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

- and -

IN THE MATTER OF LYNDON HORACE HIBBERT
AND HWL HEALTHY WEALTHY LIVING INC.
(collectively the "Respondents")

SETTLEMENT AGREEMENT

PART I – INTRODUCTION

1. The parties to this Settlement Agreement ("Agreement") are the Respondents and Staff of the Nova Scotia Securities Commission.

2. The parties agree that the Nova Scotia Securities Commission ("Commission") has jurisdiction over this matter.

3. The parties agree to recommend to the Commission approval of this Agreement in accordance with the terms and process set out herein.

PART II – PROCEDURE FOR APPROVAL OF THE AGREEMENT

4. Staff of the Commission ("Staff") agrees to request that a Notice of Hearing be issued setting down a hearing ("Settlement Hearing") wherein the Commission will consider whether it is in the public interest to approve this Agreement and to issue an Order in the form attached as Schedule "A".

5. The parties agree that the Agreement constitutes the entirety of evidence to be submitted to the Commission at the Settlement Hearing.

6. Staff agrees to recommend that the allegations acknowledged and admitted by the Respondents be resolved and disposed of in accordance with this Agreement.

7. The Parties acknowledge that this Agreement will become a public document upon its approval by the Commission at the Settlement Hearing.

PART III – STATEMENT OF AGREED FACTS

8. Staff and the Respondents agree with the facts and conclusions set out in this Part of the Agreement.

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9. Lyndon Horace Hibbert ("Hibbert") is a resident of Nova Scotia.

10. HWL Healthy Wealthy Living Inc. ("HWL") was a body corporate, incorporated under the Registry of Joint Stock Companies in Nova Scotia on January 10, 2006, under the corporate identity "HWL Healthy Wealthy Living Inc." and Registry ID number 3126057, as of May 10, 2006.

11. Hibbert was listed as President and director of HWL and its registered office was listed as 6013 Stairs Street, Halifax, Nova Scotia.

12. On March 4, 2010, HWL's status with the Registry of Joint Stocks was "Revoked for Non-Payment."

13. Neither HWL nor Hibbert have been registered with the Commission in any capacity at any time.

14. The Respondents are not, nor have they ever been reporting issuers under the Act and have not filed, nor have they ever filed a prospectus or preliminary prospectus with the Commission. No reports of exempt trades have been filed with the Commission at any time by or on behalf of the Respondents.

15. Between June 2006 and April 2008, through personal contact and word of mouth, the Respondents solicited, distributed and traded approximately $191,000.00 in investments in HWL from ten Nova Scotia residents and four Ontario residents.

16. The Respondents entered into "Venture Capital Investment Agreements" with Nova Scotia residents, which guaranteed returns of five percent compounded monthly.

17. Investors were advised by Hibbert that the returns would be derived from trading in the "Forex Markets."

18. Investor funds were deposited by Hibbert into one of two HWL bank accounts and then forwarded to a trading account managed by Hibbert's brother, Gary Marlon Hibbert.

19. Gary Marlon Hibbert, along with companies controlled by him, were the subject of proceedings before the Ontario Securities Commission ("OSC"), which resulted in findings by the OSC of breaches of Ontario securities laws, including having perpetrated a fraud on investors. The OSC ordered sanctions against Gary Marlon Hibbert, which included an administrative penalty of $750,000 and disgorgement of over $4.6 million. Gary Marlon Hibbert has also been charged by the Toronto Police Department with fraud, allegedly in the amount of 8.6 million dollars.

20. By soliciting and trading in investments of HWL the Respondents traded in securities in Nova Scotia without being registered to do so, thereby violating section 31(1)(a) of the Act, as rep. by Rule 31-801.

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21. By trading in securities of HWL in Nova Scotia without first having been issued a receipt for a preliminary prospectus or prospectus by the Commission, the Respondents engaged in a distribution of securities in Nova Scotia that was contrary to section 58(1) of the Act.

PART IV – ACKNOWLEDGMENT AND ADMISSION

22. The Respondents acknowledge and admit the above-referenced violations of sections 31(1)(a) and 58(1) of the Act.

23. The Respondents acknowledge that their actions undermined investor confidence in the fairness and efficiency of capital markets in Nova Scotia and otherwise acted contrary to the public interest.

24. The Respondents admit the facts set forth in Part III herein and acknowledge that they violated Nova Scotia securities laws.

PART V - MITIGATING FACTORS

25. The Respondents acknowledge and accept responsibility for their conduct which is the subject matter of this Agreement.

26. Hibbert fully cooperated with the investigation of this matter.

27. At all relevant times, Hibbert was not aware that his actions were in violation of Nova Scotia securities laws.

28. At all relevant times, Hibbert relied on assurances provided by his brother as to the legality and viability of the investment, and on the basis of those assurances Hibbert believed that the investment opportunity was both legal and legitimate.

29. At all relevant times, Hibbert had no knowledge that his brother's actions were contrary to Ontario securities laws or potentially fraudulent.

30. Hibbert made no commissions and did not profit from the investments in HWL.

31. Between 2006 and 2009, approximately $93,000 was distributed to five investors, representing both principal and returns.

32. Hibbert is currently engaged in a consumer proposal process to resolve various outstanding debts to multiple creditors.

33. Hibbert is extremely remorseful and regrets his actions.

34. Hibbert is currently working for a catering company in Halifax and intends to focus his attention on repaying his debts and working with at-risk youth in his community.

PART VI – TERMS OF SETTLEMENT

35. The terms of settlement are set forth in the order contained in Schedule "A" to this Agreement which is expressly incorporated herein.

36. The Respondents consent to the order contained in Schedule "A".

PART VII – COMMITMENTS

37. If this Agreement is approved and the Order as set out in Schedule "A" is granted, the parties agree to waive any right to a full hearing and judicial review and appeal of this matter.

38. If this Agreement is approved by the Commission, the parties will not in any way make any statement, public or otherwise, that is inconsistent with the terms of this Agreement.

39. If this Agreement is approved by the Commission, the Respondents agree to abide by all terms of this Agreement as set out in the Order attached as Schedule "A".

40. If, for any reason whatsoever, this Agreement is not approved, or the Order set forth in Schedule "A" is not granted by the Commission:

    a. Staff and the Respondents will be entitled to proceed to a hearing of the allegations which are the subject matter of this Agreement unaffected by the Agreement or the settlement negotiations;

    b. The terms of the Agreement will not be raised in any other proceeding or disclosed to any person except with the written consent of Staff and the Respondents or as may otherwise be required by law; and

    c. The Respondents agree that they will not raise in any proceeding the Agreement or the negotiations or process of approval thereof as a basis of any attack or challenge of the Commission's jurisdiction, alleged bias, appearance of bias, alleged unfairness or any other challenge that may otherwise be available.

41. If, in the view of Staff and prior to the approval of this Agreement by the Commission, there are new facts or issues of substantial concern regarding the facts set out in Part III of this Agreement, Staff will be at liberty to withdraw from this Agreement. Notice of such intention will be provided to the Respondents in writing. In the event of such notice being given, the provisions of paragraph 40 in

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this Part will apply as if this Agreement had not been approved in accordance with the procedures set out herein.

PART VIII – DISCLOSURE OF SETTLEMENT AGREEMENT

Staff or the Respondents may refer to any or all parts of this Agreement as required by the General Rules of Practice and Procedure and in the course of the Settlement Hearing. Otherwise, this Settlement Agreement and its terms will be treated as confidential by all parties to it until approved by the Commission, and forever if, for any reason whatsoever, this Agreement is not approved by the Commission.

PART IX – EXECUTION OF SETTLEMENT AGREEMENT

42. This Agreement may be signed in one or more counterparts that together shall constitute a binding agreement and a facsimile copy of any signature shall be as effective as an original signature.

Dated this 6th day of November, 2013.

SIGNED, SEALED AND DELIVERED
In the presence of:

Vanessa Allen
Witness

VANESSA F. ALLEN
A Commissioner of the Supreme
Court of Nova Scotia

Lyndon Horace Hibbert, on behalf of himself and HWL Healthy Wealthy Living Inc.

Dated this 6th day of November, 2013.

SIGNED, SEALED AND DELIVERED
In the presence of:

Vanessa Allen
Witness

VANESSA F. ALLEN
A Commissioner of the Supreme
Court of Nova Scotia

Staff of the Nova Scotia Securities Commission

Randy Gass
Director of Enforcement
Nova Scotia Securities Commission

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SCHEDULE "A"

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

- AND -

IN THE MATTER OF LYNDON HORACE HIBBERT
AND HWL HEALTHY WEALTHY LIVING INC.

ORDER
(Sections 134, 135 and 135A)

WHEREAS on _____, 2013 the Nova Scotia Securities Commission ("Commission") issued a Notice of Hearing to the Respondent pursuant to sections 134, 135 and 135A of the Act;

AND WHEREAS the Respondent entered into a settlement agreement with Staff of the Commission ("Staff") whereby it agreed to a proposed settlement of the proceeding, subject to the approval of the Commission;

AND WHEREAS Staff and the Respondent recommended approval of the settlement agreement;

AND WHEREAS the Commission is of the opinion that the Respondent has contravened the Act and it is in the public interest to make this Order;

AND UPON reviewing the settlement agreement;

AND UPON and upon hearing submissions of counsel for Staff and the Respondent;

IT IS HEREBY ORDERED that:

1. The Settlement Agreement dated _____, 2013, a copy of which is attached, is approved;

2. Pursuant to section 134(1)(a) of the Act, the Respondents comply with and cease contravening Nova Scotia securities laws;

3. Pursuant to section 134(1)(c) of the Act, that all of the exemptions contained in Nova Scotia securities laws do not apply to the Respondents for a period of fifteen (15) years;

4. Pursuant to section 134(1)(d)(ii) of the Act, that Hibbert be prohibited from becoming or acting as a director or officer of any issuer, registrant or investment fund manager permanently;

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5. Pursuant to section 134(1)(g) of the Act, that the Respondents be prohibited from becoming or acting as a registrant, investment fund manager or promoter permanently;

6. Pursuant to section 134(1)(h) of the Act, that the Respondents be reprimanded; and

7. Pursuant to section 135 (a) and (b) of the Act, Hibbert shall forthwith pay an administrative penalty in the amount of twenty thousand dollars ($20,000.00).

8. Pursuant to section 135A of the Act, Hibbert shall forthwith pay costs in connection with the investigation and hearing of this matter before the Commission in the amount of one thousand dollars ($1,000.00).

DATED at Halifax, Nova Scotia, this _____ day of _____, 2013.

NOVA SCOTIA SECURITIES COMMISSION

_____

(Chair)

RJA/lw