



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
KNOWLEDGE FIRST FINANCIAL INC.**

**NOTICE OF HEARING
(Sections 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 offices of the Commission at 20 Queen Street West, 17th Floor Hearing Room on Friday, March 7, 2014 at 11:00 a.m., or as soon thereafter as the hearing can be held:

AND TAKE NOTICE THAT the purpose of the hearing is to consider whether it is in the public interest for the Commission to: (a) approve the Settlement Agreement between Staff of the Commission and Knowledge First Financial Inc. ("KFFI"); and (b) make such other order as the Commission may consider appropriate.

BY REASON OF the allegations set out in the Statement of Allegations dated March 5, 2014 and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that any party to the proceedings may be represented by counsel 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 proceedings.

DATED at Toronto this 6th day of March, 2014.

“Josée Turcotte”

Josée Turcotte
Acting Secretary to the Commission

TO: Knowledge First Financial Inc.

c/o Counsel for the Respondent
Sean Sadler
McCarthy Tétrault LLP
Suite 4700, Toronto Dominion Bank Tower
Toronto, ON
M5K 1E6