Form 51-102F3 Material Change Report

Item 1. Reporting Issuer
Serebra Learning Corporation
Suite 600, 1188 West Georgia Street
Vancouver, BC V6E 4A2

Item 2. Date of Material Change
February 9, 2007

Item 3. News Release
The News Release dated February 9, 2007 was disseminated via Stockwatch and forwarded to the TSX Venture Exchange. A copy of the News Release is attached.

Item 4. Summary of Material Change
Serebra Learning Corporation (the Company) announced the closing of a non-brokered private placement of 3,166,666 units at $0.30 per unit for total proceeds of CND $950,000.

Each Unit consists of one common share and one half of a share purchase warrant. Each warrant allows the holder to purchase an additional common share until August 9, 2007 at CND$0.45 per share. The securities are subject to a hold period that expires on June 10, 2007.

Item 5. Full Description of Material Change
See attached press release

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102
Not Applicable.

Item 7. Omitted Information
Not Applicable.

Item 8. Executive Officer
The following Senior Officer of the Company is available to answer questions regarding this report:

Ted Moorhouse
President, CFO & CEO
(604) 676-5480

Item 9. Date of Report
Dated at Vancouver, BC, this 9th day of February, 2007.
SEREBRA LEARNING CORPORATION

Per:
"Ted Moorhouse"
Ted Moorhouse
President, CFO & CEO