



Ontario  
Securities  
Commission

Commission des  
valeurs mobilières  
de l'Ontario

22<sup>nd</sup> Floor  
20 Queen Street West  
Toronto ON M5H 3S8

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

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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**

**GENOIL INC.**

**NOTICE OF ORDER**

**(Paragraphs 127(1)2)**

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

**GENOIL INC.**

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

**DATED** at Toronto this 21<sup>st</sup> day of May, 2014.

Ontario Securities Commission

*"Shannon O'Hearn"*

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Shannon O'Hearn  
Manager, Corporate Finance Branch

TO: The Secretary  
Genoil Inc.  
#1430, 717 - 7th Avenue S.W.  
Calgary, Alberta  
T2P 0Z3

CC: Computershare Trust Company of Canada



Ontario  
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P.O. Box 55, 19<sup>th</sup> Floor  
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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**

**GENOIL INC.**

**ORDER**  
**(Paragraphs 127(1)2)**

**WHEREAS** on May 9, 2014,

**GENOIL INC.** (the "Reporting Issuer")

and its transfer agent were notified that the Director made an order under paragraph 2 of subsection 127(1) and subsection 127(5) of the Act on the 9<sup>th</sup> day of May, 2014 that all trading in 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, 2013;
- b) management's discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2013;
- c) certification of the foregoing filings as required by National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*;

**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 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;

**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 21<sup>st</sup> day of May, 2014;

**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 of subsection 127(1) of the Act that, effective immediately, all trading in the securities of the Reporting Issuer, whether direct or indirect, shall cease until further order by the Director.

**DATED** at Toronto this 21<sup>st</sup> day of May, 2014.

Ontario Securities Commission

*“Shannon O’Hearn”*

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Shannon O’Hearn  
Manager, Corporate Finance Branch