



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*, RSO 1990, c S.5**

- and -

**IN THE MATTER OF
LARRY KEITH DAVIS**

**NOTICE OF HEARING
(Subsections 127(1) and 127(10) of the *Securities Act*)**

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*, RSO 1990, c S.5 (the “**Act**”), at the offices of the Commission, 20 Queen Street West, 17th Floor, commencing on March 13, 2017 at 9:30 a.m., or as soon thereafter as the hearing can be held;

TO CONSIDER whether, pursuant to subsection 127(1) and paragraph 4 of subsection 127(10) of the Act, it is in the public interest for the Commission to make an order:

1. against Larry Keith Davis (“**Davis**”) that:
 - a. trading in any securities or derivatives by Davis cease permanently, pursuant to paragraph 2 of subsection 127(1) of the Act, except that he may trade securities or derivatives for his own account through a registrant, if he provides the registrant a copy of the British Columbia Securities Commission’s Order dated November 7, 2016 (the “**BCSC Order**”), and a copy of the Order of the Commission in this proceeding, if granted;

- b. the acquisition of any securities by Davis cease permanently, pursuant to paragraph 2.1 of subsection 127(1) of the Act, except that he may purchase securities for his own account through a registrant, if he provides the registrant a copy of the BCSC Order, and a copy of the Order of the Commission in this proceeding, if granted;
 - c. any exemptions contained in Ontario securities law do not apply to Davis permanently, pursuant to paragraph 3 of subsection 127(1) of the Act;
 - d. Davis resign any positions that he holds as a director or officer of any issuer or registrant, pursuant to paragraphs 7 and 8.1 of subsection 127(1) of the Act;
 - e. Davis be prohibited permanently from becoming or acting as a director or officer of any issuer or registrant, pursuant to paragraphs 8 and 8.2 of subsection 127(1) of the Act; and
 - f. Davis be prohibited permanently from becoming or acting as a registrant, investment fund manager or promoter, pursuant to paragraph 8.5 of subsection 127(1) of the Act;
2. 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 February 28, 2017, and by reason of the BCSC Order, and such additional allegations as counsel may advise and the Commission may permit;

AND TAKE FURTHER NOTICE that at the hearing on March 13, 2017 at 9:30 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* (2014), 37 OSCB 4168 and section 5.1 of the *Statutory Powers Procedure Act*, RSO 1990, c S.22, 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 a representative 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 the party and such party is not entitled to any further notice of the proceeding;

AND TAKE FURTHER NOTICE that the Notice of Hearing is also available in French on request, participation may be in either French or English and participants must notify the Secretary's Office in writing as soon as possible, and in any event, at least thirty (30) days before a hearing if the participant is requesting a proceeding to be conducted wholly or partly in French; and

ET AVIS EST ÉGALEMENT DONNÉ PAR LA PRÉSENTE que l'avis d'audience est disponible en français sur demande, que la participation à l'audience peut se faire en français ou en anglais et que les participants doivent aviser le Bureau du secrétaire par écrit le plus tôt possible et, dans tous les cas, au moins trente (30) jours avant l'audience si le participant demande qu'une instance soit tenue entièrement ou partiellement en français.

DATED at Toronto this 1st day of March, 2017.

“Grace Knakowski”

Grace Knakowski
Secretary to the Commission