

This is the form of material change report required under section 85(1) of the Securities Act.

FORM 27

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

**CINEMA INTERNET NETWORKS INC.
(the "Issuer")**

3150 Celtic Avenue, Bldg. #2
Vancouver, BC
V6N 3X7

Telephone: (604) 602-1280
Facsimile: (604) 602-1290

Item 2. Date of Material Change

February 11, 2000

Item 3. Press Release

February 11, 2000 as amended February 14, 2000

Item 4. Summary of Material Change

The Issuer has arranged a financing by way of a short-form offering document offering 1,600,000 common shares at a price of \$0.30.

Item 5. Full Description of Material Change

The Issuer, through its agents Wolverton Securities Ltd., has arranged a financing by way of a short-form offering document offering 1,600,000 common shares at a price of \$0.30 per share for aggregate gross proceeds of \$480,000. The proceeds of the offering will be used for working capital and for general corporate purposes.

Item 6. Reliance on Section 85(2) of the Act

Not Applicable

Item 7. Omitted Information

None

Item 8. Senior Officers

William E. Massey – President and CEO
3150 Celtic Avenue, Bldg. #2
Vancouver, BC V6N 3X7

Telephone: (604) 602-1280
Facsimile: (604) 602-1290

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

February 15, 2000

Date

/s/ William E. Massey

(Signature)

William E. Massey

Name

President and CEO

Position

Vancouver, British Columbia

Place of Declaration

**Cinema Internet Networks Inc.
D.b.a. CinemaWorks (The “Company”)**

3150 Celtic Ave • Bldg. #2
Vancouver • B.C. • V6N 3X7
604.602.1280 • fax: 604.602.1290

FOR IMMEDIATE RELEASE

CDNX. Symbol: “CWK”

Dated: February 14, 2000

The Company advises that its news release of February 11, 2000 incorrectly stated the number of shares and proceeds of its Short Form Offering. The proceeds of the offering will be \$480,000, not \$405,000 and the total offering will be 1,600,000 shares not 1,350,000 shares as previously announced. In all other respects the news release of February 11, 2000 remains unchanged.

The Company is a provider of e-commerce and broadband internet services including advanced high speed internet services via wired and wireless networks.

For further information, contact the Vancouver office of the Company at 604-602-1280 or www.cinemaworks.com

Cinema Internet Networks Inc.

“William E. Massey”

William E. Massey
CEO

The Canadian Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this News Release