



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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FILE NO.: 2018-64

**IN THE MATTER OF
KEIR REYNOLDS**

Robert P. Hutchison, Commissioner and Chair of the Panel

January 22, 2019

ORDER

(Subsections 127(1) and 127(10) of the
Securities Act, RSO 1990, c S.5)

WHEREAS the Ontario Securities Commission held a hearing in writing, to consider a request by staff of the Ontario Securities Commission (**Staff**) for an order imposing sanctions against Keir Reynolds (**Reynolds**) pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5 (the **Act**);

ON READING the Settlement Agreement between Reynolds and the British Columbia Securities Commission (the **BCSC**) dated July 3, 2018, and the BCSC Order dated July 3, 2018 with respect to Reynolds, and on reading the materials filed by Staff and the representative for Reynolds;

IT IS ORDERED THAT:

1. Pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act, Reynolds shall cease trading in any securities or derivatives, or purchasing any securities, of any issuer he is in a special relationship with until July 3, 2021, except that:
 - (a) Reynolds may receive their securities as payment for services he provided to them (the **Compensation Shares**) pursuant to a valid agreement (the **Agreement**) and on the condition that he is not permitted to trade the Compensation Shares until the earlier of:
 - i. three months after the Agreement has concluded, or
 - ii. July 3, 2021, being the end date of the three-year trading ban pursuant to paragraphs 2 and 2.1 of subsection 127(1) of the Act,

provided Reynolds is otherwise entitled to do so under all applicable laws and regulations;

2. Pursuant to paragraph 7 of subsection 127(1) of the Act, Reynolds shall resign any positions that he holds as a director or officer of any issuer that issues securities to the public; and
3. Pursuant to paragraph 8 of subsection 127(1) of the Act, Reynolds is prohibited until July 3, 2021 from becoming or acting as a director or officer of any issuer that issues securities to the public.

"Robert P. Hutchison"

Robert P. Hutchison