FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

CP Ships Limited ("CP Ships")
2 City Place
Beehive Ring Road
Gatwick, West Sussex
RH6 0PA

2. Date of Material Change

December 1, 2004

3. News Release

A news release dated December 1, 2004 (a copy of which is attached as Schedule "A" hereto) was released through Canada NewsWire.

4. Summary of Material Change

CP Ships announced on December 1, 2004 that Frank Halliwell had resigned as CEO with immediate effect and that Chairman Ray Miles had assumed executive responsibility for an interim period until a new CEO is appointed.

5. Full Description of Material Change

See the news release dated December 1, 2004 attached as Schedule "A" hereto.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Ian J. Webber, Chief Financial Officer
Tel: 011 44 (0)1293 861888

9. Date of Report

December 1, 2004.

SCHEDULE "A" – PRESS RELEASE

CP SHIPS REGIONAL FOCUS • GLOBAL SCALE

CP SHIPS CEO FRANK HALLIWELL RESIGNS

Gatwick, UK (1st December 2004) – Frank Halliwell has resigned as CEO of CP Ships with immediate effect due to differences with the Board on future direction of the company. He will receive appropriate compensation under the terms of his contract.

Chairman Ray Miles has assumed executive responsibility for an interim period until a new Chief Executive is appointed. Both internal and external candidates will be considered.

The Executive Committee of Chief Financial Officer Ian Webber and Executive Vice Presidents Alan Boylan, Juan Manuel Gonzalez and Glenn Hards will report to Ray Miles.

There are no changes to CP Ships' existing structure, business, strategy or earnings outlook.

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FORWARD-LOOKING STATEMENTS: Except for historical information, the statements made in this press release may constitute forward-looking statements. These include statements regarding the intent, belief or current expectations of CP Ships and its management regarding the company's operations, strategic directions, prospects and future results, which in turn involve certain risks and uncertainties. Certain factors may cause actual results to differ materially from those contained in the forward-looking statements, including changes in freight rates; general global and economic and business conditions; the effects of competition and technological developments; changes in demand for container shipping; changes in laws and regulations; difficulties in achieving cost savings; currency, fuel price and interest rate fluctuations; and other risks discussed in the company's filings with Canadian securities commissions, the Toronto Stock Exchange, the US Securities and Exchange Commission and the New York Stock Exchange, which are incorporated by reference.

ABOUT CP SHIPS: One of the world's leading container shipping companies, CP Ships provides international container transportation services in four key regional markets: TransAtlantic, Australasia, Latin America and Asia. Within these markets CP Ships operates 39 services in 23 trade lanes, most of which are served by two or more of its seven readily recognized brands: ANZDL, Canada Maritime, Cast, Contship Containerlines, Italia Line, Lykes Lines and TMM Lines. As of 30th September 2004, CP Ships' vessel fleet was 81 ships and its container fleet 457,000 teu. Its 2003 volume was 2.2 million teu, more than 80% of which was North American exports or imports. It also owns Montreal Gateway Terminals, which operates one of the largest marine container terminal facilities in Canada. CP Ships' stock is traded on the Toronto and New York stock exchanges under the symbol TEU. It is listed in the S&P/TSX 60 Index of top Canadian publicly listed companies. For further information visit the CP Ships website, www.cpships.com.

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