



**IN THE MATTER OF THE *SECURITIES ACT*,  
RSO 1990, c S.5**

**- and -**

**IN THE MATTER OF  
SHARON DOWNING**

**ORDER  
(Subsections 127(1) and 127(10) of the *Securities Act*)**

**WHEREAS:**

1. on March 30, 2015, Sharon Downing (“Downing”) entered into a settlement agreement with the Executive Director of the British Columbia Securities Commission (the “Settlement Agreement”) in which Downing admitted:
  - a. to having traded in securities without being registered, contrary to section 34(a) of the British Columbia *Securities Act*, RSBC 1996, c 418 (the “BC Securities Act”); and
  - b. to having distributed securities for which a prospectus had not been filed, contrary to section 61 of the BC Securities Act;
2. on March 30, 2015, the Executive Director of the British Columbia Securities Commission issued an order (the “BC Order”) that ordered:
  - a. pursuant to section 161(l)(b) of the BC Securities Act, that Downing cease trading in, and be prohibited from purchasing, any securities, except that she may trade securities through one account in her own name through a registrant if she first provided a copy of the BC Order to the registrant;
  - b. pursuant to section 161(l)(d)(iii) of the BC Securities Act, that Downing be prohibited from becoming or acting as a registrant or promoter;

- c. pursuant to section 161(1)(d)(iv) of the BC Securities Act, that Downing be prohibited from acting in a management or consultative capacity in connection with activities in the securities market; and
  - d. pursuant to section 161(1)(d)(v) of the BC Securities Act, that Downing be prohibited from engaging in investor relations activities;  
for a period of 3 years;
3. in the Settlement Agreement, Downing consented to a regulatory order being made by any provincial or territorial securities regulatory authority in Canada containing any or all of the orders set out in the BC Order;
4. on September 28, 2015,
  - a. Staff of the Ontario Securities Commission ("Staff") filed a Statement of Allegations, in which Staff sought an order against Downing, pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5 (the "Act"); and
  - b. the Ontario Securities Commission (the "Commission") issued a Notice of Hearing in respect of the Statement of Allegations, setting October 27, 2015 as the date of the hearing;
5. at the hearing on October 27, 2015,
  - a. Staff appeared before the Commission and filed an Affidavit of Service sworn by Lee Crann on October 19, 2015, indicating steps taken by Staff to serve Downing with the Notice of Hearing, Statement of Allegations and Staff's disclosure materials;
  - b. Downing did not appear although properly served; and

- c. the Commission ordered that:
  - i. the proceeding in respect of Downing continue by way of written hearing; and
  - ii. Downing's responding materials, if any, were to be served and filed no later than December 4, 2015;
- 6. on November 3, 2015, Staff filed written submissions, a brief of authorities, and a hearing brief (“Staff’s Materials”);
- 7. on November 9, 2015, Staff filed the Affidavit of Service of Lee Crann sworn November 9, 2015 indicating steps taken by Staff to serve Downing with Staff’s Materials;
- 8. Downing did not file any responding materials;
- 9. pursuant to paragraph 4 of subsection 127(10) of the Act, an order, made by a securities regulatory authority in any jurisdiction, that imposes sanctions, conditions, restrictions or requirements on a person or company may form the basis for an order in the public interest made under subsection 127(1) of the Act;
- 10. the BC Order is an order made by a securities regulatory authority that imposes sanctions and restrictions on Downing; and
- 11. the Commission is of the opinion that it is in the public interest to make this order;

**IT IS ORDERED:**

- 1. pursuant to paragraph 2 of subsection 127(1) of the Act, that trading in any securities by Downing cease for 3 years from the date of this Order, except that she may trade securities through one or more accounts in her own name through a registrant if she first provides a copy of this order to the registrant;
- 2. pursuant to paragraph 2.1 of subsection 127(1) of the Act, that acquisition of any securities by Downing be prohibited for 3 years from the date of this Order, except that she may acquire

securities through one or more accounts in her own name through a registrant if she first provides a copy of this order to the registrant; and

3. pursuant to paragraph 8.5 of subsection 127(1) of the Act, that Downing be prohibited, for 3 years from the date of this Order, from becoming or acting as a registrant or promoter.

**DATED** at Toronto this 17<sup>th</sup> day of February, 2016.

*“Timothy Moseley”*

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Timothy Moseley