

**BEFORE THE DIRECTOR OF THE DEPARTMENT OF FINANCE
OF THE STATE OF IDAHO**

In the matter of

CALEB AND BROWN PTY LTD.

Docket No. 2025-12-03

STIPULATED ORDER

The Department of Finance, acting through its Securities Bureau (“Department”), pursuant to authority under the Idaho Money Transmitter Act, Idaho Code § 26-2901, *et seq.*, has reasonable grounds to believe that violations of the Idaho Money Transmitter Act (“Act”) have occurred. Caleb and Brown Pty Ltd (“Respondent”) and the Department have agreed to resolve this matter without a public hearing or adjudication of this matter. Therefore, the Director of the Department (“Director”) deems it appropriate and in the public interest that this Stipulated Order be entered into, and Respondent consents to the entry of this Stipulated Order.

BACKGROUND

1. Respondent is an Australian private company registered with the Australian Business Register since May 10, 2017. Respondent’s principal office and mailing address is Level 3, 2-6 Gwynne St, Cremorne, Victoria, 3121 Australia. Respondent utilizes the trade name “Caleb & Brown” and offers services to United States consumers through its website <https://www.calebandbrown.com>.

2. Respondent is a digital asset company whose primary business is the operation of an online digital asset exchange. The exchange enables customers to engage in the purchase and sale of digital assets, including Bitcoin. Based on the Department’s review of the

Respondent's prior business activity in Idaho, the Department has determined that the Respondent required a money transmitter license for its activity.

3. The Respondent intends to migrate all customers from the Respondent to an affiliated entity once that entity became licensed as an Idaho money transmitter.

4. The Department acknowledges that the Respondent has cooperated with the Department throughout this proceeding, and that the Department has never received a complaint regarding the Respondent's business.

FINDINGS OF VIOLATIONS

5. Idaho Code § 26-2903(1) provides that "no person except a person exempt pursuant to the provisions of section 26-2904, Idaho Code, shall engage in the business of money transmission without a license as provided in accordance with the provisions of this chapter."

6. Respondent is not an exempt entity as identified under Idaho Code § 26-2904, or any other applicable law or rule.

7. Respondent's business activities were conducted in violation of the Act from at least June 30, 2022, through present.

8. Idaho Code § 26-2923(1) provides that the Director may order a civil penalty of up to one thousand dollars (\$1,000) for each violation, or in the case of continued violation, one thousand dollars (\$1,000) for each day the violation continues, not to exceed twenty-five thousand dollars (\$25,000) in the aggregate.

ACKNOWLEDGMENT AND REMEDIES

9. Respondent neither admits nor denies the foregoing facts and Finding of Violations.

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10. Respondent waives its right to notice and opportunity for hearing on this matter provided by Idaho Code § 26-2923 and the contested case provisions of the Idaho Administrative Procedures Act at Title 67, Chapter 52, Idaho Code. Respondent further waives its right to seek judicial review of this Stipulation and Order. The terms contained in this Order herein constitute the entire agreement between the Department and Respondent.

11. Respondent represents that the information provided to the Department in its investigation of this matter and in the course of the licensing application review process is complete and accurate.

12. In the event that the Respondent fails to adhere to the terms of this Stipulated

13. Order, the Respondent acknowledges that the Department can incorporate the facts and findings that give rise to this Order in any future proceedings.

14. Without admitting or denying the allegations contained herein, Respondent agrees to pay a civil penalty of fifteen thousand dollars (\$15,000) to the Department, pursuant to Idaho Code § 26-2923. Said civil penalty is to be paid no later than thirty (30) days from the date the Director executes this Order. Payment shall be made payable to the "Idaho Department of Finance."


AGREED TO and ACKNOWLEDGED this 18th day of March, 2025.


CALEB AND BROWN HOLDINGS PTY LTD

BY: Nathan Schmalhofer

ITS (TITLE) Chief Compliance Officer

DATED: 3/24/2025




JOHN YAROS, Securities Bureau Chief
Idaho Department of Finance

IT IS SO ORDERED.

DATED this 24th March day of March, 2025.





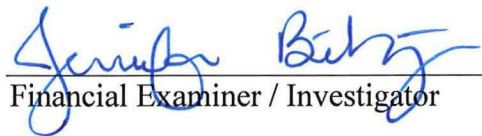
PATRICIA R. PERKINS, Director
Idaho Department of Finance

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 24th day of March 2025, I served a true and correct copy of the foregoing AGREEMENT AND ORDER upon the following by the designated means:

Caleb and Brown Holdings Pty Ltd
Level 3. 2-6 Gwynne St, Cremorne,
Victoria, 3121 Australia

U.S. mail, postage prepaid
 Certified mail
 Email:
nathan.schmalhofer@calebandbrown.com



Financial Examiner / Investigator