

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

February 19 2003

3. Press Release

The press release was issued on February 19 2003 and was disseminated by Filing Services Canada.

4. Summary of Material Change

Mr. Paul Duffy resigned as Director of the Company effective February 19 2003.

5. Full Description of Material Change

SURREY, BC CANADA – February 19 2003 – Serebra Learning Corporation (TSX VEN: SBR), Canada's leading provider of e-learning solutions, today announced the resignation of Mr. Paul Duffy from its Board of Directors, effective February 19 2003.

At the Company's quarterly board meeting, the Serebra Board members extended their thanks for Mr. Duffy's contributions to Serebra since his directorship appointment on May 8 2002. The Board asked Mr. Duffy to serve the Company in an advisory capacity, and this request was accepted.

**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

Paul Dhaliwal
Chief Financial Officer
Telephone (604) 592-0552

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at Vancouver, British Columbia, on February 19 2003.

SEREBRA LEARNING CORPORATION

Per: "*Paul Dhaliwal*" (signed)
Paul Dhaliwal
Chief Financial Officer