FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Street Resources Inc. (formerly The Learning Library Inc.)
Suite 810, P.O. Box 4
1 First Canadian Place
Toronto, Ontario M5X 1A9

2. Date of Material Change

December 31, 2004

3. News Release

Please see SEDAR for press release issued through Canada Newswire on December 31, 2004.

4. Summary of Material Change

Street Resources Inc. (formerly The Learning Library Inc.) (the "Corporation") announced that it completed the conversion of its preferred shares into common shares, the subsequent consolidation of all of its issued and outstanding common shares on a one for 2.75 basis, the sale of its current business and assets and its change of name from "The Learning Library Inc." to "Street Resources Inc." In addition, the Corporation announced the revocation of the cease trade orders issued against it by the Ontario Securities Commission, the British Columbia Securities Commission and the Alberta Securities Commission and the commencement of trading of the common shares of the Corporation on the NEX on a consolidated basis effective at the market opening on January 5, 2005.

5. Full Description of Material Change

The Corporation announced that it has completed the conversion of its 2,661,333 preferred shares into 2,661,333 common shares, the subsequent consolidation of all of its issued and outstanding common shares on a one for 2.75 basis, the sale of its current business and assets and the change of its name from "The Learning Library Inc." to "Street Resources Inc."

The Corporation filed articles of amendment on December 31, 2004 to effect the name change and consolidation, both approved by the Corporation's shareholders at the annual and special meeting held on November 30, 2004. By their terms, the 10,160,000 special units of the Corporation issued pursuant to the Corporation's private placement conducted in June through September 2004 automatically converted into one common share and one common share purchase warrant (a "Warrant") on January 4, 2005 after giving effect to the Corporation's share consolidation. Each Warrant entitles the holder thereof to acquire one common share (on a post-consolidated basis) at a price of $0.15 for a period of two years from the issuance of the special units. The number of issued and outstanding common shares on a post-consolidated basis (after giving effect to the conversion of the special units) is 20,214,011. 4,556,023 of these shares (on a post-consolidated basis) are held in escrow subject to the provisions of the Corporation's TSX Venture Exchange Escrow Agreement for Surplus Securities dated June 25, 2002.

The sale of the Corporation's current business and assets through a management buy-out was completed on December 31, 2004 effective as of November 30, 2004. Under the sale transaction, the Corporation's current business and assets, with the exception of the net proceeds from its special unit financing and all of its rights under the Corporation's previously announced Street Township and EXMIN, Inc. transactions, were sold to Learning Library Limited Partnership in consideration of the assumption of all of the Corporation's debts relating to its current business, which were in the approximate amount of $900,000 as of November 30, 2004. Learning Library Limited Partnership is the principal shareholder of the Corporation and is substantially owned and controlled by David Lowentein, the President and a director and shareholder of the Corporation. The asset sale was approved by the Corporation's shareholders at the annual and special meeting held on November 30, 2004.

In connection with the completion of the asset sale, David Lowenstein and Sabine Steinbrecher, a director and the Chief Development Officer of Learning Library, resigned as directors and officers of the Corporation effective December 31, 2004. Jeffrey Dawson and Chuck Lilly, directors of the Corporation, were appointed as Chief Executive Officer and Chief Financial Officer, respectively, of the Corporation.

The Corporation also announced that the cease trade orders issued by the Ontario Securities Commission on June 13, 2003, the British Columbia Securities Commission on June 17, 2003 and the Alberta Securities Commission on October 10, 2003 due to the Corporation's failure to file certain financial statements were revoked by such securities regulatory authorities effective December 31, 2004.

The Corporation also announced that the common shares of the Corporation would commence trading on the NEX on a consolidated basis effective at the market opening on Wednesday, January 5, 2005 under the new trading symbol "SRS.H". The new CUSIP number for the common shares is 863277109.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

For further information, please contact Jeffrey Dawson, Chief Executive Officer, 1-877-932-8858.

9. Date of Report

Dated at Toronto, Ontario, this 7th day of January, 2005.

"Jeffrey Dawson"
Jeffrey Dawson
Chief Executive Officer