

Form 51-102F3
Material Change Report

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

CINEMAGE CORPORATION
320 – 1090 Homer St.
Vancouver, B.C.
V6B 2W9

Item 2 Date of Material Change

September 28, 2006

Item 3 News Release

News Release dated September 28, 2006 was released through Stockwatch and Market News on September 28, 2006.

Item 4 Summary of Material Change

The Issuer advised that the Company has resumed its non-brokered Private Placement announced by News Release on March 28, 2006 and suspended when the BC Securities Commission issued a Cease Trade Order for the Company's stock.

Item 5 Full Description of Material Change

The Issuer advised that the Company has resumed its non-brokered Private Placement announced by News Release on March 28, 2006 and suspended when the BC Securities Commission issued a Cease Trade Order for the Company's stock. The Private Placement consists of 3,000,000 Units at \$.05 / Unit, for total proceeds of \$150,000. Each Unit will consist of one common share and one share purchase warrant. Each warrant will enable the holder to acquire one additional common share of the Company for a period of two years from closing, at a price of \$0.10 per share in the first year and \$.15 per share in the second year.

Proceeds of the financing will be used to initiate sales using the Cinemage On-line Store, and for general working capital.

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

N/A

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

N/A

Item 8 Executive Officer

ON BEHALF OF THE
BOARD OF DIRECTORS:

“Edgar Froese”

Cinimage Corporation
Edgar W. Froese
President, CEO & Chairman
604 669 0699
Email: froese@cinimage.com

Item 9 Date of Report

October 27, 2006