

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

-and-

IN THE MATTER OF ATI TECHNOLOGIES INC.

ORDER

(Section 127 and 127.1)

WHEREAS on January 16, 2003, the Ontario Securities Commission issued a Notice of Hearing pursuant to sections 127(1) and 127.1 of the *Securities Act* in respect of ATI Technologies Inc. (ATI);

AND WHEREAS ATI entered into a settlement agreement with Staff of the Commission dated March 28, 2005 in which it agreed to a proposed settlement of the proceeding commenced by the Notice of hearing subject to the approval of the Commission;

AND UPON receiving the Settlement Agreement and the Notice of Hearing of Staff of the Commission, and upon hearing submissions of Staff and counsel for ATI;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;

IT IS HEREBY ORDERED THAT:

1. the Settlement Agreement attached to this Order as Schedule “A” is approved;
2. pursuant to clause 6 of subsection 127(1) of the *Act*, ATI shall be reprimanded;
3. pursuant to section 127.1 of the *Act*, ATI shall pay the sum of \$100,000 to the Ontario Securities Commission in respect of the portion of the costs of investigation and proceeding in relation to the conduct of failing to disclose material information forthwith and \$300,000 in respect of the portion of the cost of investigation in relation to the conduct concerning its statement made to Staff of the Commission referred to in paragraph 30 of the Settlement Agreement attached to this Order.

DATED at Toronto this 29th day of March, 2005.

”Wendell Wigle”
Wendell S. Wigle

”Robert Shirriff”
Robert L. Shirriff