

IN THE MATTER OF: THE SECURITIES ACT

- and -

IN THE MATTER OF: PRO-FUND DISTRIBUTORS LTD.

NOTICE OF HEARING

TAKE NOTICE that The Manitoba Securities Commission (the "Commission") will hold a hearing (the "Hearing") at its offices at Room 1130 – 405 Broadway, Winnipeg, Manitoba on Wednesday, the 11th day of September, 2002 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:

(a) whether it is in the public interest to order, pursuant to subsection 8(1) of The Securities Act (the "Act"):

(i) Pro-Fund Distributors Ltd. be reprimanded;

(ii) terms and conditions be imposed on the registration of Pro-Fund Distributors Ltd.; or

(iii) the registration of Pro-Fund Distributors Ltd. as a Broker-Dealer be suspended or cancelled.

(b) whether it is in the public interest to order that Pro-Fund Distributors Ltd. pay the costs of or incidental to this Hearing;

(c) whether it is in the public interest to order that Pro-Fund Distributors Ltd. pay an administrative penalty pursuant to subsection 148.1(1) of the Act;

(d) that the Hearing to consider the foregoing be heard in camera; and

(e) whether or not it is in the public interest to make any other order or orders.

BY REASON OF THE FOLLOWING ALLEGATIONS:

By reason of a proposed settlement agreement between Staff of the Commission and Pro-Fund Distributors Ltd., dated August 26, 2002.

AND FURTHER TAKE NOTE that the 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 1130 - 405 Broadway, 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 August, 2002.

Director, Legal and Enforcement

TO: PRO-FUND DISTRIBUTORS LTD.