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

BC FORM 53-901F
(formerly Form 27)

Securities Act

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

Item 1. Reporting Issuer

Imagis Technologies Inc.
Suite 1300, 1075 West Georgia Street
Vancouver, B.C. V6E 3C9

Item 2. Date of Material Change

March 25, 2002

Item 3. Press Release

Vancouver, British Columbia, March 25, 2002

Item 4. Summary of Material Change

Imagis Technologies Inc. (the "Company") announces that it has formed a special committee of its board of directors to be chaired by Roy Trivett. The Company also announces that it has retained Raymond James Ltd. to act as its financial advisor.

Item 5. Full Description of Material Change

The Company has formed a special committee of its board of directors to be chaired by Roy Trivett. The Company has also retained Raymond James Ltd. to act as its financial advisor to assess all strategic alternatives available to the Company and negotiate any transaction that may result from proposals received by the Company. In doing so, the special committee will consider any transaction that may arise, including a publicly-announced going private proposal by Pembridge Group, within the context of the Company's strategic alternatives and underlying fiduciary responsibility of the board to maximize shareholder value.

The selection of Raymond James was made on the basis of its respected and focused equity research and investment banking efforts in technology, as well as the cross-border scope of the firm.

Raymond James Ltd., is a wholly owned subsidiary of Raymond James Financial, a New York Stock Exchange listed firm (RJF-NYSE). Raymond James Financial and its operating subsidiaries represent North America’s ninth largest full service investment bank offering corporate finance services, institutional sales and trading and one of the industries’ largest sales forces with 4,900 financial advisors.

The Special Committee consists of Roy Trivett (Chair), Altaf Nazerali and Rory Godinho. The backgrounds of the members of the Special Committee are available on the Company's website at the management section.

On March 6, 2002, following receipt of a letter from Pembridge Group outlining a possible going-private transaction, the Company imposed a no-trading policy on all of its directors and senior officers with respect to the purchase or sale of any securities of the Company, in accordance with its corporate governance policies. The Company will maintain the no-trading policy until such time as it publicly announces a definitive agreement has been reached with Pembridge Group or that it has terminated discussions with Pembridge Group in connection with the proposed going-private transaction. There can be no assurance that the proposal will result in a definitive agreement or that any proposed transactions will be completed.

Item 6. **<u>Reliance on Section 85(2) of the Act</u>**

N/A

Item 7. **<u>Omitted Information</u>**

None

Item 8. **<u>Senior Officers</u>**

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Iain Drummond
President
Suite 1300 – 1075 West Georgia St.
Vancouver, B.C. V6E 3C9

Telephone: (604) 684-4691

Rory Godinho
Corporate Secretary
Suite 1020, Montreal Trust Centre
510 Burrard St.
Vancouver, B.C. V6C 3A8

Telephone: (604) 689-9930

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Date March 25, 2002

"Rory Godinho"
(signature)

Rory Godinho
Name

Corporate Secretary
Position

Vancouver, British Columbia
Place of Declaration