

**IN THE MATTER OF  
THE SECURITIES ACT, 1988, S.S. 1988, c. S-42.2**

**AND**

**GARY LORNE BILLINGSLEY**

**AGREEMENT AND UNDERTAKING**

The following agreement and undertaking ("Agreement") has been reached between Gary Lorne Billingsley of Saskatoon, Saskatchewan ("Billingsley") and the director (the "Director") of the Securities Division of the Saskatchewan Financial Services Commission, (the "Commission"):

**FACTS**

Billingsley acknowledges and agrees as follows:

1. Billingsley, at all material times was and is president and director of Great Western Minerals Group Ltd. ("GWM");
2. GWM is a mining exploration company with its head office in Saskatoon, Saskatchewan. GWM is a reporting issuer in Saskatchewan, and its securities are listed on the TSX Venture Exchange;
3. In 2002 and 2003, Billingsley maintained a trading account with BMO Investor Line ("BMO");
4. Between July 2002 and October 2003 Billingsley executed approximately 56 small volume "uptick" purchases in GWM securities in his BMO account that established a closing price for GWM securities above the last traded price for the day;
5. By trading in GWM securities in the manner described in paragraph 4 above, Billingsley created a misleading appearance of trading activity and an artificial price for the securities, contrary to section 55.1 *The Securities Act, 1988*, S.S. 1988, c. S-42.2 (the "Act");
6. Billingsley was not aware that such "uptick" purchases would contravene the Act. He believed that these purchases were appropriate to counterbalance what he perceived as strategic sales being made by others intended to artificially reduce the trading price of GWM's securities.

**BILLINGSLEY'S UNDERTAKING**

Billingsley hereby undertakes, agrees and consents, effective the date of execution of this Agreement to:

1. cease engaging in "upticking" practices with respect to GWM shares;
2. comply with the requirements of the Act with respect to all of his trading;
3. pay an administrative penalty in the amount of \$8,000;
4. pay the costs of the investigation into this matter by the staff of the Commission in the amount of \$2,000;
5. pay one half the amounts mentioned in paragraphs 3 and 4 above by the end of February, 2005 and the remainder by the end of March 2005; and
6. waive any right to a hearing and/or appeal with respect to this matter.

**DIRECTOR'S AGREEMENT**

The Director hereby agrees that this Agreement is the only sanction the Director will seek to have the Commission impose upon Billingsley pursuant to the Act with respect to the matters set out in this Agreement, provided that nothing herein shall prohibit the Director from considering and dealing with any matter not set out in this Agreement or any new complaint brought to the Director's attention in respect of Billingsley.

IN WITNESS WHEREOF Billingsley and the Director have executed this Agreement on this 8th day of February, 2005.

SIGNED, SEALED AND DELIVERED )  
in the presence of: )  
 )  
 )  
 )  
\_\_\_\_\_ )

*"Gary Lorne Billingsley"*  
\_\_\_\_\_  
Gary Lorne Billingsley

SIGNED, SEALED AND DELIVERED )  
in the Presence of: )  
 )  
 )  
\_\_\_\_\_ )

*"Barbara Shourounis"*  
\_\_\_\_\_  
Barbara Shourounis, Director  
Securities Division

