



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

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20, rue queen ouest
Toronto ON M5H 3S8

**IN THE MATTER OF THE *SECURITIES ACT*,
R.S.O. 1990, c. S.5, AS AMENDED**

- and -

**IN THE MATTER OF
SHARON DOWNING**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10))**

TAKE NOTICE THAT the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”), at the offices of the Commission, 20 Queen Street West, 17th Floor, Toronto, Ontario commencing on October 27, 2015 at 10:00 a.m.;

TO CONSIDER whether, pursuant to paragraphs 4 and 5 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against Sharon Downing (“Downing”) that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Downing cease until March 30, 2018, except that she may trade securities through one account in her own name through a registrant if she first provides a copy of the Order of the British Columbia Securities Commission (the “BCSC”) dated March 30, 2015 (the “BCSC Order”), and a copy of the Order of the Commission in this proceeding, if granted, to the registrant;

- b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by Downing be prohibited until March 30, 2018, except that she may purchase securities through one account in her own name through a registrant if she first provides a copy of the BCSC Order, and a copy of the Order of the Commission in this proceeding, if granted, to the registrant;
 - c. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Downing be prohibited until March 30, 2018 from becoming or acting as a registrant or promoter; and
2. to make such other order or orders as the Commission considers appropriate.

BY REASON of the allegations set out in the Statement of Allegations of Staff of the Commission dated September 28, 2015 and by reason of a Settlement Agreement between Downing and the BCSC dated March 30, 2015, (the “Settlement Agreement”) in which Downing consents to a regulatory order made by any provincial or territorial securities regulatory authority in Canada containing any or all of the Orders set out at paragraph 2 of the Settlement Agreement, the BCSC Order, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceeding may be represented by counsel at the hearing;

AND TAKE FURTHER NOTICE that upon failure of any party to attend at the time and place aforesaid, the hearing may proceed in the absence of the party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French, participation may be in either French or English and participants must notify the Secretary’s Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 28th day of September, 2015.

“Josée Turcotte”

Josée Turcotte
Secretary to the Commission