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

October 6, 2004

Item 3: Press Release

News Release dated October 6, 2004 was disseminated on October 6, 2004 by Stockwatch and Market News.

Item 4: Summary of Material Change

The Issuer announced that, subject to regulatory approval, the company has awarded 2.7 million Stock Options to Directors, Officers, employees of and consultants to the Company. Options have a term of five years, and are exercisable at $.10 per common share. All options are subject to a two-year vesting agreement, with 10% released at the end of each quarter from the issue anniversary date, and the final balance at the end of the two-year period.

Item 5: Full Description of Material Change

The Issuer announced that, subject to regulatory approval, the company has awarded 2.7 million Stock Options to Directors, Officers, employees of and consultants to the Company. Options have a term of five years, and are exercisable at $.10 per common share. All options are subject to a two-year vesting agreement, with 10% released at the end of each quarter from the issue anniversary date, and the final balance at the end of the two-year period.

The Issuer advised that it wanted to not only reward those that had helped the company bring its technology to market, but also now provide an ongoing incentive over the next two years to build commercial business operations.

The company has launched a five-year plan to put its newly developed Prints-On-Demand workstations into hundreds of framing shops, poster shops, fine art galleries, and museum gift shops across North America. The workstations will make it possible for people to walk into a shop, browse through Cinemage's growing online offerings of fine and decorative art, and instantly print the pictures on whatever stock they want -- glossy, matt or canvas. Then they can take the print right home or leave it for a day or two to be matted, mounted and framed.

Customers can also walk in with their own family pictures or vacation photos and have them turned into frameable wall-sized prints or decorative portraits.

The Issuer advised that while the focus of the business is on the sale of prints, revenue for Cinemage and its Affiliates will come from a variety of sources. Its financial model shows that ongoing sales of consumables such as paper, canvas and ink cartridges to print-station operators constitutes a very significant revenue stream. Margin on print-station sales is onetime income, but customer service, maintenance and training are additional ongoing sources of revenue.

Located at www.fineartprints.ca, the service makes locating that perfect picture as easy as a computer search of an Internet digital gallery. Once located the selected image can be directly printed on print-stations located in framing shops and galleries on fine art papers or canvas, for immediate mounting, matting and framing. Not only is customer selection vastly expanded, but they don't need to wait for print deliveries to get the picture they want.

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 6th day of October, 2004.

CINEMAGE CORPORATION

Per: *"Edgar Froese"*

Edgar Froese, President & CEO