# CHINA EDUCATION RESOURCES INC.

## FORM 51-102F3

## MATERIAL CHANGE REPORT

**1. Name and Address of Company**

China Education Resources Inc. ("China Education")
1118 – 925 West Georgia Street
Vancouver, British Columbia V6C 3L2

**2. Date of Material Change**

January 17, 2008.

**3. News Release**

A news release disclosing the material change was issued in Vancouver, British Columbia, on January 17, 2008.

**4. Summary of Material Change**

China Education is pleased to announce the closing of a private placement of an aggregate of 4,600,000 common shares in the capital of China Education ("Common Shares") at a price of $0.50 per share. The Common Shares are subject to a four-month hold period, expiring May 18, 2008.

**5.1 Full Description of Material Change**

China Education is pleased to announce the closing of a private placement of an aggregate of 4,600,000 Common Shares at a price of $0.50 per share for gross proceeds of $2,300,000. The Common Shares are subject to a four-month hold period, expiring May 18, 2008. Pursuant to the private placement, Keywise Greater China Master Fund ("Keywise") acquired 4,000,000 Common Shares, representing approximately 9.3% of the issued and outstanding Common Shares. After giving effect to the acquisition of the Common Shares pursuant to the private placement, Keywise owns 5,808,500 Common Shares, representing approximately 13.5% of the issued and outstanding Common Shares.

The proceeds of the private placement will be used for general working capital purposes.

## 5.2 Disclosure for Restructuring Transactions

Not applicable.

## 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

## 7. Omitted Information

Not applicable.

## 8. Executive Officers

For further information about this material change, contact Chengfeng Zhou, Chairman of the Board, at (604) 683-6865.

## 9. Date of Report

DATED at Vancouver, British Columbia this 18th day of January, 2008.

*"Signed"*
Chengfeng Zhou
Chairman