

IN THE MATTER OF: THE SECURITIES ACT

-and-

IN THE MATTER OF: JAMES NELSON McCARNEY and 526053 B.C. Ltd.

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 7th day of December, 2005 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 subsection 19(5) of The Securities Act, R.S.M. 1988, c. S50 ("Act"), that:

(a) subsections 19(1) and 19(3) of the Act do not, with respect to such of the trades referred to in those sections, apply to James Nelson McCarney ("McCARNEY");

(b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to McCARNEY;

2. whether or not it is in the public interest to order, pursuant to subsection 19(5) of the Act that:

(a) subsections 19(1) and 19(3) of the Act do not, with respect to such of the trades referred to in those sections, apply to 526053 B.C. Ltd. ("526053");

(b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to 526053;

3. 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 the consent of the respondents as evidenced by the Consent to an Order executed by McCARNEY and 526053 dated October 26th, 2005 and by a Settlement Agreement dated May 30, 2005 between the respondents and the Executive Director of the British Columbia Securities Commission, as attached to an Order of the Executive Director of the British Columbia Securities Commission dated May 30, 2005, to be filed.

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 29th day of November, 2005.

Director, Legal and Enforcement

TO: JAMES NELSON McCARNEY

AND TO: 526053 B.C. Ltd.