ART IN MOTION INCOME FUND
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company
Art In Motion Income Fund
2000 Hartley Avenue
Coquitlam, BC
V3K 6W5

Item 2. Date of Material Change
July 9, 2007

Item 3. News Release
A news release was issued on July 9, 2007 at Vancouver, British Columbia and disseminated by CCN Matthews.

Item 4. Summary of Material Change
Jeff Larsen, corporate counsel for Clarke Inc., has been appointed as a Trustee of Art In Motion Income Fund and as a Director of Art In Motion GP Ltd.

Item 5.1 Full Description of Material Change

Jeff Larsen has been appointed to the Board of Trustees of the Fund and to the Board of Directors of Art In Motion GP Ltd. Art In Motion GP Inc. is the general partner of Art In Motion Limited Partnership an indirect operating subsidiary of the Fund. Mr. Larsen is the Vice–President and General Counsel of Clarke Inc., a significant unitholder of the Fund. In his role with Clarke Inc. Mr. Larsen manages legal issues and provides strategic advice related to the company's public disclosure, regulatory compliance, corporate governance, investments, mergers and acquisitions, corporate and commercial matters, as well as disputes and litigation proceedings. In conjunction with his role at Clarke Inc., Mr. Larsen is a member of the Board of Directors of Groupe Bikini Village Inc.

Mr. Larsen holds a Bachelor of Arts from McMaster University, a *Juris Doctor* from the University of Toronto and a Master of Laws from Osgoode Hall Law School, York University. He is also currently enrolled in the MBA program at Imperial College, University of London. Mr. Larsen is admitted to the practice of law in the provinces of Ontario and Nova Scotia.

This appointment follows the resignation of Antonella Vergati who has resigned her position as Trustee of the Fund and Director of Art In Motion GP Inc. in order to focus on her other professional commitments. Ms. Vergati has been a Trustee and Director since the initial public offering of the Fund.

Item 5.2 Disclosure for Restructuring Transactions
Not applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102
Not applicable.

Item 7. Omitted Information
None.

Item 8. **Executive Officer**

Allan Achtemichuk
Chief Financial Officer
Telephone: 604 525 3900
Toll free: 877 246 3233

Item 9. **Date of Report**

July 9, 2007