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

October 3 2003

3. Press Release

The press release was issued on October 3 2003 and was disseminated by Filing Services Canada.

4. Summary of Material Change

Serebra Learning Corporation announced the closing of a non-brokered private placement of 3,000,000 units at a price of CDN$0.10 per unit for total proceeds of CDN$300,000.

Each Unit consists of one common share and one share purchase warrant. Each warrant allows the holder to purchase an additional common share until October 3, 2005 at price of CDN$0.15 per share. The securities are subject to a hold period that expires on February 4 2004.

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 October 3, 2003.

SEREBRA LEARNING CORPORATION

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