



IN THE MATTER OF: THE SECURITIES ACT

-and-

**IN THE MATTER OF: MRS SCIENCES INC. (FORMERLY
MORNINGSIDE CAPITAL CORP.), AMERICO
DEROSA, RONALD SHERMAN, EDWARD
EMMONS, IVAN CAVRIC, AND PRIMEQUEST
CAPITAL CORPORATION**

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 13th day of April, 2016 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 pursuant to section 148.4 of *The Securities Act*, R.S.M. 1988, c. S50 as amended ("Act"):

1. whether or not it is in the public interest to order, pursuant to section 148 of the Act, that MRS Sciences Inc. formerly Morningside Capital Corp. ("MRS"), Americo DeRosa ("DEROSA"), Ronald Sherman ("SHERMAN"), Edward Emmons ("EMMONS"), Ivan Cavric ("CAVRIC") and/or Primequest Capital Corporation 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 MRS, DEROSA, SHERMAN, EMMONS, CAVRIC and/or Primequest Capital Corporation;
 - (b) subsection 19(2) of the Act does not, with respect to such of the securities referred to in that section, apply to MRS, DEROSA, SHERMAN, EMMONS, CAVRIC and/or Primequest Capital Corporation;
3. whether or not it is in the public interest to order, pursuant to section 148.3 of the Act, that each of DEROSA, SHERMAN, EMMONS and/or CAVRIC resign from all positions he may hold as a director or officer of an issuer and be prohibited from becoming or acting as a director or officer of any issuer;

4. 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 an order of the Ontario Securities Commission ("OSC") dated June 4, 2014, as corrected in part by subsequent order dated June 4, 2015 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 1st day of February, 2016.



Director

TO: MRS SCIENCES INC. (FORMERLY MORNINGSIDE CAPITAL CORP.)

AND TO: AMERICO DEROSA

AND TO: RONALD SHERMAN

AND TO: EDWARD EMMONS

AND TO: IVAN CAVRIC

AND TO: PRIMEQUEST CAPITAL CORPORATION