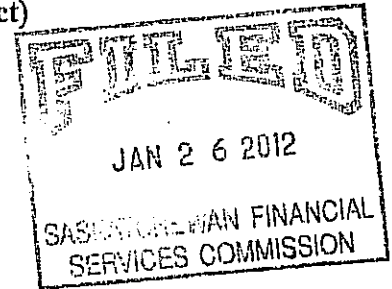




In the Matter of
The Securities Act, 1988, S.S. 1988, C. S-42.2 (the Act)

and

In the Matter of
Gold Vault Metals, LLC
Worth Bullion Group, Inc.
Brian Darrow
Vincent Zapputo
Mark Walker



Order

(Pursuant to Sections 134, 135.1, and 135.3 of the Act)

WHEREAS Worth Bullion Group Inc (Worth Bullion) and the Director of the Securities Division (the Director) of the Saskatchewan Financial Services Commission (the Commission) have entered into a settlement agreement dated January 25, 2012 (the Settlement Agreement), the original of which is attached hereto as Appendix 'A',

AND WHEREAS an application has been received by the Commission from the staff of the Commission for an order (the Order):

1. Pursuant to section 134 of *The Securities Act, 1988, SS 1988, c. S-42.2 (the Act)* that:
 - (i) The exemptions under Saskatchewan securities laws do not apply to Worth Bullion up to and including January 12, 2014;
 - (ii) Worth Bullion cease acquiring securities for residents of Saskatchewan up to and including January 12, 2014;
 - (iii) Worth Bullion cease trading in securities and exchange contracts with residents of Saskatchewan up to and including January 12, 2014; and

(iv) Worth Bullion cease advising residents of Saskatchewan with respect to securities or exchange contracts up to and including January 12, 2014.

2. Pursuant to section 135.1 of the Act, Worth Bullion pay an administrative penalty of \$5,000.

AND WHEREAS proceedings may be disposed of by the Commission by agreement without a hearing pursuant to section 135.3 of the Act;

AND WHEREAS the Commission has approved the Settlement Agreement;

AND WHEREAS Worth Bullion has waived any right to a hearing or appeal and has consented to the issuance of this Order;

AND WHEREAS the Commission is of the opinion that it is in the public interest to make this Order;


THE COMMISSION HEREBY ORDERS:

1. Pursuant to section 134 of the Act that:

- (a) The exemptions under Saskatchewan securities laws do not apply to Worth Bullion up to and including January 12, 2014;
- (b) Worth Bullion cease acquiring securities for residents of Saskatchewan up to and including January 12, 2014;
- (c) Worth Bullion cease trading in securities and exchange contracts with residents of Saskatchewan up to and including January 12, 2014; and
- (d) Worth Bullion cease advising residents of Saskatchewan with respect to securities or exchange contracts up to and including January 12, 2014.

2. Pursuant to section 135.1 of the Act, Worth Bullion pay an administrative penalty of \$5,000 to Saskatchewan Financial Services Commission.

DATED at Regina, Saskatchewan on January 26, 2012


Paul Robinson
Chair of the Commission Panel