

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

December 11, 2006

Item 3 News Release

News Release dated December 11, 2006 was released through Stockwatch and Market News on December 11, 2006.

Item 4 Summary of Material Change

The Issuer advised that Be-Intouch Inc. of Issaquah, WA (the company to be acquired by Cinemage Corporation as first disclosed by News Release on August 28, 2006 and amended on November 28, 2006) has signed a contract with MC Electric Vehicle of Seattle to build an online Internet dealer service support network. The integrated, collaborative web-based service combines the database storage, retrieval and search capabilities of the Cinemage engine with the collaborative communication tools and video capabilities of Be-Intouch.

Item 5 Full Description of Material Change

The Issuer advised that Be-Intouch Inc. of Issaquah, WA (the company to be acquired by Cinemage Corporation as first disclosed by News Release on August 28, 2006 and amended on November 28, 2006) has signed a contract with MC Electric Vehicle of Seattle to build an online Internet dealer service support network. The integrated, collaborative web-based service combines the database storage, retrieval and search capabilities of the Cinemage engine with the collaborative communication tools and video capabilities of Be-Intouch.

The Issuer advised further that the information and support program will allow MC Electric Vehicle to expand its dealer and service network throughout North America. Dealers, service centers and repair facilities will have online access to an extensive database of manuals, schematics, tutorials, video instruction and live support. The database will provide full search and retrieval capabilities for procedures, installation and maintenance instructions, in text, visual, audio and video formats, eliminating the need for expensive and time consuming certification programs and the high cost of developing traditional classroom training facilities.

Associated businesses will be able to distribute custom designed video presentations via e-mail and Web site postings in order to improve sales effectiveness. Customers will be able to view, online, parts and accessories, search through an extensive database, order and receive detailed installation instructions, and ultimately have direct access to online conferencing.

The Issuer advised that this contract establishes a template for sales to many more business customer in related product and service markets, as it utilizes the Cinemage engine in a powerful new way by adding a multi-function marketing front end to our existing rich data handling capabilities in the server.

The Issuer advised further that MC Electric Vehicle recognizes that bringing a new product to market is both time critical and information driven. In order to meet the exploding desire for alternatives to gas powered vehicles a network of customer vehicle service and repair centers must be built rapidly. By building an online 24/7 support network, any repair shop with Internet access will be able to quickly and professionally service a customer's vehicle, improving customer satisfaction

Positioned in the on-line Internet virtual meeting sector, the Be-Intouch system integrates fully interactive voice (VoIP) and video communications with a complete set of computer-based presenter tools including white board, PowerPoint, Word or spreadsheets that can be used for a diversity of applications such as: sales presentations; real-time technical guidance and assistance; educational courses; or new product introductions.

The Issuer concluded that this new venture represents a major step forward in combining the technologies of Cinemage Corporation and Be-Intouch Inc., hosted at www.cinemage.com and www.beintouch.com respectively on the net.

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 & Executive Chair
604 669 0699
Email: edgarfroese@cinimage.com

Item 9 Date of Report

December 11, 2006