

IN THE MATTER OF: THE SECURITIES ACT

-and-

IN THE MATTER OF: GERARD BESAW

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 9th day of March, 2011 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:

1. whether or not it is in the public interest to order, pursuant to section 148 of *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act"), that Gerard Besaw ("BESAW") 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 BESAW;
 - (b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to BESAW;
3. whether or not it is in the public interest to order, pursuant to section 148.3 of the Act, that BESAW resign any position he may hold as, and be prohibited from becoming or acting as, a director or officer of an issuer;
4. whether or not one or more orders should be made against BESAW pursuant to section 148.4 of the Act;

5. 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 a Settlement Agreement and Undertaking dated February 26, 2010 between the respondent and the Director, Enforcement of the Alberta Securities Commission, 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 18th day of January, 2011.

Director, Legal and Enforcement

TO: GERARD BESAW