

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

- and -

IN THE MATTER OF
RETURN ON INNOVATION ADVISORS LTD. (formerly RETURN ON INNOVATION
MANAGEMENT LTD.), TRUSTEE AND INVESTMENT FUND MANAGER OF
ROI HIGH INCOME PRIVATE PLACEMENT FUND, ROI PRIVATE PLACEMENT
FUND, ROI STRATEGIC PRIVATE PLACEMENT FUND, AND ROI INSTITUTIONAL
PRIVATE PLACEMENT FUND
("Respondent")

NOTICE OF HEARING
(Sections 134, 135 and 135A of the Act)

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 Friday, the 1st day of February, 2013, at 9:30 o'clock in the forenoon, 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 the 21st day of January, 2013, 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 is the Settlement Agreement of which the Respondent has a copy;

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 seven (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.

DATED at Halifax, Nova Scotia, this 22nd day of January, 2013.

NOVA SCOTIA SECURITIES COMMISSION



Shirley P. Lee, Q.C., Secretary