

FORM 51-102F3
Material Change Report

1. Full Name and Address of Company:

MagiCorp Entertainment Inc.
100 Allstate Parkway
Suite 600
Markham, Ontario
L3R 6H3

2. Date of Material Changes:

June 21, 2004 and June 22, 2004.

3. News Releases:

June 23, 2004 and June 30, 2004.

4. Summary of Material Change:

MagiCorp Entertainment Inc. (the "Corporation") (TSX Venture: MEI) completed its previously announced private placement and debt conversion on June 21, 2004. Subsequent thereto, the Corporation filed articles of amendment on June 22, 2004 to (i) change its name to Lucid Entertainment Inc.; and (ii) to consolidate its issued and outstanding common shares on a ten (10) for one (1) basis.

5. Full Description of Material Change:

See press releases dated June 23, 2004 and June 30, 2004 attached hereto.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Michael Wilkings – Chairman and Chief Executive Officer
Tel: (905) 470-7177

9. Date of Report:

June 30, 2004