

1 **STATE OF CALIFORNIA**  
2 **BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY**  
3 **DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION**

4 **TO:** Metafiyielders Pty Ltd  
5 Metafi Yielders Limited  
6 www.metafiyielders.com  
7 Michael Daher, also known as Michel Daher

8 **DESIST AND REFRAIN ORDER**  
9 **(For violations of sections 25110 and 25401 of the Corporations Code)**

10 The Commissioner of Financial Protection and Innovation (Commissioner) finds that:

11 1. The Department of Financial Protection and Innovation (Department) regulates the  
12 offer and sale of securities in California under the Corporate Securities Law of 1968 (Cal. Corp. Code  
13 §§ 25000-25707) (CSL).

14 2. At all relevant times, Metafiyielders Pty Ltd is and was an Australian company with a  
15 purported principal place of business in Blacktown, New South Wales, Australia. At all relevant  
16 times, Metafi Yielders Limited was a Hong Kong company with an unknown principal place of  
17 business. Metafiyielders Pty Ltd and Metafi Yielders Limited (collectively, Metafi Yielders) operated  
18 the website www.metafiyielders.com.

19 3. At all relevant times, Michael Daher, also known as Michel Daher (Daher), held  
20 himself out as the CEO of Metafi Yielders.

21 4. At all relevant times, Daher controlled and induced or provided substantial assistance  
22 to Metafi Yielders within the meaning of Corporations Code section 25403, subdivisions (a) and (b).

23 5. Beginning at least as early as 2022, Metafi Yielders offered and sold securities in the  
24 form of investment contracts in California through general solicitations on its website. Metafi  
25 Yielders referred to these investment contracts as “Investment Packages.”

26 6. Metafi Yielders held itself out as a decentralized finance (DeFi) platform. Metafi  
27 Yielders claimed that it allowed investors to “invest and earn daily income on [investors’] crypto  
28 assets” through the use of cryptocurrency yield farming.

7. Metafi Yielders’s Investment Packages promised to pay fixed daily rates of return,  
ranging from 1% to 4.2%, depending on the amount of money that the investor deposited into Metafi

1 Yielders. The Investment Packages were publicly available to investors in California via Metafi  
2 Yielders's website: [www.metafiyielders.com](http://www.metafiyielders.com).

3 8. After investors created their accounts on the Metafi Yielders website, investors could  
4 log into their account using their username and password to monitor their purported balance and  
5 returns, deposit funds, and request withdrawals.

6 9. Metafi Yielders facilitated deposits and withdrawals using crypto assets, including  
7 Tether (USDT), Bitcoin (BTC), Ether (ETH), and Litecoin (LTC).

8 10. Daher appeared in videos on social media explaining Metafi Yielders to prospective  
9 investors, describing the benefits of Metafi Yielders compared to other investments, illustrating how  
10 investors would make money by investing in Metafi Yielders, and showing prospective investors how  
11 to create an account and invest funds in Metafi Yielders.

12 11. Metafi Yielders also had a referral program that operated in the manner of a pyramid  
13 scheme. The referral program promised to pay investors to recruit new investors. According to this  
14 referral program, investors would be paid a commission based on the amount of funds deposited by  
15 the investors that they recruited. Investors would also be paid additional commissions when the  
16 investors that they recruited, in turn, recruited new investors.

17 12. Investors seeking to take advantage of Metafi Yielders's referral program created and  
18 posted videos to YouTube and posted content on other social media websites to recruit others to  
19 invest in Metafi Yielders.

20 13. In fact, Metafi Yielders was luring investors into what is known as a High Yield  
21 Investment Program (HYIP). HYIPs are unregistered investments typically run by unlicensed  
22 individuals – and are often frauds. The hallmark of an HYIP scam is the promise of high returns on  
23 an annual (or even monthly, weekly, or daily) basis at little or no risk to the investor. Another key  
24 element of most HYIPs is a referral program, in which the HYIP offers referral commissions or  
25 bonuses to investors to recruit new investors. This usually leads to investors sharing information  
26 about the HYIP with their friends and family and promoting HYIPs on social media. HYIPs rarely  
27 disclose the identities of the individuals operating the HYIP.

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1           14.     In or around May 2022, Metafi Yielders began restricting investors’ ability to  
2 withdraw their funds. Within the following days, Metafi Yielders stopped honoring investor requests  
3 to withdraw their funds.

4           15.     On or around May 24, 2022, Metafi Yielders stopped operating its website, leaving  
5 investors unable to access or withdraw their funds.

6           16.     To date, investors have not received their principal investments or their promised  
7 returns. Metafi Yielders and Daher have ceased communicating with investors.

8           17.     The Investment Packages offered by Metafi Yielders and Daher were securities that  
9 were neither qualified nor exempt from the qualification requirement under the CSL. The Department  
10 has not issued a permit or other form of qualification authorizing Metafi Yielders or Daher to sell  
11 these securities in California.

12          18.     In connection with the offer or sale of these securities, Metafi Yielders and Daher  
13 made untrue statements of material fact and material omissions to potential investors, including but  
14 not limited to the following:

- 15           a.     failing to disclose that the offer or sale of the Investment Packages was not qualified in  
16                California;
- 17           b.     falsely stating that investing in Metafi Yielders carried little or no risk;
- 18           c.     falsely stating that Metafi Yielders would generate reliable returns on investment for  
19                investors;
- 20           d.     failing to provide any qualifications to substantiate Metafi Yielders’s claims that it had  
21                an “experienced investment team”; and
- 22           e.     failing to disclose that Metafi Yielders used investor funds to pay purported profits to  
23                other investors, in the manner of a Ponzi scheme.

24           Based on the foregoing findings, the Commissioner is of the opinion that the securities offered  
25 or sold by Metafiyielders Pty Ltd, Metafi Yielders Limited, and Michael Daher, also known as  
26 Michel Daher, were subject to qualification under the CSL and have been or are being offered or sold  
27 without first being qualified in violation of Corporations Code section 25110.  
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1 Pursuant to Corporations Code section 25532, Metafiyielders Pty Ltd, Metafi Yielders  
2 Limited, and Michael Daher, also known as Michel Daher, are hereby ordered to desist and refrain  
3 from the further offer or sale of securities in California, including but not limited to investment  
4 contracts known as Investment Packages, unless and until the qualification requirements of the CSL  
5 have been met.

6 In addition, the Commissioner is of the opinion that Metafiyielders Pty Ltd, Metafi Yielders  
7 Limited, and Michael Daher, also known as Michel Daher, offered or sold securities in California by  
8 means of oral or written communications which included untrue statements of material facts or  
9 omitted to state material facts necessary in order to make the statements made, in the light of the  
10 circumstances under which they were made, not misleading, in violation of Corporations Code  
11 section 25401.

12 Pursuant to Corporations Code section 25532, Metafiyielders Pty Ltd, Metafi Yielders  
13 Limited, and Michael Daher, also known as Michel Daher, are hereby ordered to desist and refrain  
14 from offering or selling or buying or offering to buy any security in California, including but not  
15 limited to investment contracts known as Investment Packages, by means of any written or oral  
16 communication which includes an untrue statement of a material fact or omits to state a material fact  
17 necessary in order to make the statements made, in the light of the circumstances under which they  
18 were made, not misleading.

19 Pursuant to Corporations Code section 25403, any person who controls or induces another  
20 person to violate a provision of the Corporate Securities Law of 1968, or any person who provides  
21 substantial assistance to another person in violation of the Corporate Securities Law of 1968, shall be  
22 liable for the violations.

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1 This Order is necessary, in the public interest, for the protection of investors, and is consistent  
2 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

3 Dated: September 27, 2022  
4 San Diego, California

CLOTHILDE V. HEWLETT  
Commissioner of Financial Protection and Innovation



By \_\_\_\_\_  
MARY ANN SMITH  
Deputy Commissioner  
Enforcement Division