

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

August 27 2003

3. Press Release

The press release was issued on August 27 2003 and was disseminated by Filing Services Canada.

4. Summary of Material Change

The Company announced that Paul Dhaliwal has resigned as the Company's Chief Financial Officer effective September 2 2003.

5. Full Description of Material Change

See attached press release.

**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

Ted Moorhouse
President and CEO
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 August 27 2003.

SEREBRA LEARNING CORPORATION

Per: "*Ted Moorhouse*" (signed)
Ted Moorhouse
President and CEO