



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 PRO-FINANCIAL ASSET MANAGEMENT INC.,
STUART MCKINNON and JOHN FARRELL**

**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 January 14, 2015 at 9:00 a.m., or as soon thereafter as the hearing can be held, to consider:

- (a) whether, in the opinion of the Commission, it is in the public interest, pursuant to ss. 127 and 127.1 of the Act to order:
- (i) pursuant to section 127(1) clause 2 of the Act that trading in any securities by Pro-Financial Asset Management Inc., Stuart McKinnon and John Farrell (the "Respondents") cease permanently or for such period as is specified by the Commission;
 - (ii) pursuant to section 127(1) clause 2.1 of the Act that the acquisition of any securities by the Respondents is prohibited permanently or for such other period as is specified by the Commission;
 - (iii) pursuant to subsection 127(1) clause 3 of the Act that any exemptions contained in Ontario securities law do not apply to the Respondents permanently or for such period as is specified by the Commission;
 - (iv) pursuant to section 127(1) clause 6 of the Act that the Respondents be reprimanded;

- (v) pursuant to section 127(1) clauses 7, 8.1 and 8.3 of the Act that Stuart McKinnon and John Farrell (the “Individual Respondents”) resign one or more positions that they hold as a director or officer of any issuer, registrant and/or investment fund manager;
 - (vi) pursuant to section 127(1) clauses 8, 8.2 and 8.4 of the Act that the Individual Respondents be prohibited from becoming or acting as a director or officer of any issuer, registrant and/or investment fund manager;
 - (vii) pursuant to section 127(1) clause 8.5 of the Act that the Respondents be prohibited from becoming or acting as a registrant, as an investment fund manager or as a promoter;
 - (viii) 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 that Respondent to comply with Ontario securities law;
 - (ix) pursuant to section 127(1) clause 10 of the Act that each of the Respondents disgorge to the Commission any amounts obtained as a result of non-compliance by that Respondent with Ontario securities law; and
 - (x) pursuant to section 127.1 of the Act that the Respondents be ordered to pay the costs of the Commission investigation and the hearing;
- (b) whether to make such further orders as the Commission considers appropriate.

BY REASON OF the allegations as set out in the Statement of Allegations of Staff of the Commission dated December 8, 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 9th day of December, 2014

“Josée Turcotte”

Josée Turcotte,
Secretary to the Commission