

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

Contact Information:

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This release includes certain forward looking statements which reflect beliefs, expectations, objectives and goals which are believed to be reasonable at the time such statements are made. Actual results could differ materially from anticipated results and may be impacted upon such factors as commodity prices, political developments, legal decisions, market and economic conditions, industry competition, the weather, changes in financial markets and changing legislation.

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