



**Securities  
Commission**

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December 4<sup>th</sup>, 2009

Mr. Rankin MacSween  
New Dawn Holdings Limited  
PO Box 1055  
4 Dryden Avenue  
Sydney, Nova Scotia B1P 6J7

Dear Mr. MacSween,

**Re: New Dawn Holdings Ltd. ("the Issuer")  
Simplified Offering Document ("the Offering") Dated November 26, 2009**

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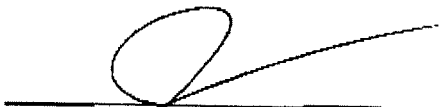
Pursuant to subsection 6 (1) of the Community Economic-Development Corporations Regulations, the Executive Director of Securities of Nova Scotia Securities Commission non-objects to the Offering dated November 26, 2009 submitted by New Dawn Holdings Ltd.

The Board of Directors of the Issuer is reminded of its restrictions and responsibilities in regard to Section 20 or Section 21 of the Community Economic-Development Corporations Regulations when the proceeds of the offering are being invested.

The Issuer is reminded that each potential investor must receive a copy of the Offering with all attachments before the Issuer can accept that investor's subscription agreement.

The Issuer is reminded that all advertising and promotional materials must be reviewed and approved in writing by the staff of Nova Scotia Securities Commission before they are used and the Issuer must comply with the Community Economic-Development Corporations Regulations.

Yours truly,

  
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J. William Slattery, CA  
Executive Director of Securities  
Nova Scotia Securities Commission