



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

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20 Queen Street West
Toronto ON M5H 3S8

22e étage
20, rue queen ouest
Toronto ON M5H 3S8

**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)**

ORDER

WHEREAS:

1. On February 1, 2013, the Ontario Securities Commission (the “**Commission**”) issued a Notice of Hearing pursuant to sections 127 and 127.1 of the *Securities Act*, R.S.O. 1990, c. S.5, as amended (the “**Act**”), in relation to the Statement of Allegations, dated February 1, 2013, filed by Staff of the Commission (“**Staff**”), naming as respondents 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**”);
2. On October 31, 2013, the Commission issued an Amended Notice of Hearing in relation to an Amended Statement of Allegations, dated October 31, 2013, filed by Staff, which amended the title of this proceeding by replacing the name “Armadillo Energy LLC” with “Armadillo Energy, LLC (aka Armadillo Energy LLC)” (collectively, “**Armadillo Oklahoma**”, as defined above);
3. On January 6, 2015, the Commission approved a settlement agreement, dated January 5, 2015, entered into by GWI, Deboer, Dunk and Webster;
4. On January 23, 2015, the Commission approved a settlement agreement, dated January 22, 2015, entered into by Smith;

5. The hearing on the merits in this proceeding against Armadillo Texas, Armadillo Nevada and Armadillo Oklahoma (collectively, the “**Armadillo Respondents**”) was heard in writing;
6. On August 24, 2015, the Commission issued its Reasons and Decision on the merits in this matter, including findings against all of the Armadillo Respondents; and
7. The Commission is of the opinion that it is in the public interest to issue this Order.

IT IS HEREBY ORDERED that:

1. The Armadillo Respondents have until September 2, 2015 to notify the Secretary of the Commission that they, or any of them, require an oral sanctions hearing, which, if required, will then be scheduled by the Secretary;
2. Failing notification by the Armadillo Respondents, Staff shall serve and file their written submissions on sanctions and costs by September 11, 2015;
3. The Armadillo Respondents shall serve and file their written submissions on sanctions and costs by September 18, 2015; and
4. Staff shall serve and file reply submissions on sanctions and costs, if any, by September 25, 2015.

DATED at Toronto this 24th day of August, 2015.

“Christopher Portner”

Christopher Portner