

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

11th June, 2002

3. Press Release

The press release was issued on 11th June, 2002 and was disseminated by Stockwatch.

4. Summary of Material Change

The Company announced that Rob Hutchison has been appointed as Director.

5. Full Description of Material Change

SURREY, BC – 11 June 2002 – Serebra Learning Corporation (TSX VE: SBR), Canada's leading provider of eLearning solutions, today announced that Robin B. Hutchinson has been appointed to its Board of Directors, effective immediately. Mr. Hutchinson is the nominee of the shareholders of BitLearning, Inc., to the Serebra Board, as defined in the transaction announced in November 2001, where Serebra acquired the assets of BitLearning, Inc.

Mr. Hutchinson has over 20 years' experience in the IT industry, and has founded a number of both Canadian and US based companies. He was the co-founder of eCharge Corporation, a Seattle WA based company specializing in alternative payment methods for the Internet. Mr. Hutchinson held numerous positions within eCharge from Chief Technical Officer to President. He was an integral part of the eCharge finance team that raised in excess of ninety

(90) million US dollars for eCharge. In his capacity as CTO, Rob pioneered unique digital certificate technology that enabled eCharge to claim that it was able to provide secure and virtually fraud proof Internet commerce transactions. Following eCharge, Rob has assisted a number of Internet based companies including Bit Learning, VIAVIS, Elasticated Adhesive Technologies Inc., and is a member of the Board of Directors of Golden Goliath Resources, a TSX VE company.

Prior to co-founding eCharge, Rob Hutchison was President of SNI Corporation, which specialized in the integration of SUN Microsystems UNIX based systems and Internet & Firewall Security. SNI Corporation served as lead architects of BC Telephone's (now Telus's) Sympatico Internet service. He also served as the Western Regional Director of Sales & Operations for Everex Canada Inc., and as Vice President and co-founder of Vivox International Inc.

Approved at the Board meeting in March 2002, Mr. Hutchinson takes up his seat with the imminent closing of the transaction to acquire the assets of BitLearning. The Company expects to announce that closing within the next week.

**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 11th June, 2002.

SEREBRA LEARNING CORPORATION

Per: "Kulwant Sandher"
Kulwant Sandher
Chief Financial Officer