Form 51-102F3 Material Change Report

Item 1. Reporting Issuer

Serebra Learning Corporation
Suite 1660, 999 West Hastings Street
Vancouver, BC V6C 2W2

Item 2. Date of Material Change

November 5, 2010

Item 3. News Release

The News Release dated November 5, 2010 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) wishes to announce it will use its best efforts to sell up to 7,000,000 units by private placement at $0.06 per unit. All units will be comprised of one common share and one share purchase warrant. Each whole warrant is exercisable at a price of $0.15 per share for one year period. Finder's fees may be payable. The private placement and finder's fees are subject to regulatory approval.

The Company will apply the proceeds from the private placement towards sales and marketing and for working capital.

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:

Aziz Pirani
Interim CEO
(604) 676-5480

Item 9. Date of Report

Dated at Vancouver, BC, this 12th day of November, 2010.

SEREBRA LEARNING CORPORATION

Per:
"Aziz Pirani"
Aziz Pirani
Interim CEO

For Immediate Release

PART 1 SEREBRA LEARNING CORPORATION

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SEREBRA ANNOUNCES PRIVATE PLACEMENT

VANCOUVER, BC, CANADA – November 5, 2010 – Serebra Learning Corporation (TSX VEN: SLC) (the "Company"), a leading e-learning solutions provider, is pleased to announce that it has negotiated a non-brokered Private Placement. The placement offering will be for up to 7,000,000 Units at a price of $0.06 to raise gross proceeds of up to $420,000.

Each Unit will consist of one common share and one warrant. Each warrant entitles the holder thereof to purchase one common share of the Company at $0.15 per share for a period of one year from the closing date of the private placement. Finder's fees may be payable. The private placement and finder's fees are subject to regulatory approval.

The proceeds of the private placement will be used for the expansion of sales and marketing initiatives, and general working capital. The securities in the private placement will be subject to a hold period of four months from the closing date of the private placement. Certain Insiders, Directors and Officers may subscribe for a portion of this placement. Closing of the private placement is subject to TSX Venture Exchange approval.

The above are subject to TSX Venture Exchange approval.

About Serebra Learning Corporation

Serebra Learning Corporation provides innovative e-learning solutions to companies, organizations and individuals worldwide. Through Serebra Campus, Serebra provides an extensive course catalogue and versatile learning management system (LMS) for delivering and managing professional training and development. Serebra's easyLearning program helps people in developing nations gain valuable skills and qualifications, while Serebra Connect is a marketplace solution for industry leaders seeking to build direct-to-consumer market environments. For more information about Serebra and our programs, visit www.serebra.com or call 800 567-7766.

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This release includes certain forward looking statements which reflect beliefs, expectations, objectives and goals which are believed to be reasonable at the time such statements are made. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in the Company's Management Discussion and Analysis. Actual results could differ materially from anticipated results and may be impacted upon such factors as market and economic conditions, industry competition, changes in financial markets and changing legislation. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.