

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

-and-

**IN THE MATTER OF NEXIENT LEARNING INCORPORATED
 (“Respondent”)**

**NOTICE OF HEARING
(Section 134(1)(b)(i))**

TAKE NOTICE that the Nova Scotia Securities Commission (the “Commission”) will hold a hearing pursuant to section 134(1)(b)(i) 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 the 24th day of May, 2011, at 9:00 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)(b)(i) of the Act that all persons or companies shall cease trading in the securities of the Respondent; and
2. 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 dated the 20th day of April, 2011, a copy of which is attached to this notice, and such additional allegations as counsel may advise and the Commission may permit;

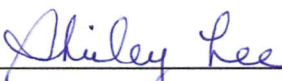
AND TAKE NOTICE that disclosure of evidence and copies of documents to be presented at the hearing will be provided in accordance with Rule 15-501 General Rules of Practice and Procedure;

AND TAKE NOTICE that any party to a 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.

DATED at Halifax, Nova Scotia, this 21st day of April, 2011.

NOVA SCOTIA SECURITIES COMMISSION



Shirley P. Lee, Q.C.
Secretary