



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
20 Queen Street West
Toronto ON M5H 3S8

22e 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
TRANSCAP CORPORATION, STRATA-TRADE CORPORATION,
DALE JOSEPH EDGAR ST. JEAN AND GREGORY DENNIS TINDALL**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10))**

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*, R.S.O. 1990, c. S.5, as amended (the “Act”), at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on December 13, 2013 at 10:00 a.m.;

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

1. against TransCap Corporation (“TCC”) that:
 - a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities of TCC cease permanently;
 - b. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities by TCC cease permanently;

- c. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by TCC be prohibited permanently;
 - d. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to TCC permanently; and
 - e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, TCC be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
2. against Strata-Trade Corporation (“STC”) that:
- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities of STC cease permanently;
 - b. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in securities by STC cease permanently;
 - c. pursuant to paragraph 2.1 of subsection 127(1) of the Act, acquisition of any securities by STC be prohibited permanently;
 - d. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to STC permanently; and
 - e. pursuant to paragraph 8.5 of subsection 127(1) of the Act, STC be prohibited permanently from becoming or acting as a registrant, as an investment fund manager or as a promoter;
3. against Dale Joseph Edgar St. Jean (“St. Jean”) that:
- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by St. Jean cease permanently;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by St. Jean cease permanently;

- c. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to St. Jean permanently;
 - d. pursuant to paragraph 7 of subsection 127(1) of the Act, St. Jean resign any positions that he holds as director or officer of an issuer;
 - e. pursuant to paragraph 8 of subsection 127(1) of the Act, St. Jean be prohibited permanently from becoming or acting as an officer or director of an issuer;
 - f. pursuant to paragraph 8.1 of subsection 127(1) of the Act, St. Jean resign any positions that he holds as director or officer of a registrant;
 - g. pursuant to paragraph 8.2 of subsection 127(1) of the Act, St. Jean be prohibited permanently from becoming or acting as an officer or director of a registrant;
 - h. pursuant to paragraph 8.3 of subsection 127(1) of the Act, St. Jean resign any positions that he holds as director or officer of an investment fund manager; and
 - i. pursuant to paragraph 8.4 of subsection 127(1) of the Act, St. Jean be prohibited permanently from becoming or acting as an officer or director of an investment fund manager;
4. against Gregory Dennis Tindall (“Tindall”) that:
- a. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities by Tindall cease permanently;
 - b. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Tindall cease permanently;
 - c. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Tindall permanently;
 - d. pursuant to paragraph 7 of subsection 127(1) of the Act, Tindall resign any positions that he holds as director or officer of an issuer;

- e. pursuant to paragraph 8 of subsection 127(1) of the Act, Tindall be prohibited permanently from becoming or acting as an officer or director of an issuer;
 - f. pursuant to paragraph 8.1 of subsection 127(1) of the Act, Tindall resign any positions that he holds as director or officer of a registrant;
 - g. pursuant to paragraph 8.2 of subsection 127(1) of the Act, Tindall be prohibited permanently from becoming or acting as an officer or director of a registrant;
 - h. pursuant to paragraph 8.3 of subsection 127(1) of the Act, Tindall resign any positions that he holds as director or officer of an investment fund manager; and
 - i. pursuant to paragraph 8.4 of subsection 127(1) of the Act, Tindall be prohibited permanently from becoming or acting as an officer or director of an investment fund manager;
5. 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 of the Commission dated November 21, 2013 and by reason of an order of the Alberta Securities Commission dated July 29, 2013, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that at the hearing on December 13, 2013 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 *Rules of Procedure* (2012), 35 OSCB 10071 and section 5.1 of the *Statutory Powers Procedure Act*, R.S.O. 1990, c. S.22, as amended, 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 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, 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 21st day of November, 2013.

“John Stevenson”

John Stevenson
Secretary to the Commission