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DEPUTY SECURITIES COMMISSIONER

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Texas State Securities Board

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MEMBER

IN THE MATTER OF	§	
BG Wealth Sharing LTD, DSJ Exchange	§	Order No. ENF-26-CDO-1897
PTY Ltd, BG Wealth Sharing Group LLC,	§	
Thaddious Thomas, and Gagandeep		
Sarkaria.		

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Deputy Securities Commissioner of the State of Texas (**Deputy Securities Commissioner**) of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 4007.104 of The Securities Act, Tex. Gov't Code Ann. §§ 4001.001-4008.105 (**Securities Act**).

The Enforcement Division of the Texas State Securities Board (**Enforcement Division**) has presented evidence sufficient for the Deputy Securities Commissioner to find that:

FINDINGS OF FACT

1. BG WEALTH SHARING LTD (**Respondent BG Wealth**) is a corporation formed in Colorado on April 13, 2025, and can be served at its registered agent, Fong Sam International Accounting Firm, at 1500 N. Grant St., Ste R, Denver, Colorado 80203.
2. BG Wealth Sharing Group LLC (**BG Wealth Texas**) is a Texas corporation and can be served through its registered agent, Thaddious Thomas, at 6601 Broadway St, Pearland, Texas 77581.
3. DSJ Exchange PTY Ltd (**Respondent DSJ**) can be served through the principle office mailing address 390 NE 191st ST, STE 8315, Miami, Florida 33179 or the registered agent, Yeraldo Y Parral, at 3190 South Vaughn Way, Aurora, Colorado 80014.
4. Thaddious Thomas (**Respondent Thomas**), is a promoter of Respondent BG Wealth and can be served at 13612 Summer Cloud Ln, Pearland, Texas 77584.
5. Gagandeep Sarkaria (**Respondent Sarkaria**) is a promoter of Respondent BG Wealth and can be served at 1109 Timberlake Ln, Lewisville, Texas 75067

OVERVIEW

6. Respondent BG Wealth purports to operate an AI-enabled cryptocurrency education and trading platform that provides investors with cryptocurrency trading signals through a messaging application referred to as “BonChat.”
7. Respondents are offering passive investment opportunities tied to purported cryptocurrency trading activity and are representing that investors can earn substantial profits through Respondents’ claimed expertise, proprietary trading systems, and AI-enabled trading strategies.
8. Respondents are also operating a multilevel marketing network that incentivizes existing investors to recruit new participants in exchange for additional compensation, bonuses, trading benefits, and other rewards.
9. Respondents are engaging in illegal, fraudulent, deceptive, and/or misleading practices in connection with the offer for sale of securities to Texas residents. As described herein, Respondents’ conduct threatens immediate and irreparable public harm.

THE BG WEALTH TRADING PROGRAM

10. Respondent BG Wealth claims to pool investor funds for the purpose of making short-term cryptocurrency trades tied to Bitcoin price movements.
11. Respondent BG Wealth represents that investors can generate profits by following trading signals distributed through BonChat.
12. Respondents distribute these trading signals as alphanumeric codes at specified times throughout the day, generally at approximately 12:00 p.m. and 6:00 p.m. Central Time.
13. Respondents direct investors to enter the codes into Respondent DSJ’s purported cryptocurrency exchange platform in order to authorize trades allegedly conducted through Respondent DSJ.
14. Investors do not independently select trading strategies, determine market positions, conduct technical analysis, or negotiate trades. Instead, investors rely solely on Respondents’ purported expertise, proprietary trading systems, and trading signals to generate profits.
15. Respondents represent that investors could earn additional “dynamic trading signals” by recruiting new investors into the program.
16. Respondents represent that investors’ accounts would increase in value as a result of Respondents’ purported trading activity.

17. Respondents further represent that investors seeking to withdraw funds from their accounts were required to pay a handling fee equal to approximately twenty percent of the value of the account.
18. Respondents claim the handling fee is necessary to prevent arbitrage and comply with anti-money laundering laws.
19. Respondent BG Wealth represents that Respondent DSJ serves as the cryptocurrency exchange used to conduct the trading activity associated with the investment program.
20. Respondents further represent that Respondent BG Wealth and Respondent DSJ entered into an exclusive ten-year agreement authorizing Respondent DSJ to act as BG Wealth's exclusive trading platform.

MULTILEVEL MARKETING AND RECRUITMENT

21. Respondents operate a multilevel marketing structure designed to recruit new investors into the program.
22. Respondents incentivize investors to recruit additional participants by offering increased compensation, enhanced trading benefits, bonuses, and purported salary payments.
23. Respondents represent that Level 1 members could receive additional daily trading signals intended to increase investor profits.
24. Respondents further represent that members could receive monthly salaries ranging from approximately 30 USDT per month to approximately 1,000,000 USDT per month depending on recruitment levels achieved within the organization.
25. Respondents also represent that investors could receive promotion bonuses ranging from approximately 100 USDT to approximately 2,000,000.
26. Finally, Respondents represent that investors and recruiters can receive recurring dividend payments from Respondent BG Wealth's purported business activities.
27. Respondent Sarkaria has publicly represented that BG Wealth purchased her a luxury SUV after she reached a specified recruitment level within the organization.

FALSE CLAIMS OF GOVERNMENT REGISTRATION AND REGULATORY APPROVAL

28. On or about August 15, 2025, Respondent BG Wealth made an Exempt Reporting Adviser filing with the Securities and Exchange Commission.

29. Exempt Reporting Adviser filings do not constitute approval, endorsement, registration, or licensure by the Securities and Exchange Commission.
30. Respondents nevertheless use the filing to create the false impression that Respondent BG Wealth is approved, licensed, regulated, or otherwise endorsed by the United States Government.
31. Respondent DSJ also uses a falsified certificate claiming registration as a dealer and investment adviser and licensed by the Securities and Exchange Commission.
32. Respondent DSJ filed a Money Services Business registration with the Financial Crimes Enforcement Network (**FinCEN**) on or about May 12, 2024.
33. Money Services Business registrations do not constitute approval, endorsement, examination, or verification of legitimacy by FinCEN.
34. Respondents nevertheless use the Money Services Business registration to persuade investors that Respondent DSJ and Respondent BG Wealth are legitimate and government-regulated.
35. Respondent DSJ also filed a Form D with the Securities and Exchange Commission claiming reliance on Rule 506(c) of Regulation D.
36. Rule 506(c) does not authorize the operation of a cryptocurrency exchange, guarantee compliance with state securities laws, or constitute governmental approval of Respondents' activities.
37. Respondents use these filings and representations to mislead investors into believing Respondents were lawfully operating and regulated by governmental authorities.

FALSE AND MISLEADING CLAIMS OF RETURNS

38. Respondents represent that their trading system achieves a 99.6% success rate, with guaranteed protection of investors' principal investments.
39. Respondents represent that investors can earn monthly returns of at least sixty percent.
40. Respondents represent that investors can double their principal investment within approximately forty days.
41. Respondents represent that the investment program involves little or no risk to investors.
42. Respondents use testimonials, promotional videos, social media posts, and online presentations to reinforce these claims and recruit additional investors.

TEXAS-BASED PROMOTION AND SOLICITATION

43. Respondent Thomas formed Respondent BG Wealth Texas in connection with the promotion of Respondent BG Wealth's investment program in Texas.
44. Respondent Thomas is using BG Wealth Texas to obtain occupancy authorization for a physical location in Pearland, Texas where presentations and promotional meetings will be conducted for prospective investors.
45. Respondent Sarkaria conducts in-person promotional events in Texas for the purpose of recruiting new investors into Respondent BG Wealth.
46. Respondent Sarkaria also has participated in online promotional presentations directed at prospective investors.
47. During one such presentation, Respondent Sarkaria referenced Respondent DSJ's FinCEN Money Services Business filing in an effort to persuade prospective investors that Respondents are legitimate and regulated.
49. In April 2026 Respondent BG Wealth demanded additional payments totaling twelve percent (12%) on each investors' account value purportedly for taxes and account transfer fees.
49. On or around May 8, 2026, Respondent Sarkaria published a video in response to warnings issued by securities regulators concerning Respondent BG Wealth.
50. Respondents later directed investors to transfer accounts from Respondent DSJ to another purported exchange identified as HQIEX.
51. Respondent BG Wealth claimed all claims of fraud were the fault of Respondent DSJ so Respondent BG Wealth decided to switch exchange services.

REGISTRATION VIOLATIONS

52. The securities offered by Respondents have not been registered by qualification, notification or coordination, and no permit has been granted for their sale in Texas.
53. Respondents have not been registered with the Securities Commissioner for the state of Texas (Securities Commissioner) as dealers or agents at any time material hereto.
54. Any claimed exemption from registration is unavailable because Respondents are intentionally failing to disclose material information to investors.

**FRAUD IN CONNECTION
WITH THE OFFER OF SECURITIES**

55. In connection with the offer for sale of securities, Respondents are intentionally failing to disclose the following material information concerning the purported trading operations and investment activities:
- A. The actual trading activity purportedly conducted on behalf of investors;
 - B. The custody, location, and control of investor funds;
 - C. The identity and qualifications of the persons allegedly responsible for managing investor funds and conducting trading activity;
 - D. The risk associated with the purported trading program;
 - E. The financial condition, capitalization, assets, and liabilities of Respondents; and
 - F. Whether investor funds were commingled or diverted.
56. In connection with the offer for sale of securities, Respondents are making materially misleading statements and omissions concerning:
- A. Government regulation and approval;
 - B. Investment returns;
 - C. The risks associated with the investment program;
 - D. The legitimacy of the trading platform; and
 - E. The legality of Respondents' activities in Texas.

**MATERIALLY MISLEADING AND
DECEPTIVE PRACTICES AND THE OFFER OF SECURITIES**

57. Respondents are representing that Respondents are paying bonuses, increased compensation, purported salary payments, and providing enhanced trading benefits to investors who recruit investors. These statements are materially misleading or otherwise likely to deceive the public because:
- A. Persons who offer and sell securities in Texas, including the investments offered by Respondents, who are not registered as dealers or agents, or are otherwise exempt from such registration, are violating Section 4004.051 of the Securities Act; and

- B. Persons who offer securities, including the investments offered by Respondents, in Texas are offering unregistered securities in violation of Section 4003.001.

CONCLUSIONS OF LAW

1. The investments offered by Respondents are securities as that term is defined in Section 4001.068 of the Securities Act.
2. Respondents are violating Section 4003.001 of the Securities Act by offering securities for sale in Texas at a time when the securities are not registered with or permitted by the Securities Commissioner.
3. Respondents are violating Section 4004.051 of the Securities Act by offering securities for sale in Texas without being registered as dealers or agents.
4. Respondents are engaging in fraud in connection with the offer for the sale of securities.
5. Respondents are making offers containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 4007.104 of the Securities Act.

ORDER

1. It is therefore ORDERED that Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered for sale pursuant to an exemption from registration under the Texas Securities Act.
2. It is further ORDERED that Respondents immediately CEASE AND DESIST from acting as securities dealers, agents, investment advisers, or investment adviser representatives in Texas until they are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Texas Securities Act.
3. It is further ORDERED that Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED that Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 4007.104 of the Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and nonappealable.

You are advised under Section 4007.206 of the Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 4007.104 of the Securities Act is a criminal offense punishable by a fine of not more than \$10,000.00, or imprisonment in the penitentiary for two to ten years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Deputy Securities Commissioner this 3rd day of June 2026.



CRISTI RAMÓN OCHOA
Deputy Securities Commissioner