

This is the form of a material change report required under section 85(1) of the *Securities Act* (British Columbia) and section 118(1) of the *Securities Act* (Alberta).

**FORM 53-901F
(Previously Form 27)**

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES ACT
(B.C.) AND SECTION 118(1) OF THE SECURITIES ACT (ALBERTA)**

1. Reporting Issuer

State the full name and address of the principal office in Canada of the reporting issuer.

Serebra Learning Corporation
119 – 7565 132nd Street
Surrey, British Columbia
Canada V3W 1K5

2. Date of Material Change

22nd April, 2002

3. Press Release

The press release was issued on 22nd April, 2002 and was disseminated by Stockwatch.

4. Summary of Material Change

The Company announced that Ken Tongue has resigned from his position as Director.

5. Full Description of Material Change

SURREY, BC – 22 April 2002 – Serebra Learning Corporation (CDNX:SBR), Canada's leading provider of e-Learning solutions, today announced its Board of Directors has accepted the resignation of Mr. Kenneth F. Tongue from the Board, effective immediately. The Board wishes to acknowledge the tremendous contribution made by Ken Tongue to FirstClass Systems Corporation, the predecessor to Serebra Learning Corporation. Mr. Tongue founded FirstClass Systems in 1987.

Ken was the Company's first President, Chief Executive Officer, and Chairman of the Board. He managed the Company, and nurtured its growth and development to meet market needs, until the late 1990s. He took the Company onto the public exchanges, first on the Alberta Stock Exchange in 1987 and then onto the Vancouver Stock Exchange in 1991.

During Ken's tenure as President, he pioneered many developments in computer-based training, leading to what has become the eLearning industry.

Mr. Tongue retired from an active role in management in 1998 and stepped down from the Chair in 2000. The Directors of Serebra Learning Corporation wish Ken continued success in his new ventures.

**6. Reliance on Section 85(2) of the Securities Act (B.C.)
or Section 118(2) of the Securities Act (Alberta)**

This report is not being filed on a confidential basis.

7. Omitted Information

No information has been intentionally omitted from this form.

8. Senior Officers

Kulwant Sandher
Chief Financial Officer
Telephone (604) 592-0552

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Surrey, British Columbia, on 22nd April, 2002.

SEREBRA LEARNING CORPORATION

Per: "Kulwant Sandher"
Kulwant Sandher
Chief Financial Officer