

**MATERIAL CHANGE REPORT UNDER
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)
SECTION 146(1)(b) OF THE *SECURITIES ACT* (ALBERTA)
SECTION 85(1)(b) OF THE *SECURITIES ACT* (BRITISH COLUMBIA)
SECTION 81(2) OF THE *SECURITIES ACT* (NOVA SCOTIA)
SECTION 84(1)(b) OF THE *SECURITIES ACT* (SASKATCHEWAN)
SECTION 76(2) OF THE *SECURITIES ACT* (NEWFOUNDLAND)**

ITEM 1. REPORTING ISSUER

MDP WORLDWIDE ENTERTAINMENT INC.

1875 Century Park East
Suite 2000
Los Angeles, California
USA 90067

ITEM 2. DATE OF MATERIAL CHANGE

March 31, 2004 and April 14, 2004

ITEM 3. PRESS RELEASE

On April 6, 2004 and April 14, 2004 MDP Worldwide Entertainment Inc. (the "Corporation") issued a press release over CCN. See Schedule "A" hereto.

ITEM 4. SUMMARY OF MATERIAL CHANGE

On April 6, 2004 the Corporation announced that effective March 31, 2004, the Corporation changed its name to "M8 Entertainment Inc. / Divertissements M8 Inc.". The Corporation's Class A Multiple Voting Shares and Class B Subordinate Voting Shares began trading on the Toronto Stock Exchange under the symbol "MEE.A" and "MEE.B" on April 14, 2004.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See press releases attached hereto as Schedule "A".

ITEM 6. CONFIDENTIAL REPORT

Not applicable.

ITEM 7. OMITTED INFORMATION

No significant facts have been omitted from this report.

ITEM 8. SENIOR OFFICERS

Devin Cutler

Vice President, Finance

Tel.: (310) 226-8314

ITEM 9. STATEMENT OF SENIOR OFFICER

The foregoing accurately discloses the material change referred to herein.

DATED AT LOS ANGELES, California, this 15th day of April 2004.

(s) Devin Cutler

Devin Cutler
Vice-President, Finance,

Schedule "A"

PRESS RELEASES

MDP Worldwide Entertainment Inc. changes its name to M8 Entertainment Inc. / Divertissements M8 Inc.

- Receives shareholder authorization for "reverse stock split"
- Receives shareholder authorization to increase in shares reserved for stock options

MONTREAL, April 6, 2004 /CNW Telbec/ - MDP Worldwide Entertainment Inc. ("MDP" or the "Corporation") (TSX: MDP.A and MDP.B), a leading Canadian film entertainment company engaged in the development, financing, production, and worldwide distribution of theatrical feature films, announced today that the Corporation has changed its name to M8 Entertainment Inc./Divertissements M8 Inc. This change is pursuant to the vote of shareholders taken at the annual and special meeting of shareholders held on March 25, 2004 in Los Angeles, California.

"With the recent success of the Academy Award-winning film 'Monster', MDP's principal U.S. subsidiary Media 8 Entertainment has gained a very strong reputation as one of the leading independent film companies," stated Sammy Lee, Vice Chairman of the Corporation. "Media 8 has quickly become known in the entertainment industry for producing high quality feature films that are both artistically and commerciality successful. We want the parent Corporation's new name to draw upon this success, and to unify the Corporation with this highly visible subsidiary."

"I agree wholeheartedly with Sammy Lee, and feel that our reputation will be even further enhanced in this coming year," stated Mark Damon, Chairman and CEO of the Corporation. "With strong upcoming feature entries like 'The Upside of Anger', starring three-time Academy Award Nominee Joan Allen, and Academy Award Winner Kevin Costner, I believe our future is very promising. Hopefully, this film, that New Line is releasing in the United States, will continue to enrich and strengthen the Media 8 reputation."

In addition to the name change, shareholders voted to adopt a special resolution approving an amendment to the Articles of the Corporation to consolidate each of the issued and outstanding Class A Multiple Voting Shares, Class B Subordinate Voting Shares and Series C Preferred Shares. Such consolidation (also known as a "reverse stock split") would be on the basis of a ratio within the range of one post-consolidation share for every ten pre-consolidation shares to one post-consolidation share for every thirty pre-consolidation shares, with the ratio to be selected and approved by the Corporation's Board of Directors in its sole discretion, if at all, at any time prior to March 25, 2005.

"We are hopeful that a consolidation of shares will help to enhance the liquidity of the stock of the Corporation and serve to create and maintain a vibrant trading market for the stock," stated Devin Cutler, Vice President of Finance and Controller.

Finally, the Corporation received shareholder authorization to increase the number of Class B Subordinate Voting Shares that may be issued pursuant to its Stock Option Plan. The amendment to the Corporation's Stock Option Plan increased the number of Class B Subordinate Voting Shares that may be issued in the form of stock options by approximately 7.5 million shares, from a previous level of 15.9 million shares to a current level of 23.5 million shares (to be adjusted following the reverse stock split).

"We feel that stock options are an invaluable method to provide the Corporation with the means to attract, encourage, retain and motivate employees and service providers whose contributions will continue to benefit the Corporation," stated Mr. Cutler.

Certain statements in this report may constitute forward-looking statements. Such forward-looking statements involve risks, uncertainties and other factors which may cause actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

M8 Entertainment Inc. (formerly known as MDP Worldwide Entertainment Inc.) is a leading independent film entertainment company engaged in the development, financing, production and worldwide distribution of feature films. The Corporation currently has offices in Montreal and Los Angeles.

Ticker symbols: MDP.A & MDP.B (TSX)

www.media8entertainment.com

/For further information: Devin Cutler, Vice President of Finance and Controller, (310) 226-8314 or Pierre Kurland, Director of Financial Reporting, (310) 226-8336/ (MDP.A. MDP.B.)

CO: M8 Entertainment Inc. (formerly known as MDP Worldwide Entertainment Inc.)

ST: Quebec

IN: ENT FLM

SU: ERN

#####

M8 Entertainment Inc. To Trade Under New Ticker Symbols – MEE.A, MEE.B

MONTREAL, April 14, 2004 /CNW Telbec/ - M8 Entertainment Inc. (formerly known as MDP Worldwide Entertainment Inc.) (TSX: MDP.A and MDP.B), a leading Canadian film entertainment company engaged in the development, financing, production, and worldwide distribution of theatrical feature films, announced that as of the opening of trading on Wednesday, April 14, 2004, the corporation's shares will commence trading under new ticker symbols. The Corporation's Class A Multiple Voting Shares will trade under the symbol MEE.A, and the Corporation's Class B Subordinate Voting Shares will trade under the symbol MEE.B. These new ticker symbols reflect the Corporation's recent name change to M8 Entertainment Inc./Divertissements M8 Inc., which was approved by shareholders at the annual and special meeting held on March 25, 2004.

Ticker symbols: MEE.A & MEE.B (TSX)

www.media8entertainment.com

/For further information: Pierre Kurland, Director of Financial Reporting, (310) 226-8336/
(MEE.A. MEE.B.)

#####