTEEN (15) DAYS AFTER THE RECEIPT OF THIS ORDER. The Respondents have the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 10th day of October, 2018.





Karen J. Tyler, Securities Commissioner
North Dakota Securities Department
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State Capitol – Fifth Floor
Bismarck, ND 58505-0510
(701) 328-2910

STATE OF NORTH DAKOTA

SECURITIES DEPARTMENT

In the Matter of Advertiza Holdings (Pty))
Ltd, a South African registered company,)
and its Officers, Directors, Agents,)
and Employees,)
Respondents.)


CERTIFICATE OF SERVICE

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I, Michael F. Daley, hereby certify that on the 10th day of October, 2018, I served the above-named Respondents, via email at Info@advertiza.co.za, with true and correct copies of the Cease and Desist Order, Notice of Civil Penalty, Order for Rescission, and Notice of Right to Request a Hearing, and this Certificate of Service.

Dated this 10th day of October, 2018.

By:



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