

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 1630, 1075 West Georgia Street
Vancouver, B.C. V6E 3C9

Item 2. Date of Material Change

November 5, 2002

Item 3. Press Release

Vancouver, British Columbia, November 5, 2002

Item 4. Summary of Material Change

Imagis Technologies Inc. (the "Issuer") announces the appointment of Wayne Smith as Chief Financial Officer. Mr. Smith first joined Imagis in May 2002 in the capacity of Controller. Mr. Smith has been granted 25,000 options at \$2.35, in addition to the 25,000 options at \$2.35 he was granted when he joined the Company.

Item 5. Full Description of Material Change

Imagis Technologies Inc. (the "Issuer") announces the appointment of Wayne Smith as Chief Financial Officer. Mr. Smith first joined Imagis in May 2002 in the capacity of Controller. Mr. Smith has been granted 25,000 options at \$2.35, in addition to the 25,000 options at \$2.35 he was granted when he joined the Company.

Mr. Smith has over 14 years of combined business experience in the investment, consulting, risk management, and accounting industries, including over 8 years public accounting experience in the audit of publicly-traded companies. He is also a partner of a private consulting firm that provides management and financial consulting services, primarily in the call centre and helpdesk industries. Mr. Smith holds a Chartered Accountants designation in Canada. Mr. Smith replaces W. Ross Wilmot as Chief Financial Officer. Mr. Wilmot has agreed to remain as a consultant to the Company.

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 1630 – 1075 West Georgia St.
Vancouver, B.C. V6E 3C9
Telephone: (604) 684-2449

Rory Godinho
Corporate Secretary
Suite 1020 – 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.

November 6, 2002

“Rory Godinho”
(signature)

Rory Godinho
Name

Corporate Secretary
Position

Vancouver, British Columbia
Place of Declaration