



Ontario
Securities
Commission
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Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19e étage
20, rue queen ouest
Toronto ON M5H

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

- and -

**IN THE MATTER OF
MATTHEW SCOTT SINCLAIR**

**NOTICE OF HEARING
(Section 127)**

TAKE NOTICE that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to section 127 of the *Securities Act* (the “Act”) at the Commission’s offices on the 17th floor, 20 Queen Street West, Toronto, Ontario, commencing on Friday, April 3, 2009 at 10:00 a.m. or as soon thereafter as the hearing can be held.

AND TAKE NOTICE THAT the purpose of the hearing is for the Commission to consider whether it is in the public interest to approve the settlement of the proceeding entered into between Staff of the Commission and the Respondent Matthew Scott Sinclair;

BY REASON OF the allegations set out in the Statement of Allegations dated June 16, 2008 in this matter 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 if that party attends or submits evidence 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 that party and such party is not entitled to any further notice of the proceeding.

DATED at Toronto this 2nd day of April, 2009.

“John Stevenson”

John Stevenson
Secretary to the Commission

TO: FOGLER, RUBINOFF LLP
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