

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

BC FORM 51-102FS
(formerly Form 53-901F)

Securities Act

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

Item 1. Name and Address of Company

Imagis Technologies Inc.
Suite 1630, 1075 West Georgia Street
Vancouver, B.C. V6E 3C9

Item 2. Date of Material Change

August 4, 2004

Item 3. News Release

Vancouver, British Columbia, August 4, 2004

Item 4. Summary of Material Change

Imagis Technologies Inc. (the "Issuer") announced that it has entered into an agreement with Centrom Limited ("Centrom") of the United Kingdom to form a jointly owned subsidiary company Imagis Technologies UK Limited ("Imagis UK"). Centrom has committed to provide £500,000 (approximately CDN\$1.25 million) over the next two years.

Item 5. Full Description of Material Change

Imagis Technologies Inc. (the "Issuer") announced that it has entered into an agreement with Centrom Limited ("Centrom") of the United Kingdom to form a jointly owned subsidiary company Imagis Technologies UK Limited ("Imagis UK"). Imagis UK, a subsidiary of Centrom Limited, will be the exclusive distributor of Imagis' software products in the UK and a non-exclusive distributor on a world-wide basis. Imagis owns a 25% interest in Imagis UK in consideration of the grant of UK exclusivity, and Centrom has committed to provide £500,000 (approximately CDN\$1.25 million) over the next two years to support the initial start-up costs of Imagis UK in consideration of a 75% ownership. Centrom's commitment will be met through a combination of cash and services; the services portion to be provided at Centrom's cost without any mark-up. Included in the £500,000 commitment is a non-refundable advance licensing payment of £60,000 (approximately CDN\$150,000) which has been paid, representing an initial sales commitment by Imagis UK of approximately CDN\$250,000.

Roy Trivett, President and CEO of Imagis states, "The deal with Centrom validates, once again, the new Imagis business model and the expanded capabilities of our software solutions. It allows us to expand our offerings to the private and public sectors in the UK, and gives Imagis an opportunity to establish a strategic foothold in vertical markets such as health care, where data integration challenges are coming to the fore. Centrom's confidence in our technology is reflected in the fact that this agreement goes beyond a traditional partnership arrangement. The commitment to fund start-up, sales and marketing costs for a two year period, combined with a significant, up-front licensing payment, speaks volumes about the

market potential of this partnership.”

Centrom CEO Paul Ryder stated, “We identified a growing requirement from our existing markets to support more sophisticated and complex data integration. We started out looking for software and a partner to help us support many of our current government clients—especially in the Criminal Justice and Police sectors—which would also assist us to establish new opportunities. In Imagis, not only did we find the right products to satisfy current requirements, but also a partner that is delivering tomorrow’s solutions today. With this arrangement, we have made a sound investment in our future, and we look forward to a long and successful partnership”.

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7. Omitted Information

None

Item 8. Executive 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:

Roy Trivett
President & CEO
Suite 1630 – 1075 West Georgia St.
Vancouver, B.C. V6E 3C9
Telephone: (604) 684-2449

Wayne Smith
COO & VP, Finance
Suite 1630 – 1075 West Georgia St.
Vancouver, B.C. V6E 3C9
Telephone: (604) 684-2449

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

August 4, 2004

'Wayne Smith'
(signature)

Wayne Smith
Name

COO & VP Finance
Position

Vancouver, British Columbia
Place of Declaration