

**IN THE MATTER OF THE SECURITIES ACT,  
R.S.N.S. 1989, CHAPTER 418, AS AMENDED ("Act")**

**- AND -**

**IN THE MATTER OF ROYAL ROADS CORP. ("Respondent")**

**NOTICE OF HEARING**  
(Sections 135 and 135A of the Act)

**TAKE NOTICE** that the Nova Scotia Securities Commission ("Commission") will hold a hearing pursuant to Sections 135 and 135A of the Act at the offices of the Commission located at 1690 Hollis Street, 2<sup>nd</sup> floor, Halifax, Nova Scotia, or such other place as the Commission may designate on notice to the parties, on Tuesday, the 29<sup>th</sup> day of December, 2009, at 10:00 o'clock in the forenoon, or so soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing will be for the Commission to consider whether, pursuant to Sections 135 and 135A of the Act, it is in the public interest for the Commission to:

1. Approve a Settlement Agreement dated December 23, 2009, entered into by the Respondent and staff of the Commission ("Settlement Agreement") and make a finding that the Respondent contravened a provision of the Act or the regulations pursuant to Section 135 (a)(i) of the Act; and
2. Make an order in accordance with the Settlement Agreement.

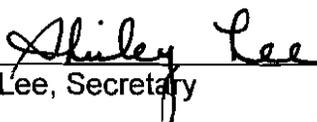
**AND TAKE NOTICE** that the only evidence to be called is the Settlement Agreement, of which the Respondent has a copy;

**AND TAKE NOTICE** that any party to the proceeding may be represented by legal counsel or an authorized agent;

**AND TAKE NOTICE** that upon failure of any party to attend at the hearing, the hearing may proceed in the absence of that party and an order granted and such party is not entitled to any further notice of the proceeding.

DATED at Halifax, Nova Scotia, this 23rd day of December, 2009.

NOVA SCOTIA SECURITIES COMMISSION

  
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Shirley Lee, Secretary