



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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**IN THE MATTER OF  
THE *SECURITIES ACT*, RSO 1990, c S.5**

**- and -**

**IN THE MATTER OF  
ROBERT JAY MAJOR, GARY MATTISON CLEMENTS  
and 1429250 ALBERTA LTD.**

**ORDER  
(Subsections 127(1) and 127(10) of the *Securities Act*)**

**WHEREAS:**

1. on September 30, 2016, the Ontario Securities Commission (the “Commission”) issued a Notice of Hearing pursuant to subsections 127(1) and 127(10) of the *Securities Act*, RSO 1990, c S.5, (the “Act”) in relation to a Statement of Allegations filed by Staff of the Commission (“Staff”) on September 29, 2016 with respect to Robert Jay Major (“Major”), Gary Mattison Clements (“Clements”) and 1429250 Alberta Ltd. (“142 Alberta”) (collectively, the “Respondents”);
2. the Respondents entered into a Settlement Agreement and Undertaking with the Alberta Securities Commission on August 3, 2016 (the “Settlement Agreement”);
3. in the Settlement Agreement, the Respondents each agreed to be made subject to sanctions, conditions, restrictions or requirements within the province of Alberta, within the meaning of paragraph 5 of subsection 127(10) of the Act;

4. on October 31, 2016, Staff: (i) appeared before the Commission and made submissions; and (ii) filed a consent from the Respondents' counsel consenting to the making of this Order which contains similar market prohibitions as those agreed to in the Settlement Agreement;
5. the Commission is of the opinion that it is in the public interest to make this Order:

**IT IS HEREBY ORDERED THAT:**

- (a) against Major that:
  - i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Major shall cease until August 3, 2031, except trades that are made through a registrant who has first been given a copy of the Settlement Agreement and a copy of this Order;
  - ii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Major shall cease until August 3, 2031, except purchases that are made through a registrant who has first been given a copy of the Settlement Agreement and a copy of this Order;
  - iii. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Major until August 3, 2031;
  - iv. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Major resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager;
  - v. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Major is prohibited until August 3, 2031 from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and

- vi. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Major is prohibited until August 3, 2031 from becoming or acting as a registrant, investment fund manager or promoter;
- (b) against Clements that:
- i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by Clements shall cease until August 3, 2023, except trades that are made through a registrant who has first been given a copy of the Settlement Agreement and a copy of this Order;
  - ii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by Clements shall cease until August 3, 2023, except purchases that are made through a registrant who has first been given a copy of the Settlement Agreement and a copy of this Order;
  - iii. pursuant to paragraph 3 of subsection 127(1) of the Act, any exemptions contained in Ontario securities law do not apply to Clements until August 3, 2023;
  - iv. pursuant to paragraphs 7, 8.1 and 8.3 of subsection 127(1) of the Act, Clements resign any positions that he holds as a director or officer of any issuer, registrant or investment fund manager;
  - v. pursuant to paragraphs 8, 8.2 and 8.4 of subsection 127(1) of the Act, Clements is prohibited until August 3, 2023 from becoming or acting as a director or officer of any issuer, registrant or investment fund manager; and
  - vi. pursuant to paragraph 8.5 of subsection 127(1) of the Act, Clements is prohibited until August 3, 2023 from becoming or acting as a registrant, investment fund manager or promoter;

- (c) against 142 Alberta that:
- i. pursuant to paragraph 2 of subsection 127(1) of the Act, trading in any securities or derivatives by 142 Alberta shall cease until August 3, 2031;  
and
  - ii. pursuant to paragraph 2.1 of subsection 127(1) of the Act, the acquisition of any securities by 142 Alberta shall cease until August 3, 2031.

**DATED** at Toronto this 31st day of October, 2016.

*“Alan Lenczner”*

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ALAN LENCZNER, Q.C.