This is the form of a material change report required under section 85 (1) of the *Securities Act* and section 151 of the *Securities Rules*.

BC FORM 53-901F

Securities Act

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

Item 1: Reporting Issuer

Cinemage Corporation
350 – 1090 Homer St.
Vancouver, B.C.
V6B 2W9

Item 2: Date of Material Change

August 30, 2004

Item 3: Press Release

News Release dated August 30, 2004 was disseminated by Stockwatch and Market News on August 30, 2004.

Item 4: Summary of Material Change

The Issuer announced that Media West Technology (VCC) Corp., a controlling shareholder of the Company, has filed a notice of intention to sell up to 1 million common shares of the Company through the facilities of the TSX Venture Exchange. Up to 750,000 shares will be sold as a block trade. Net proceeds of the block trade will be invested in the Company's Private Placement previously announced on August 20, 2004.

Item 5: Full Description of Material Change

The Issuer announced that Media West Technology (VCC) Corp., a controlling shareholder of Cinemage Corporation, has filed a notice of intention to sell up to 1,000,000 common shares of Cinemage Corporation through the facilities of the TSX Venture Exchange.

On August 30, 2004 up to 750,000 shares will be traded as a block trade at $0.10 per share. The balance of Media West's shares may be sold from time to time at prevailing market prices.

Net proceeds from the block trade will be used by Media West to invest in the company's private placement previously announced on August 20, 2004.

Item 6: Reliance on section 85 (2) of the Act

If the report is being filed on a confidential basis in reliance on section 85 (2) of the Act, state the reasons for that reliance.

N/A

Item 7: Omitted Information

N/A

Item 8: Senior Officers

Edgar Froese, President
Telephone: 604-669-0699

Item 9: Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, B.C. on the 30th day of August, 2004.

CINEMAGE CORPORATION

Per: *"Edgar Froese"*

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Edgar Froese, President & CEO