



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

P.O. Box 55, 19th Floor
20 Queen Street West
Toronto ON M5H 3S8

CP 55, 19^e étage
20, rue queen ouest
Toronto ON M5H 3S8

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

AND

**IN THE MATTER OF
ZOLOTO RESOURCES LTD.**

**NOTICE OF ORDER
(Paragraphs 127(1)2 and 2.1)**

TAKE NOTICE that the Director made an order under paragraph 2 and paragraph 2.1 of subsection 127(1) of Act that all trading in and acquisitions of the securities of

ZOLOTO RESOURCES LTD.

whether direct or indirect, cease until the order is revoked by the Director.

DATED at Toronto this 19th day of May, 2009.

Ontario Securities Commission

“Jo-Anne Matear”

Jo-Anne Matear
Assistant Manager, Corporate Finance Branch

TO: The Secretary
Zoloto Resources Ltd.
3474 - 1055 Dunsmuir Street
Vancouver, British Columbia
Canada V7X 1K8

CC: Computershare Trust Company of Canada



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

AND

**IN THE MATTER OF
ZOLOTO RESOURCES LTD.**

ORDER
(Paragraphs 127(1)2 and 2.1)

WHEREAS on May 6, 2009,

ZOLOTO RESOURCES LTD. (the "Reporting Issuer")

and its transfer agent were notified that the Director made an order under paragraph 2 and paragraph 2.1 of subsection 127(1) and subsection 127(5) of the Act on the 6th day of May, 2009 that all trading in and all acquisitions of the securities of the Reporting Issuer, whether direct or indirect, cease immediately for a period of fifteen days from the date of the order (the "Temporary Order");

AND WHEREAS the Temporary Order was made because the Reporting Issuer failed to file the following continuous disclosure materials as required by Ontario securities law (collectively, the "Default"):

- a) audited annual financial statements for the year ended December 31, 2008;
- b) management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2008;

AND WHEREAS the Reporting Issuer and its transfer agent were notified that a hearing (the "Hearing") would be held to determine if it would be in the public interest to make an order under paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act that all trading in and all acquisitions of securities of the Reporting Issuer, whether direct or indirect, cease permanently or for such period as is specified in the order;

AND WHEREAS the Reporting Issuer was notified that if it intended to attend at the Hearing, the Reporting Issuer was requested to notify the Director of its intention to attend in writing, in which case the Hearing would be held before the Commission;

AND WHEREAS the Reporting Issuer was further notified that if it failed to notify the Director of its intention to be present at the Hearing, then the Hearing would be held before the Director without the Reporting Issuer present;

AND WHEREAS the Reporting Issuer having failed to notify the Director of its intention to attend at the Hearing, the Hearing was held before the Director on the 19th day of May, 2009;

AND UPON no one appearing at the Hearing on behalf of the Reporting Issuer;

AND UPON hearing the evidence of staff of the Ontario Securities Commission and the Director being satisfied that the Default continues;

IT IS ORDERED pursuant to paragraph 2 and paragraph 2.1 of subsection 127(1) of the Act that, effective immediately, all trading in and all acquisitions of the securities of the Reporting Issuer, whether direct or indirect, shall cease until further order by the Director.

DATED at Toronto this 19th day of May, 2009.

Ontario Securities Commission

“Jo-Anne Matear”

Jo-Anne Matear
Assistant Manager, Corporate Finance Branch