MATERIAL CHANGE REPORT

FORM 51-102F3

Item 1. **Name and Address of Company**

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

Item 2. **Date of Material Change**

February 23, 2006

Item 3. **News Release**

The news release was issued on February 23, 2006 and disseminated through Stockwatch.

Item 4. **Summary of Material Change**

Canadian Imperial Venture Corp. announced the Closing of a non-brokered private placement previously announced on February 2, 2006.

Upon Closing, a total of 2,500,000 Units at a price of $0.10 per Unit were sold for proceeds of $250,000. The proceeds of this private placement will be used to 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 $0.25. All stock purchased under this private placement will have a four-month hold period, which expires on June 23, 2006.

Item 5. **Full Description of Material Change**

See attached news release

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102.**

Not applicable.

Item 7. **Omitted Information**

Not applicable.

Item 8. **Executive Officer**

For more information, please contact Gerard M. Edwards
Telephone: (709) 739-6700.

DATED March 3, 2006.

CANADIAN IMPERIAL VENTURE CORP.

Per: *"Gerard Edwards"*

Gerard M. Edwards
Chief Financial Officer

NEWS RELEASE

February 23, 2006

Trading Symbol:
TSX Venture Exchange: CQV

Canadian Imperial Concludes Private Placement

St. John's, NL: Canadian Imperial Venture Corp. (the "Company") is pleased to announce the Closing of the non-brokered private placement previously announced on February 2, 2006.

Upon Closing, a total of 2,500,000 Units at a price of $0.10 per Unit were sold for proceeds of $250,000. The proceeds of this private placement will be used to 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 $0.25. All stock purchased under this private placement will have a four-month hold period, which expires on June 23, 2006.

CANADIAN IMPERIAL VENTURE CORP.

"Gerard Edwards"
Gerard M. Edwards
Chief Financial Officer

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