



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

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

**AND**

**IN THE MATTER OF  
GOOD MINING EXPLORATION INC.**

**ORDER**  
**(Section 144)**

**WHEREAS** it appears to the Ontario Securities Commission (the “Commission”) that:

1. GOOD Mining Exploration Inc. (the “Mining Issuer”) is a mining company and an issuer in Ontario but not a reporting issuer or an issuer whose securities trade on a recognized exchange;
2. The Mining Issuer failed to file a technical report prepared by an independent qualified person, as such term is defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“NI 43-101”), with respect to certain mineral resource estimates that the Mining Issuer made available to the public by posting them on its website beginning on November 5, 2014 and other mineral estimates made available on November 18, December 8 and 22, 2014 and May 5 and 12, 2015 as required by subsection 4.2(5)(a)(iii) and sections 5.1 and 5.3 of NI 43-101 (the “Default”);
3. On June 19, 2015, the Commission issued a Notice of Hearing (the “NOH”) which provided that, if the Default continues, a hearing will be held pursuant to section 127 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “Act”) to consider whether an order should be made under paragraph 2 of subsection 127(1) of the Act that all trading in the securities of the Mining Issuer and any trading in any securities or derivatives by the Mining Issuer, whether direct or indirect, cease permanently (the “Cease Trade Order”);

4. The NOH also gave written notice that, if the Mining Issuer notifies Staff of the Commission (“Staff”) that the Mining Issuer intends to be present at the hearing referred to above (the “Hearing”) and fails to attend, the Hearing may proceed without that party and such party will not receive further notice of the proceeding;
5. The NOH further gave notice that Staff was seeking to proceed with the Hearing in writing pursuant to Rule 11 of the Commission’s Rules of Procedure;
6. On June 22, 2015, the Hearing was held in writing before the Commission on the written consent of the Mining Issuer;
7. On June 22, 2015, the Commission ordered that:
  1. All trading in the securities of the Mining Issuer, whether direct or indirect, shall cease unless this order is varied or revoked on application of a person or company affected by the decision; and
  2. All trading in securities or derivatives by the Mining Issuer, whether direct or indirect, shall cease unless this order is varied or revoked on application of a person or company affected by the decision (the “Cease Trade Order dated June 22, 2015”);
8. On July 7, 2015, the Mining Issuer filed a Notice of Application to the Commission pursuant to section 144(1) of the Act to vary paragraph 2 of the Cease Trade Order dated June 22, 2015 to allow the Mining Issuer to sell, as needed, certain securities, and represented to the Commission that:
  - a. The Mining Issuer holds a business investment account with TD Canada Trust bearing account no. 19JJ12A (the “TD Account”);
  - b. In the TD Account, the Mining Issuer currently holds short-term interest bearing securities identified by Fund Codes TDB8150, TDB8155 and TDB8159 with a total value, currently, of approximately \$802,000.00 (the “TD Securities”);
  - c. The funds invested in the TD Securities are intended to be used by the Mining Issuer as working capital as needed;

- d. The Mining Issuer has an immediate need for additional working capital to continue its ongoing overhead expenses and for general corporate purposes;
  - e. The Mining Issuer will not distribute any of the proceeds from the sale of the TD Securities to any person by virtue of that person being a shareholder of the Mining Issuer;
9. The Mining Issuer requested that the hearing of the application proceed on July 9, 2015 in writing pursuant to Rule 11 of the Commission's Rules of Procedure;
10. On July 9, 2015, the hearing of the application was held in writing before the Commission on the consent of Staff;
11. The Commission considered the evidence of the Mining Issuer and that Staff did not oppose the application to vary the Cease Trade Order dated June 22, 2015;
12. The Commission is of the opinion that it is in the public interest to make this order.

**IT IS ORDERED** that, pursuant to section 144 of the Act that, effective immediately:

- 1. The Cease Trade Order dated June 22, 2015, is varied to allow the Mining Issuer to sell the TD Securities held in the TD Account, as needed.

**DATED** at Toronto, Ontario this 13th day of July, 2015.

*"Timothy Moseley"*

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Timothy Moseley