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REC'D - AR SECURITIES

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER
CASE NO. S-24-0001
ORDER NO. S-24-0001-24-OR01**

**IN THE MATTER OF:
TRUVIAN SCIENCES, INC.- SERIES C**

RESPONDENT

CONSENT ORDER

This Consent Order is entered pursuant to the Arkansas Securities Act (“Act”), codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509, the Rule of the Arkansas Securities Commissioner (“Rules”) promulgated under the Act, and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-15-101 through 25-15-221, in accordance with an agreement by and between the Staff of the Arkansas Securities Department (“Staff”) and Truvian Sciences, Inc.- Series C (“Truvian”) in full and final settlement of all claims that could be brought against Truvian on the basis of the facts set forth herein.

Truvian admits the jurisdiction of the Act and the Arkansas Securities Commissioner (“Commissioner”), waives its right to a formal hearing and appeal, and without admitting or denying the finding of facts made herein, consents to the entry of this order and agrees to abide by its terms.

FINDINGS OF FACT

1. Truvian is a corporation organized and operating under the laws of the State of Delaware with its principal place of business in San Diego, California. Truvian is not registered with the Arkansas Securities Department (“Department”) in any capacity.

2. On October 27, 2023, Truvian made an exemption filing pursuant to Rule 504.01(a)(13)(N) with the Department.

3. On July 14, 2023, agents or employees of Truvian sold securities issued by Truvian to a resident of Arkansas in the amount of \$792,870.25. On October 6, 2023, agents or employees of Truvian sold securities issued by Truvian to the same Arkansas resident in the amount of \$396,429.93. In total, the Arkansas resident purchased \$1,189,300.18 worth of Truvian's Series C Preferred Stock.

4. Truvian has fully cooperated with the Staff during the Staff's review of this matter.

CONCLUSIONS OF LAW

5. Under the Act, the Commissioner can exempt any other securities transaction by rule or order as not being necessary or appropriate in the public interest for the protection of investors. Ark. Code Ann. § 23-42-504(a)(13). Pursuant to Rule 504.01(a)(13)(N) certain offers and sales of securities sold to accredited investors, if in compliance with the NASAA Model Accredited Investor Exemption ("MAIE"), are exempt securities transactions. Additionally, as stated in the MAIE, the issuer must file notice of the transaction, the consent to service of process required by Ark. Code Ann. § 23-42-107(a), and a copy of the general announcement of the proposed offering with the Commissioner within fifteen (15) days of the first sale in Arkansas. Truvian violated Ark. Code Ann. § 23-42-504(a)(13) and Rule 504.01(a)(13)(N) by failing to make its exemption filing within fifteen (15) days of the first sale in the State of Arkansas.

UNDERTAKINGS

In settlement of this matter Truvian agrees to pay a fine in the amount of \$500.00.

OPINION

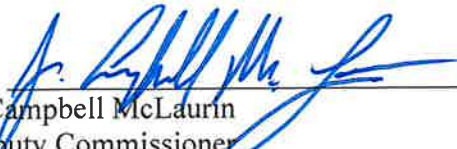
This Order is in the public interest. The facts as set out in paragraphs two and three support the violations of the Act and Rules as set out in paragraph five.

ORDER

IT IS THEREFORE ORDERED that Truvian Sciences, Inc. pay a fine in the amount of \$500.00 to the Department upon entry of this order.

WITNESS MY HAND this the 15th day of April, 2024.

SUSANNAH T. MARSHALL
ARKANSAS SECURITIES COMMISSIONER

By: 
J. Campbell McLaurin
Deputy Commissioner
Arkansas Securities Department
1 Commerce Way, Suite 402
Little Rock, Arkansas 72202

APPROVED AS TO FORM AND CONTENT:

DocuSigned by:

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3/7/2024
Date

Title: Secretary
On Behalf of Truvian Sciences, Inc.


Ryan J. Little
Staff Attorney
Arkansas Securities Department

04 / 1 / 2024
Date