FORM 51-102F3

MATERIAL CHANGE REPORT UNDER NATIONAL INSTRUMENT 51-102

Item 1. – Reporting Issuer:

Central Fund of Canada Limited
1323 15th Avenue S.W., Suite 805
Calgary, Alberta
T3C 0X8

Item 2. – Date of Material Change:

April 8, 2004

Item 3. – Press Release:

A news release with respect to the material change referred to in this report was issued through newswire services on April 8, 2004 and filed on the system for electronic document analysis and retrieval (SEDAR).

Item 4. – Summary of Material Change:

On March 26, 2004 Central Fund announced that it entered into an agreement with CIBC World Markets Inc. under which the underwriter agreed to buy and sell to the public, in the provinces and territories of Canada, except Quebec, and in the United States under the multijurisdictional disclosure system, 17,000,000 Class A Shares of Central Fund at U.S.$5.85 (Cdn.$7.73) per Class A Share with an option to purchase 2,500,000 additional Class A Shares. On March 26, 2004 Central Fund announced that CIBC World Markets Inc. fully exercised its option to purchase an additional 2,500,000 Class A Shares. On April 8, 2003 Central Fund announced that it completed the sale of 19,500,000 Class A Shares at U.S.$5.85 (Cdn.$7.73) to CIBC World Markets Inc. and raised total gross proceeds of U.S.$114,075,000.

Item 5. – Full Description of Material Change:

On March 26, 2004 Central Fund announced that it entered into an agreement with CIBC World Markets Inc. under which the underwriter agreed to buy and sell to the public, in the provinces and territories of Canada, except Quebec, and in the United States under the multijurisdictional disclosure system, 17,000,000 Class A Shares of Central Fund at U.S.$5.85 (Cdn.$7.73) per Class A Share with an option to purchase 2,500,000 additional Class A Shares.

On March 26, 2004 Central Fund announced that CIBC World Markets Inc. fully exercised its option to purchase an additional 2,500,000 Class A Shares at U.S.$5.85 (Cdn.$7.73) per Class A Share.

On April 8, 2004 Central Fund announced that it completed the sale of 19,500,000 Class A Shares at U.S.$5.85 (Cdn.$7.73) to CIBC World Markets Inc. and raised total gross proceeds of U.S.$114,075,000.

The issue was completed at a price that was both non-dilutive and accretive to the net asset value of Class A shareholders prior to the issue. In addition, due to Central Fund's larger asset base as a result of the issue, the operating costs (expense ratio) will be reduced on a per share basis for all Class A Shareholders.

In accordance with its investment policies, Central Fund has invested net proceeds of approximately U.S.$104,793,987 in approximately 128,160 fine ounces of gold and 6,408,000 troy ounces of silver with approximately U.S.$4,100,000 in cash left available for further bullion purchases and working capital.

The new total of issued and outstanding Class A Shares of Central Fund is 79,296,320. The investment holdings of Central Fund are now represented by approximately 523,591 fine ounces of gold, 26,173,714 troy ounces of silver and U.S.$10,170,767 primarily in cash.

Item 6. – Reliance on Section 7.1(2) or (3) of National Instrument 51-102:

N/A

Item 7. – Omitted Information:

N/A

Item 8. – Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:

J. C. Stefan Spicer, President and Chief Executive Officer
Telephone: (905) 648-7878
Facsimile: (905) 648-4196
e-mail: spicer@centralfund.com

Item 9. – Date of Report:

April 14, 2004

(signed)
J. C. Stefan Spicer
President and Chief Executive Officer
Central Fund of Canada Limited