

**CORPORATE PROPERTIES LIMITED**

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

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

**CORPORATE PROPERTIES LIMITED**, 488 Huron Street, Toronto, Ontario, M5R 2R3.

**Item 2. Date of Material Change**

April 13, 2006

**Item 3. News Release**

The Press Release was sent on April 13, 2006 via CCN Matthews—Toronto, Ontario.

**Item 4. Summary of Material Change**

For further information, attached hereto is a copy of the Press Release.

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

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

**Item 7. Omitted Information**

No information has been omitted in respect of the material change.

**Item 8. Executive Officer**

Thomas Sheppard, President [416] 966-6885.

**Item 9. Date of Report**

April 17, 2006

## **Corporate Properties Limited Private Placements**

**Toronto, Ontario April 13, 2006:** The Board of Directors of Corporate Properties Limited (TSXV – CPR) is pleased to announce that on April 13, 2006, the Company raised proceeds of \$3,000,000 by way of a private placement of convertible debt, subject to final approval of the TSX Venture Exchange. This debt is convertible, in whole or in part, by the lenders into common shares of the Company at a conversion price of \$3.000 per share up to and including April 30, 2008. The hold period in respect of the notes and, upon any conversion, the resulting common shares shall expire on August 31, 2006. The financing was raised from a group of private lenders, with Rod MacDonald, the CFO of the Company subscribing for \$50,000. The proceeds of the financing will be used to settle certain liabilities arising from the Company's recent purchase of SeaMiles LLC and for general working capital purposes.

The TSX Venture Exchange has neither approved nor disapproved of this press release.

For further information contact Thomas Sheppard, President of Corporate Properties Limited at telephone # (416) 966-6885.