

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 – NAME AND ADDRESS OF COMPANY

Cinema Internet Networks Inc. (the "Company")
1620 – 609 Granville Street
Vancouver, BC V7Y 1C3

ITEM 2 – DATE OF MATERIAL CHANGE

October 26, 2012

ITEM 3 – NEWS RELEASE

The Company issued a news release on October 29, 2012, relating to the material change which was disseminated to the TSX Venture Exchange and through Stockwatch and Marketnews and filed on SEDAR with the securities commissions of British Columbia and Alberta.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

The British Columbia Securities Commission and the Alberta Securities Commissions have issued full revocation orders effective October 26, 2012, for the cease trade orders imposed on December 7, 2010, and March 7, 2011, respectively.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

The British Columbia Securities Commission and the Alberta Securities Commissions have issued full revocation orders effective October 26, 2012, for the cease trade orders imposed on December 7, 2010, and March 7, 2011, respectively.

ITEM 6 – RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 – OMITTED INFORMATION

No significant information has been omitted from this form on the basis that it is confidential information.

ITEM 8 – EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this Report:

William E. Massey, President and Director

ITEM 9 – DATE OF REPORT

October 29, 2012