

CORNICHE CAPITAL INC.

Suite 318, 470 Granville Street
Vancouver, BC
V6C 1V5

August 24, 2000

VIA SEDAR

ALBERTA SECURITIES COMMISSION

19th Floor
10025 Jasper Avenue
Edmonton, Alberta
T5K 3Z5

CANADIAN VENTURE EXCHANGE

10th Floor, 300 - 5th Avenue S.W.
Calgary, Alberta, T2P 3C4

BRITISH COLUMBIA SECURITIES COMMISSION

2nd Floor, 865 Hornby Street
Vancouver, British Columbia, V6Z 2H4

Attention: Executive Director

Dear Sir or Madam:

Re: Corniche Capital Inc. (the "Corporation")
MATERIAL CHANGE REPORT UNDER SECTION 118

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of Corniche Capital Inc. ("Corniche"). For convenience, this letter is itemized in the same manner as Form 27 of the *Securities Act* (Alberta) and the similar form under the *Securities Act*, (British Columbia). Concurrent with this filing, this letter is being filed with the Canadian Venture Exchange, being the only Exchange on which the Corporation's shares are listed.

Item 1 - Reporting Issuer

Corniche Capital Inc.
Suite 318, 470 Granville Street
Vancouver, BC
V6C 1V5

Item 2 - Date of Material Change

The material change occurred on or about August 24, 2000.

Item 3 - Publication of Material Change

A press release was issued on August 24, 2000, by Canadian Corporate News, Calgary, Alberta, Canada.

Item 4 - Summary of Material Change

Corniche Capital Inc. (ACorniche®) is pleased to announce that it has entered into an Engagement Letter, the terms of which were finalized on August 1, 2000, with Georgia Pacific Securities Corporation to act as Sponsor, subject to completion of satisfactory due diligence, in connection with Corniche's Qualifying Transaction, as previously announced on May 25, 2000. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or likelihood of completion. Under the terms of the Engagement Letter, Georgia Pacific has also agreed to act as agent, on a best efforts basis and subject also to satisfactory due diligence, in respect of a prospectus financing at \$0.50 for minimum gross proceeds of \$1,400,000, to be conducted in conjunction with the Qualifying Transaction. The terms of this concurrent public financing, as previously announced in Corniche's May 25, 2000 press release, have been revised to provide for an increase in the minimum gross proceeds to be raised from \$1,000,000 to \$1,400,000. The maximum gross proceeds to be raised has also increased from \$1,300,000 to \$1,600,000. The proposed number of stock options to be issued in conjunction with the Qualifying Transaction has also been increased since the May 25, 2000 press release, from 1,400,000 to 2,515,000 stock options still at an exercise price of \$0.50.

Item 5 - Full Description of Material Change

Corniche Capital Inc. (ACorniche®) is pleased to announce that it has entered into an Engagement Letter, the terms of which were finalized on August 1, 2000, with Georgia Pacific Securities Corporation to act as Sponsor, subject to completion of satisfactory due diligence, in connection with Corniche's Qualifying Transaction, as previously announced on May 25, 2000. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or likelihood of completion. Under the terms of the Engagement Letter, Georgia Pacific has also agreed to act as agent, on a best efforts basis and subject also to satisfactory due diligence, in respect of a prospectus financing at \$0.50 for minimum gross proceeds of \$1,400,000, to be conducted in conjunction with the Qualifying Transaction. The terms of this concurrent public financing, as previously announced in Corniche's May 25, 2000 press release, have been revised to provide for an increase in the minimum gross proceeds to be raised from \$1,000,000 to \$1,400,000. The maximum gross proceeds to be raised has also increased from \$1,300,000 to \$1,600,000. The proposed number of stock options to be issued in conjunction with the Qualifying Transaction has also been increased since the May 25, 2000 press release, from 1,400,000 to 2,515,000 stock options still at an exercise price of \$0.50.

Corniche's Qualifying Transaction is the acquisition of all of the shares of Graffico Printers & Design Inc. (AGraffico®), a private company based in Vancouver B.C., Canada, which has been operating in the print industry for the past 10 years, serving as a commercial printer for financial and corporate institutions. Graffico has recently established a new division called Printlux.com to expand Graffico's printing business into internet ecommerce by developing technology to deliver online print services to existing and future clients who have a need for automated, customized, one to one online ordering solutions for their print procurement needs.

Corniche is a junior capital pool company whose shares have been suspended since November 27, 1999. The acquisition of all of the shares of Graffico is intended to constitute the Qualifying Transaction of Corniche under the policies of the Canadian Venture Exchange. As such, the transaction is subject to the approval of the Canadian Venture Exchange and Corniche's shareholders.

Completion of this transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and majority of the minority shareholder approval. The transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that except as disclosed in the management information circular to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

For further information, please contact Corniche Capital Inc., Mr. Garo Deyrmenjian, President, at (604) 687-7059, facsimile (604) 688-8872 and e-mail address at garo@printlux.com.

Item 6 - Reliance of Section 118(4) of the Securities Act (Alberta)

N/A

Item 7 - Senior Officer

The name of a Senior Officer of the Corporation who is knowledgeable about the material change and who can be contacted by the Commission is:

CORNICHE CAPITAL INC.

Suite 318, 470 Granville Street

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Garo Deyrmenjian, Director

(604) 687-7059

The foregoing accurately discloses the material change referred to herein.

DATED this 24th day of August, 2000.

Yours truly,

CORNICHE CAPITAL INC.

Per:

GARO DEYRMENJIAN, DIRECTOR