

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

8th May, 2002

3. Press Release

The press release was issued on 9th May, 2002 and was disseminated by Stockwatch.

4. Summary of Material Change

The Company announced that Paul Duffy has been appointed as Director.

5. Full Description of Material Change

SURREY, BC – 9 May 2002 – Serebra Learning Corporation (TSX VE: SBR), Canada's leading provider of eLearning solutions, today announced that Paul Duffy, co-founder of Corporate Communications Interactive (CCI) of Toronto, Ont., has been appointed to its Board of Directors.

Over the past ten years, Mr. Duffy has built CCI into an impressive and profitable eLearning company with product and services sales worldwide. He is currently the Co-President, along with his partner, Ange Boudle, of CCI. Mr. Duffy has taken CCI from its roots in sophisticated custom course development into the world of learning objects and award-winning course properties sold as the eSchool Essentials program.

“Paul Duffy’s experience in the eLearning industry, and his successful practices at CCI, will provide Serebra’s Board with strong insights as it guides the company’s evolution,” said Bruce Stewart, President & CEO of Serebra. “We are very fortunate to have been able to secure his participation as a Director.”

Mr. Duffy’s appointment was ratified at the Board meeting of 8 May 2002.

About Corporate Communications Interactive

CCI is well recognized by eLearning industry players and customers as an innovative and quality-driven developer of sophisticated eLearning properties. Founded in 1992, CCI continues to fulfill custom development projects as it extends its eSchool Essentials product and services line. CCI remains privately held by its founding partners. It is located in Toronto, Ont., and is both a supplier of products to Serebra, and a Serebra reseller. For more information, visit www.cci-eschool.com.

**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 13th May, 2002.

SEREBRA LEARNING CORPORATION

Per: *Kulwant Sandher*
Kulwant Sandher
Chief Financial Officer