



IN THE MATTER OF: THE SECURITIES ACT

-and-

**IN THE MATTER OF: SHALLOW OIL & GAS INC., ERIC O'BRIEN,
ABRAHAM HERBERT GROSSMAN also
known as ALLEN GROSSMAN**

NOTICE OF HEARING

TAKE NOTICE that The Manitoba Securities Commission ("Commission") will hold a public hearing ("Hearing") at its offices at Room 500 - 400 St. Mary Avenue, Winnipeg, Manitoba on Wednesday, the 29th day of May, 2013 commencing at 9:00 o'clock in the forenoon or so soon thereafter as the Hearing can be held, and from day to day thereafter until the Hearing is concluded, to consider pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act"):

1. whether or not it is in the public interest to order, pursuant to section 148 of the Act, that Shallow Oil & Gas Inc. ("SHALLOW OIL"), Eric O'Brien ("O'BRIEN"), and/or Abraham Herbert Grossman also known as Allen Grossman ("GROSSMAN ") be cease traded;
2. whether or not it is in the public interest to order, pursuant to section 19(5) of the Act, that:
 - (a) subsection 19(1) of the Act does not, with respect to such of the trades referred to in that section, apply to SHALLOW OIL, O'BRIEN and/or GROSSMAN;
 - (b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to SHALLOW OIL, O'BRIEN and/or GROSSMAN;
3. whether or not it is in the public interest to order, pursuant to section 148.3 of the Act, that O'BRIEN and/or GROSSMAN resign any positions he holds as a director or officer of any issuer and be prohibited from becoming or acting as a director or officer of any issuer;
4. such further and other matters and the making of such further and other orders as the Commission may deem appropriate.

BY REASON OF THE FOLLOWING ALLEGATIONS:

By reason of an Order of the Ontario Securities Commission ("OSC") dated December 21, 2012, to be filed, and such other material as staff counsel may advise and the panel may allow.

AND FURTHER TAKE NOTICE that a person or company attending or submitting evidence at the Hearing may be represented by counsel of its choice.

AND FURTHER TAKE NOTICE that any party to the proceedings may, at the Hearing, call witnesses and submit such evidence relevant to the Hearing as it may wish and, for that purpose, it may obtain from the Director of the Commission at Room 500 – 400 St. Mary Avenue, Winnipeg, Manitoba, a form or forms of summons to compel the attendance of witnesses.

AND FURTHER TAKE NOTICE that upon failure of any party to attend at the time and place aforesaid, the Hearing may proceed in that party's absence and the Commission may make or give any decision or order as though that party were present.

DATED at Winnipeg, Manitoba this 7th day of March, 2013.


Director

TO: SHALLOW OIL & GAS INC.

AND TO: ERIC O'BRIEN

**AND TO: ABRAHAM HERBERT GROSSMAN
also known as ALLEN GROSSMAN**