Form 51-102F3 Material Change Report

Item 1. Reporting Issuer

Serebra Learning Corporation
Suite 240, 807 Powell Street
Vancouver, BC V6A 1H7

Item 2. Date of Material Change

March 9, 2011

Item 3. News Release

The News Release dated March 9, 2011 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 portion of a non-brokered private placement of 6,200,000 units at $0.10 per unit for total proceeds of CND $620,000.

Each Unit will consist of one common share of Serebra and one non-transferrable share purchase warrant. Two share purchase warrants together will entitle the holder thereof to purchase one common share of the Company at $0.15 per share until March 9, 2012. The securities are subject to a hold period that expires on July 10, 2011.

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:

Taleeb Noormohamed
President & CEO
(604) 676-5480

Item 9. Date of Report

Dated at Vancouver, BC, this 11th day of March 2011.

SEREBRA LEARNING CORPORATION

Per:
"Taleeb Noormohamed"
Taleeb Noormohamed
President & CEO

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News Release

SEREBRA ANNOUNCES A PARTIAL CLOSING OF PRIVATE PLACEMENT

VANCOUVER, BC CANADA – March 9, 2011 – Serebra Learning Corporation (TSX VEN: SLC) (the "Company"), a leading e-learning solutions provider today announced that further to its press release of February 14, 2011, it has closed a portion of a non-brokered private placement for gross proceeds of $620,000. Serebra issued 6,200,000 Units at a price of $0.10 per Unit.

Each Unit will consist of one common share of Serebra and one non-transferrable share purchase warrant. Two share purchase warrants together will entitle 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.

Proceeds of the private placement will be used for the expansion of sales and marketing initiatives, and general working capital. The securities issued under the private placement will be subject to a hold period of four months expiring on July 10, 2011.

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.