

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

-and-

IN THE MATTER OF TD WATERHOUSE CANADA INC. (the "Respondent")

**NOTICE OF HEARING**  
(Sections 134, 135 and 135A)

**TAKE NOTICE** that the Nova Scotia Securities Commission ("Commission") will hold a hearing pursuant to Sections 134, 135 and 135A of the Act at the offices of the Commission located at Suite 400, 5251 Duke Street, Halifax, Nova Scotia, or such other place as the Commission may designate on notice to the parties, on Wednesday, the 7<sup>th</sup> day of October, 2015, at 9:30 o'clock in the forenoon (AST), or so soon thereafter as the hearing can be held;

**AND TAKE NOTICE** that the purpose of the hearing will be for the Commission to consider whether, pursuant to sections 134, 135 and 135A of the Act, it is in the public interest for the Commission to:

1. Approve a Settlement Agreement dated September 17, 2015 entered into by the Respondent and the Director of Enforcement for the Commission ("Settlement Agreement"); and
2. Make an order in accordance with the Settlement Agreement;

**AND TAKE NOTICE** that the only evidence to be submitted at the hearing will be the Settlement Agreement, a copy of which has already been provided to the Respondent;

**AND TAKE NOTICE** that any party to the proceeding may be represented by legal counsel or an authorized agent;

**AND TAKE NOTICE** that the Respondent shall provide written notice to the Commission, at least (7) days prior to the date of the hearing, of its intention to attend the hearing, and if no such notice is provided within this time or upon failure of any party to attend at the hearing, the hearing may proceed in the absence of that party and an order granted and such party is not entitled to any further notice of the proceeding without leave of the Commission.

**AND TAKE NOTICE** that orders made by the Commission may form the basis for parallel orders in other jurisdictions in Canada. The securities laws of some other Canadian jurisdictions may allow orders made in this matter to take effect in those other jurisdictions automatically, without further notice to you. If an order is made in relation to this Notice of Hearing, you should contact the securities regulator of any other jurisdiction in which you may intend to engage in any securities related activities.

**DATED** at Halifax, Nova Scotia, this 21<sup>st</sup> day of September, 2015.

**NOVA SCOTIA SECURITIES COMMISSION**

  
H. Jane Anderson, Secretary