

THE SECURITIES ACT

)

Order No. 5990

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Sections 148(1), 19(5) and 148.3

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September 10, 2009

MATTHEW SCOTT SINCLAIR

WHEREAS:

(A) On April 2, 2009, staff of the Ontario Securities Commission (“OSC”) entered into a settlement (“Settlement”) with Matthew Scott Sinclair (“SINCLAIR”) and made an order dated April 3, 2009 against him (“OSC Order”);

(B) On June 23, 2009, The Manitoba Securities Commission (“Commission”) issued a Notice of Hearing (“Notice”) giving notice of its intention to hold a hearing on August 5, 2009 at 9:00 a.m. to consider pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended (“Act”) whether it was in the public interest to grant orders with respect to SINCLAIR;

(C) On August 5, 2009, the Commission adjourned the hearing to August 19, 2009 at 9:00 a.m.;

(D) On August 19, 2009, the Commission granted an order for substitutional service as shown in Order No. 5981 and adjourned the hearing to September 9, 2009 at 9:00 a.m.;

(E) On September 9, 2009, the hearing proceeded before a panel of the Commission;

(F) Upon reviewing the documentary evidence and hearing the submissions of counsel for staff of the Commission, no one appearing for the respondent, and upon reviewing the Affidavit of Substitutional Service, filed, and being satisfied as to service upon the respondent in accordance with Order No. 5981, the Commission is of the opinion that it is in the public interest to make this order.

IT IS ORDERED:

1. THAT, pursuant to section 148(1) of the Act, SINCLAIR cease trading in securities until April 3, 2019, except that SINCLAIR be permitted to trade in securities within a single account for a registered retirement savings plan pursuant to the exception provided for by the OSC in the OSC Order.

2. THAT, pursuant to subsection 19(5) of the Act, subsection 19(1) of the Act, with respect to such of the trades referred to in that subsection, and subsection 19(2) of the Act, with respect to such of the securities referred to in that subsection, do not apply to SINCLAIR until April 3, 2019, except for any exemptions necessary to allow the trading in securities permitted in paragraph 1. above.

3. THAT, pursuant to section 148.3 of the Act, SINCLAIR be prohibited from becoming or acting as an officer of a reporting issuer until the later of April 3, 2019 and the date he completes a course as provided for in the OSC order.

BY ORDER OF THE COMMISSION

Director, Legal and Enforcement