

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

April 2, 2007

Item 3 News Release

News Release dated April 2, 2007 was released through CCNMatthews on April 2, 2007.

Item 4 Summary of Material Change

The Issuer announced the appointment of Jim Fitzpatrick 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. Fitzpatrick to bring his extensive market experience and vast network of investment community relationships to the Company's Corporate Finance activities. The Issuer advised that the Company's team of professionals now includes: Jim Fitzpatrick, CAC and CFC; 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 Jim Fitzpatrick 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. Fitzpatrick to bring his extensive market experience and vast network of investment community relationships to the Company's Corporate Finance activities. The Issuer advised that the Company's team of professionals now includes: Jim Fitzpatrick, CAC and CFC; 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. Fitzpatrick is a well-known figure in the Vancouver investment community, with extensive experience in corporate finance. He is vice-president of LJV Capital Corp., specializing in Investment Banking, and Mergers and Acquisitions. The Issuer noted that prior to entering the corporate finance field, Mr. Fitzpatrick founded a chain of forty-nine video stores in British Columbia. He also enjoyed a career in media, serving for five years as Executive Producer of KPSP-TV in Palm Springs, California where he worked with Robert Downy, Jr. and

dealt with Mel Gibson. He also dealt with Lion's Gate Studios, and International Motion Picture Distribution Inc. and its CEO James R. Moder, and was active with the Palm Springs Film Festival. Mr. Fitzpatrick was a member of ROTC (Regular Officer Training Corp.) while attending the University of Toronto, and served as Captain with the Canadian Intelligence Corp. He speaks fluent Russian, French, and Spanish, and is a member of Point Grey Golf and Country Club.

The Issuer expects Mr. Fitzpatrick to add his exceptional skills in the fine art of social networking to its corporate finance activities, and noted that Jim knows an amazing community of prominent investors, businessmen, and industry professionals in Vancouver as well as international. The Issuer noted that it is pleased and excited with the dimension Jim will add to its corporate finance programs.

The Issuer noted that Mr. Fitzpatrick joins Mr. Nick De Cotiis as Corporate Finance Consultant and member of the company's Corporate Advisory Council. It 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.

Mr. Fitzpatrick advised that he has been tracking the technology sector for many years and feels that Cinemage is extremely well positioned to capture resurging market interest in technology stocks to achieve its corporate goals. He advised that he feels his background fits well with Cinemage's corporate objective of using mergers and acquisitions as a strategic tool for corporate growth, and that as Corporate Finance Consultant and member of the Corporate Advisory Council, he intends to work closely with Nick De Cotiis, Edgar and CIG's strategic partners to build true and lasting value for current and future shareholders, and help create a successful, diverse company focused on top-notch projects.

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”

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

Item 9 Date of Report

April 4, 2007