



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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Toronto ON M5H 3S8

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20, rue queen ouest  
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**IN THE MATTER OF  
THE *SECURITIES ACT*, RSO 1990, c S.5**

**- and -**

**IN THE MATTER OF  
THE FALLS CAPITAL CORP.,  
DEERCREST CONSTRUCTION FUND INC.,  
WEST KARMA LTD. and RODNEY JACK WHARRAM**

**NOTICE OF HEARING  
(Subsections 127(1) and 127(10) of the *Securities Act*)**

**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*, RSO 1990, c S.5 (the “*Act*”), at the offices of the Commission, 20 Queen Street West, 17<sup>th</sup> Floor, commencing on August 29, 2016 at 10:00 a.m., or as soon thereafter as the hearing can be held;

**TO CONSIDER** whether, pursuant to subsection 127(1) and paragraph 4 of subsection 127(10) of the *Act*, it is in the public interest for the Commission to make an order:

1. against Rodney Jack Wharram (“Wharram”) that:
  - a. trading in any securities or derivatives by Wharram cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - b. the acquisition of any securities by Wharram be prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the *Act*;

- c. Wharram resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager, pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the *Act*;
  - d. Wharram be prohibited permanently from becoming or acting as a director or officer of any issuer, registrant or investment fund manager, pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the *Act*; and
  - e. Wharram be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter, pursuant to paragraph 8.5 of subsection 127(1) of the *Act*;
2. against The Falls Capital Corp. (“The Falls”) that:
- a. trading in any securities of The Falls cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - b. trading in any securities or derivatives by The Falls cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - c. the acquisition of any securities by The Falls be prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the *Act*; and
  - d. The Falls be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter, pursuant to paragraph 8.5 of subsection 127(1) of the *Act*;
3. against Deercrest Construction Fund Inc. (“Deercrest”) that:
- a. trading in any securities of Deercrest cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - b. trading in any securities or derivatives by Deercrest cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;

- c. the acquisition of any securities by Deercrest be prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the *Act*; and
  - d. Deercrest be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter, pursuant to paragraph 8.5 of subsection 127(1) of the *Act*;
4. against West Karma Ltd. (“West Karma”) that:
- a. trading in any securities of West Karma cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - b. trading in any securities or derivatives by West Karma cease permanently, pursuant to paragraph 2 of subsection 127(1) of the *Act*;
  - c. the acquisition of any securities by West Karma be prohibited permanently, pursuant to paragraph 2.1 of subsection 127(1) of the *Act*; and
  - d. West Karma be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter, pursuant to paragraph 8.5 of subsection 127(1) of the *Act*;
5. such other orders as the Commission considers appropriate.

**BY REASON** of the allegations set out in the Statement of Allegations of Staff of the Commission dated August 2, 2016, and by reason of an Order of the British Columbia Securities Commission dated November 25, 2015, and such additional allegations as counsel may advise and the Commission may permit;

**AND TAKE FURTHER NOTICE** that at the hearing on August 29, 2016 at 10:00 a.m., Staff will bring an application to proceed with the matter by written hearing, in accordance with Rule 11 of the Ontario Securities Commission’s *Rules of Procedure* (2014), 37 OSCB 4168 and section 5.1 of the *Statutory Powers Procedure Act*, RSO 1990, c S.22, and any party to the proceeding may make submissions in respect of the application to proceed by written hearing;

**AND TAKE FURTHER NOTICE** that any party to the proceeding may be represented by a representative 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 on request, 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 sur demande, 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 2nd day of August, 2016.

*“Carolyn Slon”*

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per: Robert Blair  
Acting Secretary to the Commission