Form 51-102F3
Material Change Report

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

FIBRESOURCES CORPORATION
415 – 470 Granville St.
Vancouver, BC
V6C 1V5

Item 2 Date of Material Change

April 28, 2009

Item 3 News Release

News Release dated April 28, 2009 was released through Stockwatch and Market News on April 28, 2009.

Item 4 Summary of Material Change

The Issuer advised that it has entered into a Joint Venture agreement with Rimfire Emerging Equities (VCC) Corp. to develop its bioenergy project in the Vanderhoof area. Under the terms of the Joint Venture Rimfire will raise capital under the Equity Capital Program of the BC Ministry of Economic Development, and invest net proceeds in preferred shares of the JV at $1.00 per preferred share. The Issuer will be the principal common shareholder, and will subscribe for common shares for nominal consideration, on the basis of two common shares for every three preferred shares subscribed for by Rimfire, and will provide the business and operational management for the Joint Venture. NetEquity Capital will also subscribe for common shares for nominal consideration, on the basis of one common share for every three preferred shares subscribed for by Rimfire, and will provide administrative and corporate management for the Joint Venture.

Item 5 Full Description of Material Change

The Issuer advised that it has entered into a Joint Venture agreement with Rimfire Emerging Equities (VCC) Corp. to develop its bioenergy project in the Vanderhoof area. Under the terms of the Joint Venture Rimfire will raise capital under the Equity Capital Program of the BC Ministry of Economic Development, and invest net proceeds in preferred shares of the JV at $1.00 per preferred share. The Issuer will be the principal common shareholder, and will subscribe for common shares for nominal consideration, on the basis of two common shares for every three preferred shares subscribed for by Rimfire, and will provide the business and operational management for the Joint Venture. NetEquity Capital will also subscribe for common shares for nominal consideration, on the basis of one common share for every three preferred shares subscribed for by Rimfire, and will provide administrative and corporate management for the Joint Venture.

The Issuer noted that the structure of the Joint Venture allows the Issuer to acquire a major equity interest in the Joint Venture at nominal cost through its business and management contribution, while Rimfire (VCC) gets priority on capital recovery through dividends on its preferred shares before they convert to equity in the form of common shares. The Issuer expressed the view that this is a win-win for both parties in this market.

The Issuer pointed out that qualifying investors in the VCC receive a 30% Tax Credit or refund on their investment through the BC investment incentive program, and VCC investments are eligible for contribution to an RRSP for additional Income Tax reduction. It noted that Rimfire is eligible to raise $1 million under the program in 2009.

The Issuer opined that investors are looking for a strong upside in this market, and that it believes with this innovative structure the Joint Venture offers risk mitigation through Tax Credits and Income Tax reduction on the private side, and asset growth through equity participation in the assets built on the public side to cater to the preferences of market investors.

The Issuer noted it is currently narrowing its site alternatives in Vanderhoof for its bioenergy project as disclosed by News Release on April 24, 2009. It has signed a five year pulp log agreement with Blue Valley Enterprises of Vanderhoof and is in discussions with a Prince George pulp mill regarding a pulp chip purchase agreement. The Issuer is initially targeting the conversion of forest harvest waste and standing beetle-killed lodgepole pine trees into solid biofuels before expanding into the generation of power and heat and applications made feasible by inexpensive bioenergy.

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
President, CEO & Chairman
604-230-2320
Email: edgarfroese@cinemage.com

**Item 9		Date of Report**

April 28, 2009