

This is the form of a material change report required under section 85(1) of the *Securities Act* (British Columbia) and Section 151 of the *Securities Rules* (British Columbia), section 118(1) of the *Securities Act* (Alberta) and section 75(2) of the *Securities Act* (Ontario).

**BC FORM 53-901F
(Previously Form 27)**

SECURITIES ACT

**MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE SECURITIES
ACT (BRITISH COLUMBIA) AND UNDER SECTION 118(1) OF THE
SECURITIES ACT (ALBERTA) AND UNDER SECTION 75(2) OF THE
SECURITIES ACT (ONTARIO)**

1. Reporting Issuer

Canadian Imperial Venture Corp. (the “Company”)
650 Fairmile Road
West Vancouver, BC V7S 1R2

2. Date of Material Change

April 23, 2004

3. Press Release

The press release was issued on April 23, 2004

4. Summary of Material Change

Canadian Imperial Venture Corp. (the “Company”) announced the closing of the non-brokered private placement previously announced on April 5, 2004. The closing took place on April 23, 2004 whereby a total of 6,726,662 Units at a price of \$0.075 per Unit were sold for proceeds of \$504,500.

The Company also announced that final approval had been obtained from the TSX Venture Exchange for the issuance of Stock Options to directors, officers and employees of the Company to purchase up to 8,258,341 Common Shares (the “Options”) at an exercise price of \$0.10 per Common Share.

5. Full Description of Material Change

See attached news release.

6. Reliance on Section 85(2) of the Act

This report is not being filed on a confidential basis.

7. Omitted Information

No information has been intentionally omitted from this form.

8. Senior Officers

Gerard M. Edwards
Telephone: (709) 739-6700

9. Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

Dated at St. John's, Newfoundland on April 28, 2004.

CANADIAN IMPERIAL VENTURE CORP.

Per: "*Gerard Edwards*"

Gerard M. Edwards
Chief Financial Officer

NEWS RELEASE

April 23, 2004

Trading Symbol: TSX: CQV

CANADIAN IMPERIAL CONCLUDES PRIVATE PLACEMENT

Canadian Imperial Venture Corp. (the “Company”) is pleased to announce the closing of the non-brokered private placement previously announced on April 5, 2004.

This closing took place on April 23, 2004 whereby a total of 6,726,662 Units at a price of \$0.075 per Unit were sold for proceeds of \$504,500. The proceeds of this private placement will be used to conclude the Company’s financial reorganization and for general working capital.

Each unit consists of one common share in the capital of the Company and one non-transferable share purchase warrant exercisable for two years at an exercise price of \$0.10. All stock purchased under this private placement will have a four-month hold period.

Further to the April 8, 2004 news release, the Company announced today that final approval has been obtained from the TSX Venture Exchange for the issuance of Stock Options to directors, officers and employees of the Company to purchase up to 8,258,341 Common Shares (the “Options”) at an exercise price of \$0.10 per Common Share. Subject to the early termination provisions in the Company’s Incentive Stock Option Plan, the Options will expire on April 8, 2009. In accordance with the Plan, the Options will vest quarterly in equal amounts over an 18-month period.

CANADIAN IMPERIAL VENTURE CORP.

“GERARD M. EDWARDS”

Gerard M. Edwards
Chief Financial Officer

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