

This is the form of a 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 Ave, Bldg. #2
Vancouver, BC
V6N 3X7

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

Item 2. Date of Material Change

March 21, 2000

Item 3. Press Release

March 21, 2000

Item 4. Summary of Material Change

Cinema Internet Networks has earned certification as an Elastic Networks Installation and Service Partner.

Item 5. Full Description of Material Change

Elastic Networks announced today that Cinema Internet Networks, has earned certification as an Elastic Networks Installation and Service Partner. As a certified Installation and Service Partner, CinemaWorks has successfully completed Elastics’ service partner training program and has demonstrated expertise in installation, provisioning, maintenance, and

support of Elastic Networks next generation DSL solutions.
CinemaWorks is now authorized to implement Elastic Networks solutions
in any in building or outside-loop environment.

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 Ave, 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.

March 22, 2000
Date

“William E. Massey”
Signature

President and CEO

Vancouver, British Columbia
Place of Declaration



For Immediate Release:

CinemaWorks Joins Elastic Networks Business Partner Program as Certified Installation & Service Partner

Alpharetta, GA—March 21, 2000 Elastic Networks announced today that Cinema Internet Networks, d.b.a. CinemaWorks (CDNX: CWK), has earned certification as an Elastic Networks Installation and Service Partner. As a certified Installation and Service Partner, CinemaWorks has successfully completed Elastics' service partner training program and has demonstrated expertise in installation, provisioning, maintenance, and support of Elastic Networks next generation DSL solutions. CinemaWorks is now authorized to implement Elastic Networks solutions in any in-building or outside-loop environment.

"The demand for high-speed Internet access in the hospitality industry is booming," says Bill Massey, CEO of CinemaWorks. "Partnering with Elastic Networks enables CinemaWorks to add support for high-speed Internet access to our portfolio of services for hospitality clients."

CinemaWorks has served the hospitality market since 1985, delivering turnkey provisioning and installation of cable TV service, pay-per-view movie programming, and more recently, high-speed Internet access. CinemaWorks is also a sales agent and contract installer for Darwin Networks Inc., one of the leading providers of Elastic Networks' next generation DSL solutions.

"We are very pleased that CinemaWorks is on board as a certified partner," says Gary Palmer, vice president of professional services for Elastic Networks. "They bring a wealth of experience in the hospitality industry and will offer our reseller partners a key resource for supporting their end users."

About CinemaWorks

CinemaWorks is a professional IT services company based in Vancouver, British Columbia, with US offices in Oregon and Washington. Led by one of the telecommunication industry's top DSL experts, CinemaWorks draws upon a network of qualified technicians across the US and Canada for special installation projects.

Cinema Internet Networks Inc. (d.b.a. CinemaWorks) is a Canadian public company traded on the Canadian Venture Exchange (CDNX/ CWK). The Company has three main focus areas: providing high-speed Internet sales and installation services; building and operating broadband wireless high speed data networks in under-served markets; and eCommerce payment service, featuring the integration of escrow payments with 'live' Internet-based customer care that includes tracking and monitoring of each buy/sell customer transaction.

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

About Elastic Networks

Elastic Networks is the leader in innovative, next generation DSL technology and high-speed Internet access solutions, enabling telecommunications service providers to easily offer affordable broadband services that simplify the way people connect. By leveraging its technological differentiation in speed, deployability, and economics, and by building strategic relationships with distributor, chip manufacturing, and data networking partners, Elastic Networks continues to increase the pervasiveness of its innovative technology in markets throughout the world.

Elastic Networks Inc., based in Alpharetta, GA, is a private company funded by Nortel Networks; Texas Instruments; Pequot Capital; MF Private Capital; Williams, Jones & Associates; ComVentures and Wolfson Equities. For more information about Elastic Networks and its high-speed access and subscriber management solutions, visit www.elastic.com or call 678-297-3100.

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

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