



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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

CP 55, 19<sup>e</sup> étage  
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  
GROUND WEALTH INC., MICHELLE DUNK,  
ADRION SMITH, JOEL WEBSTER, DOUGLAS DEBOER,  
ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC.,  
and ARMADILLO ENERGY LLC**

**NOTICE OF HEARING  
(Section 127 and 127.1)**

**TAKE NOTICE THAT** the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c.S.5, as amended (the “Act”), at the temporary offices of the Commission at ASAP Reporting Services Inc., Bay-Adelaide Centre, 333 Bay St., Suite 900, Toronto, on March 5, 2013, at 2:00 p.m., or so soon thereafter as the hearing can be held, to consider whether it is in the public interest for the Commission:

- (a) to make an order pursuant to section 127(1) clause 2 of the Act that trading in securities by the Respondents cease permanently or for such period as specified by the Commission;
- (b) to make an order pursuant to section 127(1) clause 2.1 of the Act that acquisition of any securities by the Respondents be prohibited permanently or for such period as is specified by the Commission;

- (c) to make an order pursuant to subsection 127(1) clause 3 of the Act that any exemptions in Ontario securities law do not apply to the Respondents permanently or for such period as specified by the Commission;
- (d) to make an order pursuant to section 127(1) clause 6 of the Act that the individual Respondents be reprimanded;
- (e) to make an order pursuant to section 127(1) clause 7 of the Act that the individual Respondents resign any position that they hold as a director or officer of an issuer;
- (f) to make an order pursuant to section 127(1) clause 8 of the Act that the individual Respondents be prohibited from becoming or acting as an officer or director of any issuer permanently or for such period as specified by the Commission;
- (g) to make an order pursuant to section 127(1) clause 8.2 of the Act that the individual Respondents be prohibited from becoming or acting as an officer or director of a registrant permanently or for such period as specified by the Commission;
- (h) to make an order pursuant to section 127(1) clause 8.4 of the Act that the individual Respondents be prohibited from becoming or acting as an officer or of an investment fund manager permanently or for such period as specified by the Commission;
- (i) to make an order pursuant to section 127(1) clause 8.5 of the Act that the individual Respondents be prohibited from becoming or acting as an a registrant, an investment fund manager or as a promoter permanently or for such period as specified by the Commission;
- (j) to make an order pursuant to section 127(1) clause 9 of the Act that the Respondents each pay an administrative penalty of not more than \$1 million for each failure by the Respondents to comply with Ontario securities law;
- (k) to make an order pursuant to section 127(1) clause 10 of the Act that the Respondents disgorge to the Commission any amounts obtained as a result of the non-compliance with Ontario securities law;

- (l) to make an order pursuant to section 127.1 of the Act that the Respondents, or any of them, pay the costs of Staff's investigation and the costs of, or related to, this proceeding, incurred by or on behalf of the Commission; and,
- (m) 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, dated February 1, 2013, and such additional allegations as counsel may advise and the Commission may permit;

**AND FURTHER TAKE NOTICE** that any party to the proceeding may be represented by counsel if that party attends or submits evidence at the hearing;

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

**DATED** at Toronto this 1<sup>st</sup> day of February, 2013.

*“John Stevenson”*

---

John Stevenson  
Secretary to the Commission

TO: Ground Wealth Inc.

Michelle Dunk

Adrion Smith

Joel Webster

Douglas Deboer

Armadillo Energy Inc.

Armadillo Energy, Inc.

Armadillo Energy LLC