



Ontario
Securities
Commission

Commission des
valeurs mobilières
de l'Ontario

22nd Floor
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, CHAPTER S.5, AS AMENDED (THE "ACT")**

AND

**IN THE MATTER OF
KEW MEDIA GROUP INC.**

NOTICE OF TEMPORARY ORDER AND HEARING
(Subsection 127(9))

WHEREAS the Director made an order under paragraph 2 of subsection 127(1) and subsection 127(5) of the Act on the 16th day of January, 2020 (the "Temporary Order"), a copy of which is attached, that all trading in the securities of

KEW MEDIA GROUP INC. (the "Reporting Issuer")

whether direct or indirect, cease for a period of fifteen days from the date of the Temporary Order;

AND WHEREAS the Reporting Issuer disclosed in its news release dated January 15, 2020 that the following audit reports have been withdrawn and should no longer be relied upon:

- (a) the audit report dated April 2, 2018 on the Company's consolidated financial statements as at and for the years ended December 31, 2017 and 2016;
- (b) the audit report dated April 1, 2019 on the Company's consolidated financial statements as at and for the years ended December 31, 2018 and 2017; and
- (c) the interim review reports to the audit committee of the Reporting Issuer for each interim period within the 2017, 2018 and 2019 fiscal years of the Reporting Issuer;

AND WHEREAS the Reporting Issuer has confirmed that the above-noted annual and interim financial statements should not be relied upon;

AND WHEREAS the Temporary Order was made because the Reporting Issuer is therefore in default of its obligations under Part 4 of National Instrument 51-102 *Continuous Disclosure Obligations* and Part 3 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards* to file annual financial statements and interim financial reports prepared in accordance with generally accepted accounting principles (collectively, the "Default").

AND WHEREAS the Temporary Order was made because the Director was of the opinion that the length of time required to conclude a hearing could be prejudicial to the public interest;

AND WHEREAS the Director may revoke the Temporary Order within the fifteen-day period if the Reporting Issuer remedies the Default to the satisfaction of the Director;

AND WHEREAS a true copy of this Notice of Temporary Order and Hearing was served this day on the Reporting Issuer at the address noted below;

TAKE NOTICE that, if the Default continues, a hearing will be held pursuant to section 127 of the Act (the “Hearing”) 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 Reporting Issuer, whether direct or indirect, cease permanently or for such period as is specified in the order by reason of the continued Default (the “Permanent Order”);

AND FURTHER TAKE NOTICE that if the Reporting Issuer intends to attend at the Hearing to contest, on its merits, the making of the Permanent Order, the Reporting Issuer is requested to notify the Director of the Reporting Issuer’s intention to attend in writing, within seven days from the date of service of this Notice;

AND FURTHER TAKE NOTICE that if the Reporting Issuer notifies the Director that the Reporting Issuer intends to attend at the Hearing to contest, on its merits, the making of the Permanent Order, the Hearing will be held before the Ontario Securities Commission (the “Commission”) pursuant to section 127 of the Act at 20 Queen Street West, 17th Floor, Toronto, Ontario at a date and time to be determined within 15 days of the date of the Temporary Order;

AND FURTHER TAKE NOTICE that any party to a proceeding before the Commission may be represented by counsel at the Hearing;

AND FURTHER TAKE NOTICE that if the Reporting Issuer notifies the Director that it intends to be present at the Hearing to contest, on its merits, the making of the Permanent Order, and fails to attend the Hearing before the Commission, the Hearing may proceed without that party and such party will not receive further notice of the proceedings;

AND FURTHER TAKE NOTICE that if the Reporting Issuer fails to notify the Director that it intends to be present at the Hearing to contest, on its merits, the making of the Permanent Order, then the Hearing will proceed before the Director without the Reporting Issuer pursuant to section 127 of the Act at 20 Queen Street West, 16th Floor commencing on 29th day of January, 2020 at 10:00 a.m., or as soon as possible after that time;

AND FURTHER TAKE NOTICE that the Commission may extend the Temporary Order under subsection 127(7) of the Act until the Hearing is concluded or under 127(8) of the Act if satisfactory information is not provided to the Commission within the fifteen-day period.

DATED at Toronto this 16th day of January, 2020.

Ontario Securities Commission

“Lina Creta”

Lina Creta
Manager, Corporate Finance Branch

TO: The Secretary
Kew Media Group Inc.
672 Dupont Street, Suite 400
Toronto, Ontario
M6G 1Z6

Copy: TSX Trust Company

Documentary evidence to be used at the hearing may be examined at the Commission's Offices, 16th Floor, 20 Queen Street West, Toronto, Ontario M5H 3S8 prior to the date of the hearing by appointment with Dorothy Chan. Contact information is as follows:

Dorothy Chan
Financial Examiner
Tel: (416) 593-8232
Fax: (416) 593-8252
Email: dchan@osc.gov.on.ca



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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

KEW MEDIA GROUP INC.

TEMPORARY ORDER
(Paragraphs 127(1)2 and subsection 127(5))

WHEREAS Kew Media Group Inc. (the "Reporting Issuer") is a reporting issuer in Ontario;

AND WHEREAS the Reporting Issuer disclosed in its news release dated January 15, 2020 that the following audit reports have been withdrawn and should no longer be relied upon:

- (a) the audit report dated April 2, 2018 on the Company's consolidated financial statements as at and for the years ended December 31, 2017 and 2016;
- (b) the audit report dated April 1, 2019 on the Company's consolidated financial statements as at and for the years ended December 31, 2018 and 2017; and
- (c) the interim review reports to the audit committee of the Reporting Issuer for each interim period within the 2017, 2018 and 2019 fiscal years of the Reporting Issuer;

AND WHEREAS the Reporting Issuer has confirmed that the above-noted annual and interim financial statements should not be relied upon;

AND WHEREAS the Reporting Issuer is therefore in default of its obligations under Part 4 of National Instrument 51-102 *Continuous Disclosure Obligations* and Part 3 of National Instrument 52-107 *Acceptable Accounting Principles and Auditing Standards* to file annual financial statements and interim financial reports prepared in accordance with generally accepted accounting principles.

AND WHEREAS the Director is of the opinion that it is in the public interest to make an order that trading in the securities of the Reporting Issuer cease;

AND WHEREAS the Director is of the opinion that the length of time required to conclude a hearing could be prejudicial to the public interest;

IT IS ORDERED pursuant to paragraph 2 of subsection 127(1) and subsection 127(5) of the Act that:

1. Effective immediately, that all trading in securities of the Reporting Issuer, whether direct or indirect, shall cease for a period of 15 days from the date of this order.

2. Despite this order, a beneficial security holder of the Reporting Issuer who is not, and was not at the date of this order, an insider or control person of the Reporting Issuer, may sell securities of the Reporting Issuer acquired before the date of this order if both of the following apply:
- (a) the sale is made through a “foreign organized regulated market”, as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; and
 - (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation.

DATED at Toronto this 16th day of January, 2020.

Ontario Securities Commission

“Lina Creta”

Lina Creta
Manager, Corporate Finance Branch