

MICHAEL K. JEANES
 Clerk of the Superior Court
 By Ashley Hatch, Deputy
 Date 03/07/2018 Time 09:21:44
 Description **6** Amount
 ----- CASE# CV2018-003675 -----
 CIVIL NEW COMPLAINT 322.00

 TOTAL AMOUNT 322.00
 Receipt# 26450752

1 Keith Beauchamp (012434)
 2 Roopali H. Desai (024295)
 3 **COPPERSMITH BROCKELMAN PLC**
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 5 Phoenix, Arizona 85004
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 10 *Attorneys for Plaintiff*

11 **ARIZONA SUPERIOR COURT**
 12 **MARICOPA COUNTY**

11 FIERCE INVESTMENTS LTD.,)	No. CV2018-003675
12 Plaintiff,)	
13 v.)	COMPLAINT
14 AZTEC COPPER INC., an Arizona)	
15 corporation; RON ARNOLD, an individual;)	(Eligible for Commercial Court)
16 and CHRISTINE REEVES, an individual,)	
17 Defendants.)	

18
 19 Plaintiff Fierce Investments Ltd. ("Fierce"), in its Complaint against Defendants Aztec
 20 Copper Inc. (the "Company"), Ron Arnold and Christine Reeves, hereby alleges as follows:

21 **NATURE OF THIS ACTION**

- 22 1. Fierce is the registered holder of 40,000,000 common shares of the Company (the
 23 "Fierce Shares").
 24 2. Fierce, through this action, seeks judicial enforcement of its right to inspect the
 25 books and records of the Company under A.R.S. § 10-1602.
 26

1 3. Fierce also asserts claims against Ron Arnold and Christine Reeves for breach of
2 their fiduciary duty as officers and directors of the Company for refusing to allow Fierce to
3 inspect the books and records of the Company.

4 **PARTIES**

5 4. Fierce is incorporated in the Commonwealth of The Bahamas as an International
6 Business Company.

7 5. Defendant Aztec Copper Inc. is a corporation organized under the laws of the
8 State of Arizona and is good standing, according to records of the Arizona Corporation
9 Commission. [Ex. A (Certificate of Good Standing)]

10 6. Defendant Ron Arnold is the President and CEO of Aztec Copper Inc. and may
11 also be a Director of the Company.

12 7. Defendant Christine Reeves is a Director of Aztec Copper Inc. and may also be
13 an officer of the Company.

14 **JURISDICTION AND VENUE**

15 8. This Court has subject matter jurisdiction hereof under Article VI, Section 14 of
16 the Arizona Constitution.

17 **FACTUAL BACKGROUND**

18 **Relationship of Fierce to the Company; Purchase of Fierce Shares**

19 9. On or about October 15, 2002, Fierce acquired 40,000,000 shares in the Company.
20 Therefore, Fierce is a shareholder in the Company.

21 10. Fierce has legitimate concerns about whether the shares that Fierce owns have
22 been improperly diluted as well as other issues spelled out in its correspondence to the Company.

23 11. In addition, Fierce has legitimate concerns about whether the Directors and
24 Officers of the Company are properly complying with judgments entered against the Company
25 and/or may have engaged in misconduct.

26

1 12. Fierce's concerns are heightened by information it recently received in response
2 to its January 26, 2018 demand for books and records. A lawyer from Alberta Canada
3 responding on behalf of the Company advised that an entity incorporated under Canadian law,
4 "1829752 Alberta Inc.," is the successor-in-interest to Aztec Copper, Inc. Fierce has no
5 information about 1829752 Alberta Inc.

6 **Demand to Inspect Books and Records; Rejection of Inspection Rights**

7 13. On January 26, 2018, Fierce made a demand in good faith and for a proper
8 purpose to inspect books and records of the Company (the "Demand"). [Ex. B]

9 14. The Demand was delivered to the statutory agent for the Company and to the
10 business address provided for the Company in the records of the Arizona Corporation. On
11 information and belief, the Demand was forwarded by the Company's statutory agent to
12 Defendants Arnold and Reeves, as officers and directors of the Company.

13 15. Fierce sought to inspect certain books and records for "the purposes of obtaining
14 an informed understanding of the true financial condition of the Company; assessing the value
15 of the Fierce Shares; and determining whether the affairs of the Company have been conducted
16 appropriately under applicable law."

17 16. Specifically, Fierce requested the following books and records in its Demand:

- 18 • the articles or restated articles of incorporation of the Company and all
19 amendments thereto;
- 20 • bylaws or restated bylaws of the Company and all amendments
21 thereto;
- 22 • resolutions adopted and/or voted on by the board of directors creating
23 one or more classes or series of shares;
- 24 • minutes of all shareholders meetings, and records of all action taken by
25 shareholders of the Company without a meeting;
- 26 • written communications to any or all shareholders;
- financial statements prepared in accordance with A.R.S. § 10-1620;
- any agreement among shareholders under A.R.S. § 10-732;

- 1 • minutes of any meeting of the board of directors, records of any action
2 of a committee of the board of directors while acting in place of the
3 board of directors, minutes of any meeting of the shareholders and
4 records of action taken by the shareholders or board of directors
5 without a meeting;
- 6 • accounting records of the Company, including but not limited to
 - 7 ○ its general ledger,
 - 8 ○ annual profit and loss statements,
 - 9 ○ year-end balance sheets, and
 - 10 ○ documentation of any payments (whether loans, reimbursement of
11 expenses, salary, or otherwise) from the Company to any
12 shareholder, officer or director;
- 13 • the record of shareholders of the Company; and
- 14 • the Company's most recent financial statements showing in reasonable
15 detail its assets and liabilities and the results of its operations.

16 17. On February 21, 2018, Fierce received a response to its Demand from legal counsel
17 purporting to represent "1829752 Alberta Inc., previously Aztec Copper Inc." The letter asserted
18 that 1829752 Alberta Inc. is incorporated under Alberta statutes and is not subject to the Arizona
19 statute cited in the Demand. Therefore, the request to inspect books and records was rejected.

20 [Ex. C]

21 **COUNT I – COURT ORDERED INSPECTION PURSUANT TO A.R.S. § 10-1604**

22 18. Fierce sought to inspect certain books and records of the Company for "the
23 purposes of obtaining an informed understanding of the true financial condition of the
24 Company; assessing the value of the Fierce Shares; and determining whether the affairs of the
25 Company have been conducted appropriately under applicable law."

26 19. The Company refused to permit Fierce to inspect the requested books and
records.

20. Pursuant to A.R.S. § 10-1604, Fierce seeks an order from this Court for the
inspection and copying of the records requested in the Demand.

Exhibit A

Exhibit A

Search Time:
3/6/2018 3:59:14 PM

File Number:
10101183

Corporation Name:
AZTEC COPPER INC.

Corporate Status Inquiry

This Corporation is in Good Standing

This information is provided as a courtesy and does not constitute legally binding information regarding the status of the entity listed above. To obtain an official Certificate indicating that the entity is in good standing click on Print Certificate and follow printing instructions. To reprint a previously generated Certificate of Good Standing click Reprint Certificate.

[Print Certificate \(/GoodStanding/PrintInstructions?corpId=%2010101183\)](/GoodStanding/PrintInstructions?corpId=%2010101183)

[Reprint Certificate \(/GoodStanding/Reprint?corpId=%2010101183\)](/GoodStanding/Reprint?corpId=%2010101183)

[Return to Corporate Details \(/Details/Corp?corpId=%2010101183\)](/Details/Corp?corpId=%2010101183)

[Privacy Policy \(http://www.azcc.gov/Divisions/Administration/Privacy.asp\)](http://www.azcc.gov/Divisions/Administration/Privacy.asp) | [Contact Us \(http://www.azcc.gov/divisions/corporations/contact-us.asp\)](http://www.azcc.gov/divisions/corporations/contact-us.asp)

Exhibit B

Exhibit B

**COPPERSMITH
BROCKELMAN**

LAWYERS

Keith Beauchamp
kbeauchamp@cblawyers.com
PH. (602) 381-5490
FAX (602) 224-6020

2800 North Central Avenue, Suite 1900
Phoenix, AZ 85004
CBLAWYERS.COM

January 26, 2018

Via Federal Express

Aztec Copper Corp.
17324 – 107 Avenue
Edmonton, Alberta
Canada
T5S 1E9

Aztec Copper Corp.
c/o National Registered Agents Inc.
3800 North Central Avenue, Suite 460
Phoenix, AZ 85012

Attn: Ron Arnold, President

Re: Demand to Inspect Books and Records of Aztec Copper Inc.

Dear Mr. Arnold:

We represent Fierce Investments Ltd. ("Fierce") with respect to the matters raised in this letter. As you know, Fierce is the registered holder of 40,000,000 common shares (the "Fierce Shares") of Aztec Copper, Inc. (the "Company"). The purposes of this letter are to (1) obtain a share certificate for the shares owned by Fierce and (2) invoke Fierce's rights as a shareholder to inspect the Company's books and records pursuant to A.R.S. § 10-1602 and other applicable Arizona law.

First, we understand that Fierce has not been issued a share certificate representing the Fierce Shares, nor has it received a written statement from the Company of the information required in share certificates by Section 10-625, subsections B and C of the Arizona Corporations and Associations Act (the "Act"). On behalf of Fierce, we hereby request that the Company issue and deliver to me a share certificate or a written statement representing the Fierce Shares.

Second, pursuant to A.R.S. § 10-1602, Fierce hereby asserts its right to inspect and copy the books and records of the Company described below. These books and records are requested for the purposes of obtaining an informed understanding of the true financial condition of the Company; assessing the value of the Fierce Shares; and determining whether the affairs of the Company have been conducted appropriately under applicable law.

The books and records requested are as follows:

1. the articles or restated articles of incorporation of the Company and all amendments thereto;
2. bylaws or restated bylaws of the Company and all amendments thereto;
3. resolutions adopted and/or voted on by the board of directors creating one or more classes or series of shares;
4. minutes of all shareholders meetings, and records of all action taken by shareholders of the Company without a meeting;
5. written communications to any or all shareholders;
6. financial statements prepared in accordance with A.R.S. § 10-1620;
7. any agreement among shareholders under A.R.S. § 10-732;
8. minutes of any meeting of the board of directors, records of any action of a committee of the board of directors while acting in place of the board of directors, minutes of any meeting of the shareholders and records of action taken by the shareholders or board of directors without a meeting;
9. accounting records of the Company, including but not limited to
 - its general ledger,
 - annual profit and loss statements,
 - year-end balance sheets, and
 - documentation of any payments (whether loans, reimbursement of expenses, salary, or otherwise) from the Company to any shareholder, officer or director.
10. the record of shareholders of the Company; and
11. the Company's most recent financial statements showing in reasonable detail its assets and liabilities and the results of its operations.

Please let me know where the above stated books and records will be made available to Fierce and its designated agents for inspection and copying. As I'm sure you know, Arizona law

Ron Arnold, President
Aztec Copper Corp.
January 26, 2018
Page 3

requires that the books and records be made available within five business days of this request being made. A.R.S. 10-1602(B). We look forward to hearing from you promptly.

Sincerely,

A handwritten signature in black ink, appearing to read 'Keith Beauchamp', with a stylized, flowing script.

Keith Beauchamp

KB:slm

cc: Roopali Desai, Esq.

Exhibit C

Exhibit C

SNYDER & ASSOCIATES LLP

#2500 SUN LIFE PLACE, 10125 - 99 STREET, EDMONTON AB T5J 3H1
PHONE: 780-426-4133 • FAX: 780-424-1588
WEB SITE: WWW.SNYDER.CA

BARRISTERS & SOLICITORS

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref.

Our Ref.

114023/SCS

February 21, 2018

Coppersmith Brockelman
2800 North Central Avenue
Suite 1900
Phoenix, AZ 85004

via fax #1-602-224-6020

Attention: Keith Beauchamp


Dear Sir:

Re: Demand to Inspect Books and Records of Aztec Copper Inc.

I refer to my correspondence of the 9th of February, a copy of which is attached hereto for ease of reference. I note that I have had no response thereto. Your early attention hereto would be much appreciated.

Yours truly

SNYDER & ASSOCIATES LLP

Per: 
Stephen C. Snyder
SCS/cij
Encl.

S NYDER
& ASSOCIATES LLP

#2500 SUN LIFE PLACE, 10123 - 99 STREET, EDMONTON AB T5J 3H1
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BARRISTERS & SOLICITORS

Stephen C. Snyder Barrister & Solicitor
E-Mail: ssnyder@snyder.ca

Your Ref:

Our Ref:

/SCS

February 9, 2018

Coppersmith Brockelman
2000 North Central Avenue
Suite 1900
Phoenix, Arizona 85004

Attention: Keith Beauchamp

Dear Sir:

Re: Demand to Inspect Books and Records of Aztec Copper Inc.

The undersigned are legal counsel to 1829752 Alberta Inc., previously Aztec Copper Inc., and in that capacity have received your correspondence of the 26th of January 2018.

In the second paragraph of your letter, you make reference to the Arizona Corporations and Associations Act. The company which I represent, 1829752 Alberta Ltd., previously Aztec Copper Inc., is a creature of statute, incorporated pursuant to the provisions of the Business Corporations Act being a statute enacted by the legislature of the Province of Alberta. To the best of my knowledge, this company has not been extra nationally registered in Arizona and is not, therefore, subject to the provisions of the Arizona Corporations and Associations Act. Am I missing something?

I look forward to hearing from you at your convenience and remain,

Yours truly,

SNYDER & ASSOCIATES

PER:



STEPHEN C. SNYDER

SCS/bj

VIA FAX 602 224 6020