



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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Toronto ON M5H 3S8

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20, rue queen ouest  
Toronto ON M5H 3S8

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

**- and -**

**IN THE MATTER OF  
HOME CAPITAL GROUP INC., GERALD SOLOWAY,  
ROBERT MORTON and MARTIN REID**

**NOTICE OF HEARING**

(Sections 127 and 127.1 of the *Securities Act*)

**TAKE NOTICE THAT** the Ontario Securities Commission (the "Commission") will hold a hearing pursuant to subsections 127(1) and 127.1 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 May 4, 2017 at 1:00 p.m., or as soon thereafter as the hearing can be held;

**TO CONSIDER** whether, in the Commission's opinion, it is in the public interest for the Commission to make the following orders:

- (i) that trading in any securities or derivatives by Gerald Soloway ("Soloway"), Robert Morton ("Morton") and Martin Reid ("Reid"), cease permanently or for such period as is specified by the Commission, pursuant to paragraph 2 of subsection 127(1) of the Act;
- (ii) that acquisition of any securities by Soloway, Morton and Reid is prohibited permanently or for such other period as is specified by the Commission, pursuant to paragraph 2.1 of subsection 127(1) of the Act;

- (iii) that any exemptions contained in Ontario securities law do not apply to Home Capital Group Inc. ("HCG"), Soloway, Morton and Reid permanently or for such other period as is specified by the Commission, pursuant to paragraph 3 of subsection 127(1) of the Act;
- (iv) that HCG submit to a review of its practices and procedures and institute such changes as may be ordered by the Commission under paragraph 4 of subsection 127(1) of the Act;
- (v) that HCG, Soloway, Morton and Reid be reprimanded, pursuant to paragraph 6 of subsection 127(1) of the Act;
- (vi) that Soloway, Morton and Reid resign any positions that each of them holds as a director or officer of an issuer pursuant to paragraph 7 of subsection 127(1) of the Act;
- (vii) that Soloway, Morton and Reid are prohibited from becoming or acting as a director or officer of any issuer permanently or for such other period as is specified by the Commission, pursuant to paragraph 8 of subsection 127(1) of the Act;
- (viii) that HCG, Soloway, Morton and Reid pay an administrative penalty of not more than \$1 million for each failure by each of them to comply with Ontario securities law, pursuant to paragraph 9 of subsection 127(1) of the Act;
- (ix) that each of HCG, Soloway, Morton and Reid disgorge to the Commission any amounts obtained as a result of non-compliance with Ontario securities law, pursuant to paragraph 10 of subsection 127(1) of the Act;
- (x) that each of HCG, Soloway, Morton and Reid pay the costs of the investigation and the hearing, pursuant to section 127.1 of the Act; and
- (xi) such other order as the Commission considers appropriate in the public interest.

**BY REASON OF** the allegations set out in the Statement of Allegations of Staff of the Commission dated April 19, 2017, 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 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 demand, 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 19th day of April, 2017.

*"Grace Knakowski"*

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Grace Knakowski  
Secretary to the Commission