

**IN THE MATTER OF THE *SECURITIES ACT*
R.S.O. 1990, C. S.5, AS AMENDED**

- AND -

**IN THE MATTER OF
FRANCIS GEORGE LEE SIMPSON**

**NOTICE OF HEARING
(Section 127)**

TAKE NOTICE that the Ontario Securities Commission (the “Commission”) will hold a hearing pursuant to section 127 of the *Securities Act* (the “Act”), at the offices of the Commission located on the 17th Floor, 20 Queen Street West, Toronto on Wednesday, August 17, 2005 at 10:00 a.m. or as soon thereafter as the hearing can be held.

TO CONSIDER whether, pursuant to section 127 of the Act, it is in the public interest for the Commission to make an order regarding Francis George Lee Simpson (“Simpson”) that:

- (a) the settlement agreement in this matter dated August 15, 2005 be approved;
- (b) the registration of Simpson under securities law be suspended or restricted or terminated, or that terms and conditions be imposed on his registration;
- (c) Simpson resign all positions that he holds as director or officer of a registrant and of a reporting issuer;

- (d) Simpson be prohibited from becoming or acting as director or officer of a registrant and a reporting issuer; and
- (e) pursuant to section 127.1 of the Act, Simpson pay the costs of the investigation of the matters set out in the Statement of Allegations regarding Simpson dated August 15, 2005 (the "Statement of Allegations").

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

AND TAKE FURTHER NOTICE that any party to the proceeding 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 proceeding.

DATED at Toronto this 15th day of August, 2005

"Daisy Aranha"
per: John Stevenson
A/Secretary to the Commission

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James Douglas
David Di Paolo

Solicitors to Francis George Lee Simpson