

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

- and -

IN THE MATTER OF
QUINTIN EARL SPONAGLE AND TREVOR WAYNE HILL
(collectively the "Respondents")

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

WHEREAS by a Notice of Hearing dated January 10, 2011, the Nova Scotia Securities Commission (the "Commission") gave notice that it will hold a hearing pursuant to sections 134, 135 and 135A of the Act at the offices of the Commission located at 1690 Hollis Street, 2nd floor, Halifax, Nova Scotia, or such other place as the Commission may designate on notice to the parties, on a date and time to be determined by the Commission;

AND WHEREAS by an Amended Notice of Hearing dated March 22, 2011, the Commission provided notice that it would hold a hearing pursuant to sections 134, 135 and 135A of the Act at the dates, times and locations in Schedule A attached to the Amended Notice of Hearing, or such other dates, times or locations as the Commission may designate on notice to the parties;

TAKE NOTICE that by this Amended Notice of Hearing, the Commission is providing notice that it will hold the hearing pursuant to sections 134, 135 and 135A of the Act at the offices of the Commission located at 1690 Hollis Street, 2nd floor, Halifax, Nova Scotia, or such other place as the Commission may designate on notice to the parties, on June 7 and 9 and June 13 to 16, 2011, starting each day at 10 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 it is in the public interest for the Commission to make:

1. an order pursuant to section 134(1) of the Act that:
 - a. any or all of the exemptions contained in Nova Scotia securities laws do not apply to the Respondents permanently;
 - b. the Respondents be permanently prohibited from becoming or acting as a director or officer of any issuer;
 - c. the Respondents be permanently prohibited from becoming or acting as a registrant, investment fund manager or promoter; and

- d. the Respondents be reprimanded;
2. an order pursuant to section 135 of the Act that the Respondents pay an administrative penalty of not more than one million dollars for each contravention or failure to comply with the Act;
3. an order pursuant to section 135A of the Act that the Respondents pay costs in connection with the investigation and conduct of this proceeding before the Commission; and
4. such other order as the Commission considers appropriate.

BY REASON OF the allegations set out in the Statement of Allegations of staff of the Commission attached to the original Notice of Hearing and such additional allegations as counsel may advise and the Commission may permit;

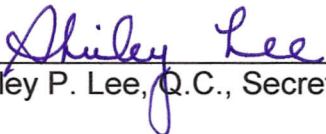
AND TAKE NOTICE that disclosure of evidence and copies of documents to be presented at the hearing will be provided as ordered by the Commission;

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

AND TAKE NOTICE that the Respondents shall provide written notice to the Commission of their intention to attend the hearing, and if no such prior notice is provided 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.

DATED at Halifax, Nova Scotia, this 2nd day of June, 2011.

NOVA SCOTIA SECURITIES COMMISSION



Shirley P. Lee, Q.C., Secretary