



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*  
R.S.O. 1990, c.S.5, as amended**

**- and -**

**IN THE MATTER OF**  
**GROUND WEALTH INC., MICHELLE DUNK,  
ADRION SMITH, JOEL WEBSTER, DOUGLAS DEBOER,  
ARMADILLO ENERGY INC., ARMADILLO ENERGY, INC.,  
and ARMADILLO ENERGY, LLC (aka ARMADILLO ENERGY LLC)**

**- and -**

**IN THE MATTER OF**  
**A SETTLEMENT AGREEMENT BETWEEN  
STAFF OF THE ONTARIO SECURITIES COMMISSION and  
ADRION SMITH**

**ORDER**

**WHEREAS** on February 1, 2013, the Commission issued a Notice of Hearing pursuant to section 127 of the *Securities Act* (the “Act”) in respect of Ground Wealth Inc. (“GWI”) , Michelle Dunk (“Dunk”), Adrion Smith (“Smith”), Joel Webster (“Webster”), Douglas DeBoer (“DeBoer”), Armadillo Energy Inc. (“Armadillo Texas”), Armadillo Energy, Inc. (“Armadillo Nevada”) and Armadillo Energy, LLC (“Armadillo Oklahoma”) (collectively, the “Respondents”);

**AND WHEREAS** on October 31, 2013, Staff of the Commission filed an Amended Statement of Allegations;

**AND WHEREAS** on October 31, 2013, Staff of the Commission filed an Amended Notice of Hearing;

**AND WHEREAS** Smith entered into a Settlement Agreement dated January 22, 2015 (the "Settlement Agreement"), in relation to the matters set out in the Amended Statement of Allegations;

**AND WHEREAS** the Commission issued a Notice of Hearing dated January 22, 2015, setting out that it proposed to consider the Settlement Agreement;

**UPON** reviewing the Settlement Agreement, the Notice of Hearing and the Amended Statement of Allegations, and upon considering submissions from Smith and from Staff of the Commission;

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

**IT IS HEREBY ORDERED:**

1. that the Settlement Agreement is hereby approved;
2. that, pursuant to s. 127(1)2 and s. 127(1)2.1 of the Act, trading and acquisition of any securities by Smith shall cease for a period of 8 years from the date of the approval of the Settlement Agreement, except that, following full payment of the administrative penalty and costs orders made against him as a result of this Settlement Agreement, Smith shall be permitted to trade and acquire securities through a registrant for personal purposes in his own account, provided that he is not engaging in or holding himself out as engaging in the business of trading in securities, and provided Smith first notifies the registrant of these conditions by delivering to the registrant a copy of this order;

3. that, pursuant to s. 127(1)6 of the Act, Smith is reprimanded;
4. that, pursuant to s. 127(1)8.5 of the Act, Smith is prohibited for a period of 8 years from becoming or acting as a registrant, an investment fund manager or a promoter;
5. that, pursuant to s. 127(1)8 Smith is prohibited for a period of 8 years from becoming or acting as a director or officer of any issuer;
6. that, pursuant to s. 127(1)8.2, 127(1)8.3 and 127(1)8.4 of the Act, Smith is prohibited for a period of 8 years from becoming or acting as an officer or director of a registrant or investment fund manager;
7. that, pursuant to s. 127(1)9 of the Act, Smith shall pay an administrative penalty of \$50,000 for his breaches of Ontario securities law in this matter, to be allocated under section 3.4(2)(b) to or for the benefit of third parties, or for use by the Commission for the purpose of educating investors or promoting or otherwise enhancing knowledge and information of persons regarding the operation of the securities and financial markets;
8. that, pursuant to s. 127.1(1) of the Act, Smith shall pay \$7,500 as investigation costs in this matter.

**DATED** at Toronto this 23<sup>rd</sup> day of January, 2015.

*“Mary G. Condon”*

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Mary G. Condon