

FORM 27

MATERIAL CHANGE REPORT

UNDER SECTION 146(1) OF THE *SECURITIES ACT* (ALBERTA),
SECTION 85(1) OF THE *SECURITIES ACT* (BRITISH COLUMBIA) AND
SECTION 75(2) OF THE *SECURITIES ACT* (ONTARIO)

1. Reporting Issuer:

Passion Media Inc.
152 King Street East
Toronto, ON M5A 1J3

2. Date of Material Change:

January 30, 2004

3. News Release:

A news release relating to the material change described herein was issued and disseminated through Canada Newswire on February 2, 2004 at Toronto, Ontario.

4. Summary of Material Change:

Passion Media Inc. (the "Corporation") completed a non-brokered private placement of 3,125,000 Units of the Corporation at \$0.32 per Unit, for gross proceeds to the Corporation of \$1,000,000. Each Unit is comprised of one class A share in the capital of the Corporation ("Common Share") and one Common Share purchase warrant ("Warrant"). Each Warrant entitles the holder thereof to acquire one Common Share for a period of 18 months at an exercise price of \$0.45 per share. The Common Shares are subject to a hold period of four months.

5. Full Description of Material Change:

Please refer to the attached News Release dated February 2, 2004.

6. Reliance on confidentiality provisions of the securities laws:

Not applicable.

7. Omitted Information:

None.

8. Senior Officers:

For further information, contact:

Mark Pavan, President and CEO
Passion Media Inc.
152 King Street East
Toronto, ON M5A 1J3
Fax: (416) 874-7198

9. Statement of Senior Officer:

The foregoing accurately discloses the material change referred to herein.

DATED at Toronto, Ontario as of the 5th day of February, 2004.

PASSION MEDIA INC.

Per: "Mark Pavan"

Mark Pavan
President & CEO

Passion Media Inc. Completes \$1,000,000 Private Placement

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TORONTO, Feb. 2 /CNW/ - PASSION MEDIA INC. ("Corporation") (TSX.V: PSN) is pleased to report that it has closed its previously announced private placement of 3,125,000 units at a price of \$0.32 per unit for gross proceeds of \$1,000,000.

Each unit consists of one class A share and one warrant, with each warrant entitling the holder thereof to purchase one class A share at a price of \$0.45 until July 30, 2005.

The company also announced that all previously detailed resolutions that were tabled at the special shareholder's meeting were unanimously approved, including the company's name change to Lemontonic Inc. from Passion Media Inc., and the concurrent exchange symbol change from PSN to LEM.

Commenting on the completion of the private placement, Mark Pavan, Chief Executive Officer of Lemontonic Inc. stated "The private placement was closed on time and the company was successful in raising its targeted funding of CAD\$1,000,000. The restructuring phase of Lemontonic Inc. is now complete and the company has the funding necessary to complete its near term business objectives. The primary objective in the next three months will be to complete the development, testing and launch of our dating messenger software."

Lemontonic Inc.'s mission is to better address the needs of the on-line dating market with the aid of leading edge technology and superior interactive design.

The TSX Venture Exchange Inc. has not reviewed and does not accept responsibility for the adequacy and accuracy of this release.

For further information: Contact: John D. Robinson, Investor Relations, Current Capital Corp., Phone: (416) 860-0211, info@currentcapital.com, www.currentcapital.com