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

March 19, 2007

Item 3 News Release

News Release dated March 19, 2007 was released through CCNMatthews on March 19, 2007.

Item 4 Summary of Material Change

The Issuer announced the appointment of Nick De Cotiis to the Company's Corporate Advisory Council "CAC" and to the position of Corporate Finance Consultant "CFC". Under the terms of the five-year appointment, the Issuer expects Mr. De Cotiis to bring his exceptional skills, experience and leadership to the Company's Corporate Finance activities. The Issuer advised that the company's team of professionals now includes: Nick De Cotiis, CAC and CFC; Edgar Froese, CEO, President, Director and Chairman; and George Lai, CGA, Director and CFO.

Item 5 Full Description of Material Change

The Issuer announced the appointment of Nick De Cotiis to the Company's Corporate Advisory Council "CAC" and to the position of Corporate Finance Consultant "CFC". Under the terms of the five-year appointment, the Issuer expects Mr. De Cotiis to bring his exceptional skills, experience and leadership to the Company's Corporate Finance activities. The Issuer advised that the company's team of professionals now includes: Nick De Cotiis, CAC and CFC; Edgar Froese, CEO, President, Director and Chairman; and George Lai, CGA, Director and CFO.

The Issuer advised that Mr. De Cotiis is a well-established and prominent Vancouver, British Columbia businessman who also is President, Chief Executive Officer and Director of the De Cotiis Group of Companies: investors in public and pre-public companies; venture capitalists, and investors in other diversified industries including Land Development, Building and Property Management. Further, Mr. De Cotiis has played a prominent role in philanthropy, supporting various charitable organizations including Athletics 4 Kids, Children's Hospital and Lions Gate Hospital. He attended Simon Fraser University in BC Canada.

The Issuer noted that it feels Nick will bring tremendously valuable experience, skills and contacts to the table to enable it to grow the company to levels it has never previously reached but that it is now very well positioned to achieve. It has great confidence in the value of Nick's contribution and noted a mutual comfort in the strength of value in the Issuer's business objectives.

Nick De Cotiis advised that he was impressed with the company's current business strategy and objectives, and that as Corporate Finance Consultant and member of the Corporate Advisory Council he I intended to work closely with Edgar Froese, CEO and the company's shareholder base as well as with its current and potential strategic partners to build true and lasting value and help create a successful, diverse company, using top-notch advisors, consultants, employees, strategic partners, investors and of course all focused on top-notch projects.

Mr. De Cotiis advised that he has over 25 years of experience as a real estate developer and builder, and as an investor and venture capitalist. He noted the De Cotiis Group/Companies and Family have a portfolio of projects developed and/or underway cumulatively valued in excess of 4 billion dollars. He advised that he has served as a director and officer of numerous public companies and is one of the more significant business professionals in Vancouver, Canada.

Edgar Froese advised that he has over forty-five years of experience as a computing professional and has served as a director and officer of numerous private and public companies. Also, that he was a founding member of the Computing Centre at the University of British Columbia in 1962, founded the BC sector of the Internet in British Columbia while with UBC, and founded the ACT Cinemage Group of companies in 1991.

The Issuer advised that it is positioned in the Internet eCommerce market sector. Its subsidiary ACT has developed a proprietary market-ready software engine capable of deployment in many Internet-based applications. As an Applications Service Provider Platform, the Cinemage system is capable of securely hosting and selectively distributing digital goods and Internet content for transaction fees, and processing these fees in e-commerce applications. With affiliates it has created a Giclee art reproduction service hosted at **www.fineartprints.ca**, in which digital representations of works of art are viewed and purchased online for downloading and printing on large format printers at a Print & Ship centre for delivery to the buyer.

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"

Cinemage Corporation
Edgar W. Froese
CEO & Chairman
604 669 0699
Email: edgarfroese@cinemage.com

Item 9 Date of Report

April 2, 2007