

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

April 8, 2002

Item 3. Press Release

Vancouver, British Columbia, April 8, 2002

Item 4. Summary of Material Change

Imagis Technologies Inc. announced that the Pembridge Group has agreed to provide Imagis with a 60-90 day period to evaluate, consider, or complete certain potential strategic alternatives before continuing to engage in discussions regarding Pembridge's proposal to take Imagis private, or to make a potential strategic investment.

Item 5. Full Description of Material Change

Imagis Technologies Inc. announced that the Pembridge Group has agreed to provide Imagis with a 60-90 day period to evaluate, consider, or complete certain potential strategic alternatives before continuing to engage in discussions regarding Pembridge's proposal to take Imagis private, or to make a potential strategic investment.

As previously reported, there can be no assurance that the Pembridge proposal will result in a definitive agreement or that any proposed transactions will be completed. Imagis has retained Raymond James Ltd. to act as its financial advisor.

The Board will continue to evaluate opportunities that may be collaborative to the Pembridge proposal as well as develop and conclude strategic alliances with corporate partners with strong presences in the security industry.

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

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

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 April 8, 2002

"Rory Godinho"
(signature)

Rory Godinho
Name

Corporate Secretary
Position

Vancouver, British Columbia
Place of Declaration