



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, c. S.5, AS AMENDED (the “Act”)**

AND

**IN THE MATTER OF
OSI GEOSPATIAL INC.**

AND

**IN THE MATTER OF
KENNETH H. KIRKPATRICK, RAYMOND W. JOHNSTON, HELMUT F. LOBMEIER,
WALTER P. PURIO, GERALD JOSEPH SHIELDS, JOSEPH ANTHONY STROUD,
DONALD WALTER YOUNG, ANDREW CARNIEL, JOHN T. SENTJENS, WAYNE
ZACHARY, RICHARD WAYNE HOYLE, ROBERT EARLE BUSH, JOSE HYUJU LEE,
ROBERT JOHN PARSONS AND MARCOS ANTONIO RIANO
(individually, a “Respondent” and collectively, the “Respondents”)**

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

WHEREAS 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 3rd day of March, 2008 (the “Temporary Order”), a copy of which is attached, that all trading in and all acquisitions of securities of **OSI GEOSPATIAL INC.** (the “Reporting Issuer”), whether direct or indirect, by any of the Respondents cease for a period of fifteen days from the date of 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 November 30, 2007;
- b) management’s discussion and analysis relating to the audited annual financial statements for the year ended November 30, 2007;
- c) annual information form for the year ended November 30, 2007;

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 to the Respondents;

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 and paragraph 2.1 of section 127(1) of the Act that all trading in and acquisitions of securities of the Reporting Issuer, whether direct or indirect, by any of the Respondents cease permanently or for such period as is specified in the order by reason of the continued Default;

AND FURTHER TAKE NOTICE that if a Respondent intends to attend at the Hearing, the Respondent is requested to notify the Director of the Respondent’s intention to attend in writing, within seven days from the date of service of this Notice;

AND FURTHER TAKE NOTICE that where a Respondent has so notified the Director that the Respondent intends to be present at the Hearing, then the Hearing will be held, with respect to that Respondent, before 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, which shall be 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 a Respondent notifies the Director that any party intends to be present at the Hearing and a party 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 a Respondent fails to notify the Director that the Respondent intends to be present at the Hearing, then the Hearing will proceed before the Director without the Respondent pursuant to section 127 of the Act at 20 Queen Street West, 16th Floor commencing on 14th day of March, 2008 at 10:00 a.m., or as soon as possible after that time;

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

DATED at Toronto this 3rd day of March, 2008.

Ontario Securities Commission

“Jo-Anne Matear”

Jo-Anne Matear
Assistant Manager, Corporate Finance Branch

CC: Computershare Investor Services



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ROBERT JOHN PARSONS AND MARCOS ANTONIO RIANO**

**TEMPORARY ORDER
(Paragraphs 127(1)2 and 2.1 and Subsection 127(5))**

WHEREAS OSI Geospatial Inc. (the “Reporting Issuer”) is a reporting issuer in the Province of Ontario.

AND WHEREAS each of Kenneth H. Kirkpatrick, Raymond W. Johnston, Helmut F. Lobmeier, Walter P. Purio, Gerald Joseph Shields, Joseph Anthony Stroud, Donald Walter Young, Andrew Carniel, John T. Sentjens, Wayne Zachary, Richard Wayne Hoyle, Robert Earle Bush, Jose Hyuju Lee, Robert John Parsons and Marcos Antonio Riano (individually, a “Respondent” and collectively, the “Respondents”) is, or was, at some time since the end of the period covered by the last financial statements filed by the Reporting Issuer, namely, August 31, 2007, a director, officer or other insider of the Reporting Issuer and during that time had, or may have had, access to material information with respect to the Reporting Issuer that has not been generally disclosed.

AND WHEREAS 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 November 30, 2007;
- b) management’s discussion and analysis relating to the audited annual financial statements for the year ended November 30, 2007;
- c) annual information form for the year ended November 30, 2007;

AND WHEREAS the Default continues as of the date of this order;

AND WHEREAS the Director is of the opinion that it is in the public interest to make this order;

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 and paragraph 2.1 of subsection 127(1) and subsection 127(5) of the Act that, effective immediately, all trading in and all acquisitions of the securities of the Reporting Issuer, whether direct or indirect, by the Respondents shall cease for a period of 15 days from the date of this order.

DATED at Toronto, this 3rd day of March, 2008.

Ontario Securities Commission

“Jo-Anne Matear”

Jo-Anne Matear
Assistant Manager, Corporate Finance Branch