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

November 24, 2004

Item 3. News Release

Vancouver, British Columbia, November 24, 2004

Item 4. Summary of Material Change

Imagis Technologies Inc. (the "Issuer") announces the acquisition of two proprietary software packages — Wirebill and NTPaymaster, including all source code, technical documentation and related intellectual property (the "Assets"), from ITI Imagen Technologies Inc., a private British Columbia company. The purchase price is $100,000 (CAN), is payable by a combination of cash, shares, and warrants of Imagis. Completion of this transaction is subject to the approval of the TSX Venture Exchange.

Item 5. Full Description of Material Change

Imagis Technologies Inc. (the "Issuer") announces the acquisition of two proprietary software packages — Wirebill and NTPaymaster, including all source code, technical documentation and related intellectual property (the "Assets"), from ITI Imagen Technologies Inc., a private British Columbia company. The purchase price is $100,000 (CAN), is payable by a combination of cash, shares, and warrants of Imagis. Completion of this transaction is subject to the approval of the TSX Venture Exchange.

Wirebill is a proven and successful application for enterprise billing automation. By combining this software with Imagis' interoperability platform — the Briyante Integration Environment — the result will be a highly-sophisticated, Web Services-based billing solution able to gather various transactional data from multiple disparate systems.

To provide the support and technical assistance necessary to integrate the Assets into Imagis operations and solutions, ITI Imagen's Chief Software Developer has joined Imagis as a full-time employee.

"Billing is a mission-critical application for all businesses," said Imagis President and CEO Roy Trivett. "The combination of billing applications with Web Services represents an important step toward simplifying the complexity involved in deploying billing software. For Imagis, there is also applicability for introducing improved event tracking and bill-back capabilities within a data sharing network."

In consideration for the Assets, the Company will pay $25,000 in cash, with the remaining $75,000 payable in units of the Company (the "Units") having a deemed value of $0.40 each, for a total of 187,500 Units. Each Unit consists of one common share of the Company and a two-year share purchase warrant, exercisable for an additional common share at a price of $0.50 per share in the first year and $0.75 per share in the second year.

About Imagis Technologies

Based in Vancouver, British Columbia, Imagis specializes in developing and marketing software products that enable integrated access to applications and databases. The company also develops solutions that automate law enforcement procedures and evidence handling. These solutions often incorporate Imagis' proprietary facial recognition algorithms and tools. Using industry standard "Web Services", Imagis delivers a secure and economical approach to true, real-time application interoperability. The corresponding product suite is referred to as the Briyante Integration Environment (BIE).

Numerous production deployments of BIE have demonstrated stunning reductions in the time, complexity, and risk associated with defining, implementing, and supporting integrated access to physically and technologically disparate computers. The broad ranging applicability of BIE into a variety of areas (e.g., health care, financial services, government services, telecommunications, etc.) has been clearly demonstrated by recent, highly-successful deployments in the United States. Imagis booking and facial recognition systems are deployed in Canada, the United Kingdom, United States, Mexico and the Far East.

Imagis is a Microsoft Certified Partner.

Item 6. **<u>Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102</u>**

N/A

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

None

Item 8. **<u>Executive 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:

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.

November 24, 2004

_'Wayne Smith'_____ _______
(signature)

Wayne Smith
Name

COO & VP Finance
Position

Vancouver, British Columbia
Place of Declaration